

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>AT&T ALASCOM SAVINGS PLAN FOR TEAMSTERS REPRESENTED EMPLOYEES</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1997</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AT&T ALASCOM</u> <u>505 EAST BLUFF DRIVE</u> <u>ANCHORAGE, AK 99501</u>	2b Employer Identification Number (EIN) <u>92-0037455</u> 2c Sponsor's telephone number <u>907-264-7342</u> 2d Business code (see instructions) <u>517000</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>07/22/2013</u>	<u>JO ANN STROMBERG</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 243
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	173
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	63
d Subtotal. Add lines 6a , 6b , and 6c	6d	236
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	238
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	199
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2G 2J 2K 2E 2F 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan AT&T ALASCOM SAVINGS PLAN FOR TEAMSTERS REPRESENTED EMPLOYEES	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 AT&T ALASCOM	D Employer Identification Number (EIN) 92-0037455

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN FUNDS
95-1411037

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
FRANKLIN TEMPLETON INVESTMENTS
94-3167260

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
JPMORGAN
13-2624428

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
JANUS
43-1804048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MFS

04-2747644

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 49 52 60 62 63 64	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan AT&T ALASCOM SAVINGS PLAN FOR TEAMSTERS REPRESENTED EMPLOYEES	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AT&T ALASCOM	D Employer Identification Number (EIN) 92-0037455	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	392280	451132
(9) Value of interest in common/collective trusts.....	1c(9)	2610831	2673791
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	12545335	13923552
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15548446	17048475

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15548446	17048475
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	338045	
(B) Participants	2a(1)(B)	1059821	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1397866
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	18168	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18168
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	558568	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		558568
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		42029
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		931697
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		20
d Total income. Add all income amounts in column (b) and enter total.....	2d		2948348

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1412393	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1412393
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	35926	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		35926
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1448319

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1500029
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG, LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>AT&T ALASCOM SAVINGS PLAN FOR TEAMSTERS REPRESENTED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AT&T ALASCOM</u>	D Employer Identification Number (EIN) <u>92-0037455</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

AT&T Alascom Savings Plan for
Teamsters Represented Employees
As of December 31, 2012 and 2011, and for the
Year Ended December 31, 2012
With Report of Independent Auditors

Ernst & Young LLP



AT&T Alascom Savings Plan for Teamsters Represented Employees
Financial Statements and Supplemental Schedule
As of December 31, 2012 and 2011, and for the Year Ended December 31, 2012

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Report of Independent Auditors

To the Participants and Plan Administrator of
AT&T Alascom Savings Plan for Teamsters Represented Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AT&T Alascom Savings Plan for Teamsters Represented Employees, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

June 28, 2013

AT&T Alascom Savings Plan for Teamsters Represented Employees
Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments, at fair value	\$ 16,674,910	\$ 15,223,168
Notes receivable from participants	451,133	392,281
Net assets reflecting investments at fair value	<u>17,126,043</u>	<u>15,615,449</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(77,566)</u>	<u>(67,002)</u>
Net assets available for benefits	<u><u>\$ 17,048,477</u></u>	<u><u>\$ 15,548,447</u></u>

See accompanying notes.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions

Contributions:

Participant contributions	\$ 1,059,821
Employer contributions	338,045
	<u>1,397,866</u>

Investment income:

Net appreciation in fair value of investments	1,353,627
Interest and dividends	142,744
Mutual fund rebate income	35,946
	<u>1,532,317</u>

Interest income on notes receivable from participants	18,168
---	--------

Total additions	<u>2,948,351</u>
-----------------	------------------

Deductions

Distributions	1,412,395
Administrative expenses	35,926
Total deductions	<u>1,448,321</u>
Net increase	1,500,030

Net assets available for benefits, beginning of year	15,548,447
Net assets available for benefits, end of year	<u><u>\$ 17,048,477</u></u>

See accompanying notes.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements
December 31, 2012

NOTE 1. DESCRIPTION OF PLAN

The following is a brief description of AT&T Alascom Savings Plan for Teamsters Represented Employees (the Plan). Participants should refer to the Plan document for a complete description of the Plan's provisions.

The Plan was established effective January 1, 1997, for the benefit of General Teamsters Local 959 represented employees of Alascom, Inc. d/b/a AT&T Alascom (the Company). The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

An employee becomes eligible to participate in the Plan at the beginning of each month after the completion of one year of service. Participation is elective and is exercised by means of authorizing contributions to the Plan of not less than 1% and not more than 75% of pre-tax earnings, as defined by the Plan. Pre-tax contributions may not exceed limitations set by the Internal Revenue Service (IRS). The Company matches 66 2/3% of participant contributions for an amount up to 6% of the participant's pre-tax contributions.

Employees who are age 50 or older on or before December 31, 2012 may be eligible to make pre-tax contributions beyond the IRS pre-tax limit. The 2012 catch-up contribution limit set by the IRS is \$5,500. No Company contributions are made on catch-up contributions.

Participants are always fully vested in their own contributions and become fully vested in their respective share of the Company's contributions after three years of service.

Loans may be available to the participants subject to the approval of the Plan administrator. Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 minus the highest outstanding balance on all loans during the preceding 12 months, or 50% of their vested account balance. The term of the loan shall not exceed five years. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are paid in equal installments each payroll period.

Upon early retirement at the age of 55, or if the participants attain the normal retirement age of 65, or termination, a participant with an account balance may elect an immediate lump-sum payment or defer the distribution until age 70 1/2. Hardship and non-hardship withdrawals are available upon request and approval for active participants.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

The total forfeited non-vested accounts as of December 31, 2012 and 2011 were approximately \$0 and \$5,888, respectively. Forfeitures are used to reduce Company contributions.

Investment Options

All contributions are invested by Wells Fargo Bank, N.A. (the Trustee) according to the options elected by the participants.

Plan Expenses

Expenses of administering the Plan are paid by the Company, except for participant loan fee costs, which are paid by the participant.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Plan are prepared under the accrual method of accounting.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a distribution is recorded.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended Accounting Standards Codification (ASC) 820, Fair Value Measurements, to converge the fair value measurement guidance in US generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures are not required for nonpublic entities, as defined in ASC 820. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion of fair value measurements. Mutual funds are valued on quoted market price, which represent the net asset value of shares held by the Plan at year-end. The common/collective trust is valued at quoted redemption values that represent the net asset values of units held at year-end.

The Collective Stable Return Fund invests in fully benefit-responsive investment contracts. These investment contracts are recorded at fair value (see Note 3); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on the trade date. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events

Plan management has evaluated subsequent events through June 28, 2013, the date the financial statements were available to be issued.

NOTE 3. FAIR VALUE MEASUREMENTS

ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). ASC 820 includes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2012:

Plan Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap	\$ 5,463,558	\$ —	\$ —	\$ 5,463,558
Mid Cap	1,029,949	—	—	1,029,949
Small Cap	4,548,794	—	—	4,548,794
Government securities	1,787,107	—	—	1,787,107
Other	1,094,144	—	—	1,094,144
Collective Stable Return Fund ^(a)	—	2,751,358	—	2,751,358
Total assets at fair value	\$ 13,923,552	\$ 2,751,358	\$ —	\$ 16,674,910

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2011:

Plan Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap	\$ 4,659,796	\$ —	\$ —	\$ 4,659,796
Mid Cap	868,159	—	—	868,159
Small Cap	4,482,184	—	—	4,482,184
Government securities	1,851,874	—	—	1,851,874
Other	683,322	—	—	683,322
Collective Stable Return Fund ^(a)	—	2,677,833	—	2,677,833
Total assets at fair value	\$ 12,545,335	\$ 2,677,833	\$ —	\$ 15,223,168

- (a) This category includes a common/collective trust fund that is designed to deliver safety and stability by preserving principal and accumulating earnings. This fund is primarily invested in guaranteed investment contracts and synthetic investment contracts. Participant-directed redemptions have no restrictions; however, any Plan sponsor or Plan fiduciary initiated withdrawal from the fund will require a 12-month written notice of the intent to withdraw assets from the fund. At the discretion of the Trustee, the notification periods identified for withdrawals may be waived. Redemptions or exchanges of fund shares may be delayed or suspended for up to 12 months, or even longer if the Trustee obtains an exemptive order or other appropriate relief from the Comptroller of the Currency, as defined in the Declaration of Trust for the fund.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

NOTE 4. INVESTMENTS

Other than the fair value of the Collective Stable Return Fund and the adjustment from fair value to contract value for fully benefit-responsive investment contracts, all investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest income, dividends, and interest income on notes receivable from participants for the year ended December 31, 2012, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by the Trustee. The contract value of the Collective Stable Return Fund was certified as complete and accurate by the Trustee.

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	2012	2011
Wells Fargo Advantage Emerging Growth Fund	\$ 2,774,326	\$ 2,736,547
Wells Fargo Collective Stable Return Fund*	2,673,792	2,610,831
Wells Fargo Advantage Index Fund	1,939,969	1,654,669
Wells Fargo Advantage Government Securities Fund	1,787,107	1,851,874
JP Morgan Investments Small Cap Growth Fund	1,774,468	1,745,637
American Funds Investments Europacific Growth Fund	1,413,208	1,294,192
Janus Investments Balanced Fund	1,029,949	868,159
Franklin Templeton Investments Growth Fund	955,659	818,744

* The fair value of the Plan's investment in the Wells Fargo Collective Stable Return Fund was \$2,751,358 and \$2,677,833 at December 31, 2012 and 2011, respectively.

During 2012, the Plan's investments (including investments purchased, sold and held during the year) appreciated in fair value as follows:

Mutual funds	\$ 1,317,280
Common/collective trust fund	36,347
	<u>\$ 1,353,627</u>

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

NOTE 5. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Company contributions.

NOTE 6. INCOME TAX STATUS

The Plan has received a determination letter from the IRS dated October 6, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and therefore the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code, and therefore believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Wells Fargo Funds Management, an affiliate of the Trustee. The Trustee is also the record-keeper as defined by the Plan, and therefore, these transactions qualify as party-in-interest and are exempt from the prohibited transaction rules.

Supplemental Schedule

AT&T Alascom Savings Plan for Teamsters Represented Employees
Schedule H, Line 4i – Schedule of Net Assets (Held at End of Year)
EIN 92-0037455 PN 001
December 31, 2012

Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Current Value
* Wells Fargo Funds Management	Collective Stable Return Fund	\$ 2,751,358
* Wells Fargo Funds Management	Advantage Government Securities Fund	1,787,107
* Wells Fargo Funds Management	Advantage Index Fund	1,939,969
* Wells Fargo Funds Management	Advantage Emerging Growth Fund	2,774,326
* Wells Fargo Funds Management	Advantage Dow Jones Target Today Fund	71,994
* Wells Fargo Funds Management	Advantage Dow Jones Target 2010 Fund	61,822
* Wells Fargo Funds Management	Advantage Dow Jones Target 2015 Fund	89,483
* Wells Fargo Funds Management	Advantage Dow Jones Target 2020 Fund	148,377
* Wells Fargo Funds Management	Advantage Dow Jones Target 2025 Fund	143,724
* Wells Fargo Funds Management	Advantage Dow Jones Target 2030 Fund	180,736
* Wells Fargo Funds Management	Advantage Dow Jones Target 2035 Fund	254,141
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* Wells Fargo Funds Management	Advantage Dow Jones Target 2045 Fund	22,333
* Wells Fargo Funds Management	Advantage Dow Jones Target 2050 Fund	39,123
* Wells Fargo Funds Management	Advantage Dow Jones Target 2055 Fund	16,618
Franklin Templeton Investments	Growth Fund	955,659
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MFS Investment Management	Basic Value Fund	678,654
MFS Investment Management	Massachusetts Investors Growth Stock Fund	476,068
JP Morgan Investments	Small Cap Growth Fund	1,774,468
American Funds Investments	Europacific Growth Fund	1,413,208
*Participant loans	Interest rates ranging from 4.25% to 9.25% with various maturities	451,133
Total		<u>\$ 17,126,043</u>

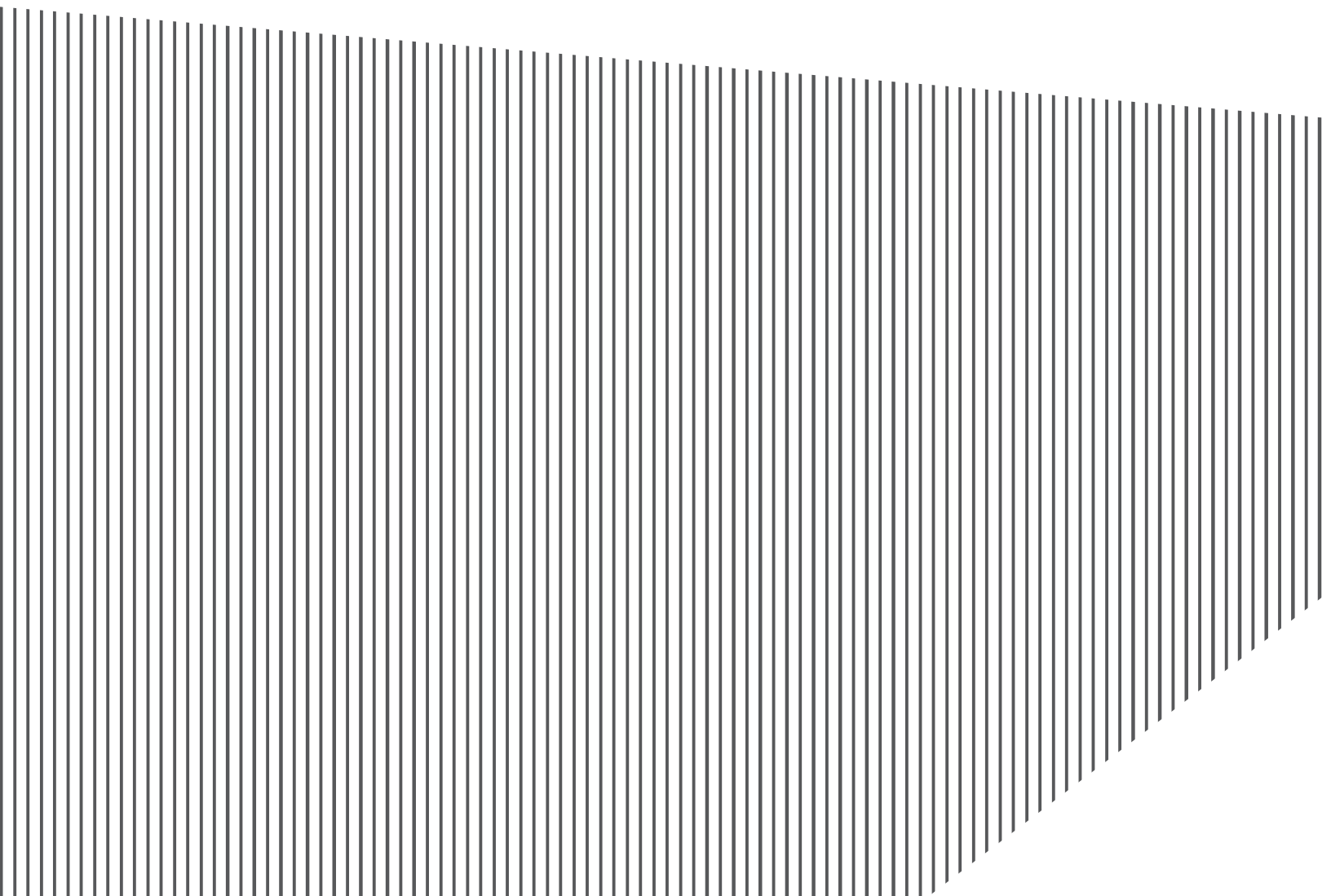
* Denotes party-in-interest

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FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

AT&T Alascom Savings Plan for
Teamsters Represented Employees
As of December 31, 2012 and 2011, and for the
Year Ended December 31, 2012
With Report of Independent Auditors

Ernst & Young LLP

AT&T Alascom Savings Plan for Teamsters Represented Employees
Financial Statements and Supplemental Schedule
As of December 31, 2012 and 2011, and for the Year Ended December 31, 2012

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Report of Independent Auditors

To the Participants and Plan Administrator of
AT&T Alascom Savings Plan for Teamsters Represented Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AT&T Alascom Savings Plan for Teamsters Represented Employees, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

June 28, 2013

AT&T Alascom Savings Plan for Teamsters Represented Employees
Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments, at fair value	\$ 16,674,910	\$ 15,223,168
Notes receivable from participants	451,133	392,281
Net assets reflecting investments at fair value	<u>17,126,043</u>	<u>15,615,449</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(77,566)</u>	<u>(67,002)</u>
Net assets available for benefits	<u><u>\$ 17,048,477</u></u>	<u><u>\$ 15,548,447</u></u>

See accompanying notes.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions

Contributions:

Participant contributions	\$ 1,059,821
Employer contributions	338,045
	<u>1,397,866</u>

Investment income:

Net appreciation in fair value of investments	1,353,627
Interest and dividends	142,744
Mutual fund rebate income	35,946
	<u>1,532,317</u>

Interest income on notes receivable from participants	18,168
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Total additions	<u>2,948,351</u>
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Deductions

Distributions	1,412,395
Administrative expenses	35,926
Total deductions	<u>1,448,321</u>
Net increase	1,500,030

Net assets available for benefits, beginning of year	15,548,447
Net assets available for benefits, end of year	<u><u>\$ 17,048,477</u></u>

See accompanying notes.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements
December 31, 2012

NOTE 1. DESCRIPTION OF PLAN

The following is a brief description of AT&T Alascom Savings Plan for Teamsters Represented Employees (the Plan). Participants should refer to the Plan document for a complete description of the Plan's provisions.

The Plan was established effective January 1, 1997, for the benefit of General Teamsters Local 959 represented employees of Alascom, Inc. d/b/a AT&T Alascom (the Company). The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

An employee becomes eligible to participate in the Plan at the beginning of each month after the completion of one year of service. Participation is elective and is exercised by means of authorizing contributions to the Plan of not less than 1% and not more than 75% of pre-tax earnings, as defined by the Plan. Pre-tax contributions may not exceed limitations set by the Internal Revenue Service (IRS). The Company matches 66 2/3% of participant contributions for an amount up to 6% of the participant's pre-tax contributions.

Employees who are age 50 or older on or before December 31, 2012 may be eligible to make pre-tax contributions beyond the IRS pre-tax limit. The 2012 catch-up contribution limit set by the IRS is \$5,500. No Company contributions are made on catch-up contributions.

Participants are always fully vested in their own contributions and become fully vested in their respective share of the Company's contributions after three years of service.

Loans may be available to the participants subject to the approval of the Plan administrator. Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 minus the highest outstanding balance on all loans during the preceding 12 months, or 50% of their vested account balance. The term of the loan shall not exceed five years. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are paid in equal installments each payroll period.

Upon early retirement at the age of 55, or if the participants attain the normal retirement age of 65, or termination, a participant with an account balance may elect an immediate lump-sum payment or defer the distribution until age 70 1/2. Hardship and non-hardship withdrawals are available upon request and approval for active participants.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

The total forfeited non-vested accounts as of December 31, 2012 and 2011 were approximately \$0 and \$5,888, respectively. Forfeitures are used to reduce Company contributions.

Investment Options

All contributions are invested by Wells Fargo Bank, N.A. (the Trustee) according to the options elected by the participants.

Plan Expenses

Expenses of administering the Plan are paid by the Company, except for participant loan fee costs, which are paid by the participant.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Plan are prepared under the accrual method of accounting.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a distribution is recorded.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended Accounting Standards Codification (ASC) 820, Fair Value Measurements, to converge the fair value measurement guidance in US generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures are not required for nonpublic entities, as defined in ASC 820. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion of fair value measurements. Mutual funds are valued on quoted market price, which represent the net asset value of shares held by the Plan at year-end. The common/collective trust is valued at quoted redemption values that represent the net asset values of units held at year-end.

The Collective Stable Return Fund invests in fully benefit-responsive investment contracts. These investment contracts are recorded at fair value (see Note 3); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on the trade date. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events

Plan management has evaluated subsequent events through June 28, 2013, the date the financial statements were available to be issued.

NOTE 3. FAIR VALUE MEASUREMENTS

ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). ASC 820 includes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2012:

Plan Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap	\$ 5,463,558	\$ —	\$ —	\$ 5,463,558
Mid Cap	1,029,949	—	—	1,029,949
Small Cap	4,548,794	—	—	4,548,794
Government securities	1,787,107	—	—	1,787,107
Other	1,094,144	—	—	1,094,144
Collective Stable Return Fund ^(a)	—	2,751,358	—	2,751,358
Total assets at fair value	\$ 13,923,552	\$ 2,751,358	\$ —	\$ 16,674,910

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2011:

Plan Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap	\$ 4,659,796	\$ —	\$ —	\$ 4,659,796
Mid Cap	868,159	—	—	868,159
Small Cap	4,482,184	—	—	4,482,184
Government securities	1,851,874	—	—	1,851,874
Other	683,322	—	—	683,322
Collective Stable Return Fund ^(a)	—	2,677,833	—	2,677,833
Total assets at fair value	\$ 12,545,335	\$ 2,677,833	\$ —	\$ 15,223,168

- (a) This category includes a common/collective trust fund that is designed to deliver safety and stability by preserving principal and accumulating earnings. This fund is primarily invested in guaranteed investment contracts and synthetic investment contracts. Participant-directed redemptions have no restrictions; however, any Plan sponsor or Plan fiduciary initiated withdrawal from the fund will require a 12-month written notice of the intent to withdraw assets from the fund. At the discretion of the Trustee, the notification periods identified for withdrawals may be waived. Redemptions or exchanges of fund shares may be delayed or suspended for up to 12 months, or even longer if the Trustee obtains an exemptive order or other appropriate relief from the Comptroller of the Currency, as defined in the Declaration of Trust for the fund.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

NOTE 4. INVESTMENTS

Other than the fair value of the Collective Stable Return Fund and the adjustment from fair value to contract value for fully benefit-responsive investment contracts, all investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest income, dividends, and interest income on notes receivable from participants for the year ended December 31, 2012, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by the Trustee. The contract value of the Collective Stable Return Fund was certified as complete and accurate by the Trustee.

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	2012	2011
Wells Fargo Advantage Emerging Growth Fund	\$ 2,774,326	\$ 2,736,547
Wells Fargo Collective Stable Return Fund*	2,673,792	2,610,831
Wells Fargo Advantage Index Fund	1,939,969	1,654,669
Wells Fargo Advantage Government Securities Fund	1,787,107	1,851,874
JP Morgan Investments Small Cap Growth Fund	1,774,468	1,745,637
American Funds Investments Europacific Growth Fund	1,413,208	1,294,192
Janus Investments Balanced Fund	1,029,949	868,159
Franklin Templeton Investments Growth Fund	955,659	818,744

* The fair value of the Plan's investment in the Wells Fargo Collective Stable Return Fund was \$2,751,358 and \$2,677,833 at December 31, 2012 and 2011, respectively.

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AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

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NOTE 6. INCOME TAX STATUS

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Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Wells Fargo Funds Management, an affiliate of the Trustee. The Trustee is also the record-keeper as defined by the Plan, and therefore, these transactions qualify as party-in-interest and are exempt from the prohibited transaction rules.

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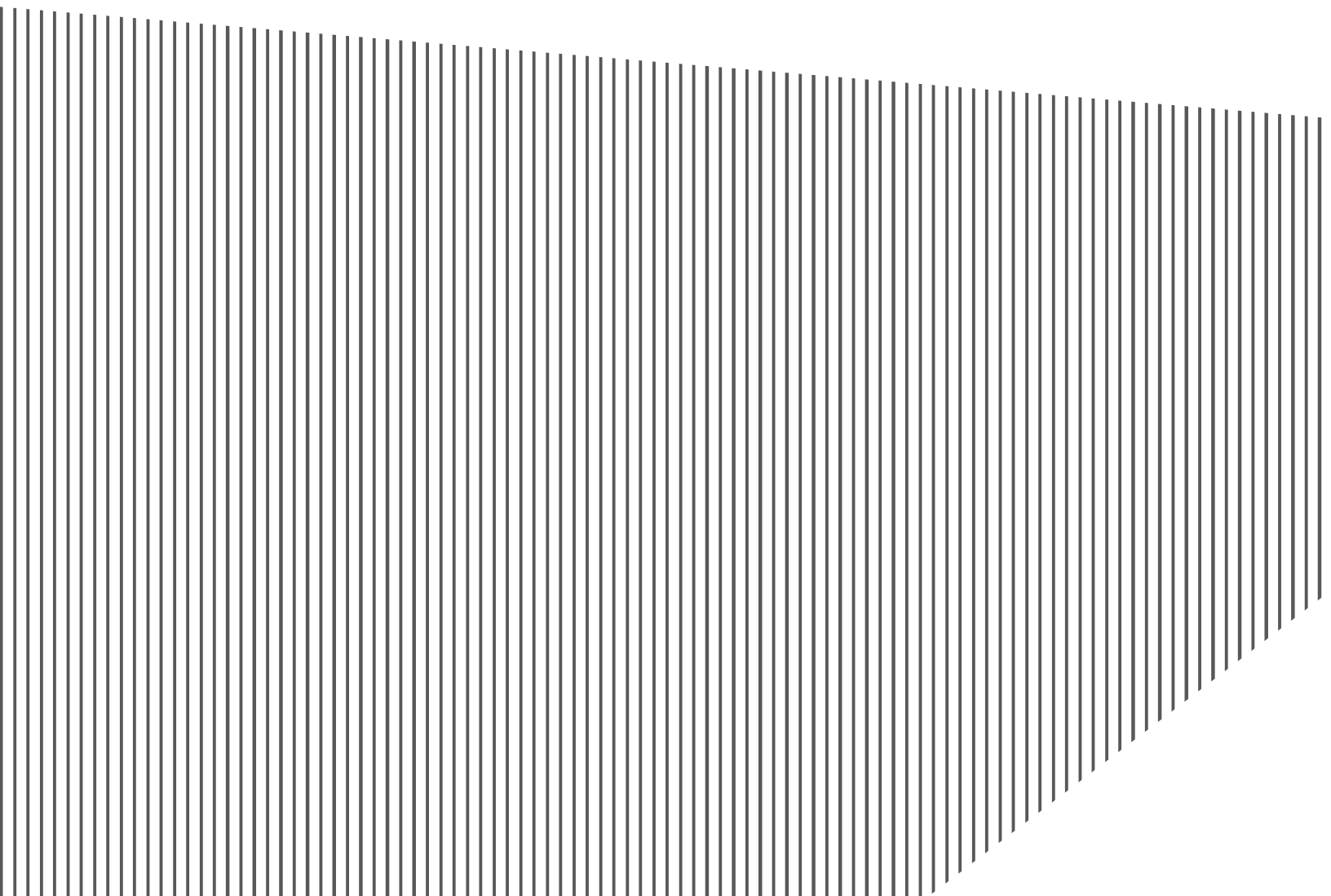
* Denotes party-in-interest

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FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

AT&T Alascom Savings Plan for
Teamsters Represented Employees
As of December 31, 2012 and 2011, and for the
Year Ended December 31, 2012
With Report of Independent Auditors

Ernst & Young LLP

AT&T Alascom Savings Plan for Teamsters Represented Employees
Financial Statements and Supplemental Schedule
As of December 31, 2012 and 2011, and for the Year Ended December 31, 2012

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Report of Independent Auditors

To the Participants and Plan Administrator of
AT&T Alascom Savings Plan for Teamsters Represented Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AT&T Alascom Savings Plan for Teamsters Represented Employees, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

June 28, 2013

AT&T Alascom Savings Plan for Teamsters Represented Employees
Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments, at fair value	\$ 16,674,910	\$ 15,223,168
Notes receivable from participants	451,133	392,281
Net assets reflecting investments at fair value	<u>17,126,043</u>	<u>15,615,449</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(77,566)</u>	<u>(67,002)</u>
Net assets available for benefits	<u><u>\$ 17,048,477</u></u>	<u><u>\$ 15,548,447</u></u>

See accompanying notes.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions

Contributions:

Participant contributions	\$ 1,059,821
Employer contributions	338,045
	<u>1,397,866</u>

Investment income:

Net appreciation in fair value of investments	1,353,627
Interest and dividends	142,744
Mutual fund rebate income	35,946
	<u>1,532,317</u>

Interest income on notes receivable from participants	18,168
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Total additions	<u>2,948,351</u>
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Deductions

Distributions	1,412,395
Administrative expenses	35,926
Total deductions	<u>1,448,321</u>
Net increase	1,500,030

Net assets available for benefits, beginning of year	15,548,447
Net assets available for benefits, end of year	<u><u>\$ 17,048,477</u></u>

See accompanying notes.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements
December 31, 2012

NOTE 1. DESCRIPTION OF PLAN

The following is a brief description of AT&T Alascom Savings Plan for Teamsters Represented Employees (the Plan). Participants should refer to the Plan document for a complete description of the Plan's provisions.

The Plan was established effective January 1, 1997, for the benefit of General Teamsters Local 959 represented employees of Alascom, Inc. d/b/a AT&T Alascom (the Company). The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

An employee becomes eligible to participate in the Plan at the beginning of each month after the completion of one year of service. Participation is elective and is exercised by means of authorizing contributions to the Plan of not less than 1% and not more than 75% of pre-tax earnings, as defined by the Plan. Pre-tax contributions may not exceed limitations set by the Internal Revenue Service (IRS). The Company matches 66 2/3% of participant contributions for an amount up to 6% of the participant's pre-tax contributions.

Employees who are age 50 or older on or before December 31, 2012 may be eligible to make pre-tax contributions beyond the IRS pre-tax limit. The 2012 catch-up contribution limit set by the IRS is \$5,500. No Company contributions are made on catch-up contributions.

Participants are always fully vested in their own contributions and become fully vested in their respective share of the Company's contributions after three years of service.

Loans may be available to the participants subject to the approval of the Plan administrator. Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 minus the highest outstanding balance on all loans during the preceding 12 months, or 50% of their vested account balance. The term of the loan shall not exceed five years. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are paid in equal installments each payroll period.

Upon early retirement at the age of 55, or if the participants attain the normal retirement age of 65, or termination, a participant with an account balance may elect an immediate lump-sum payment or defer the distribution until age 70 1/2. Hardship and non-hardship withdrawals are available upon request and approval for active participants.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

The total forfeited non-vested accounts as of December 31, 2012 and 2011 were approximately \$0 and \$5,888, respectively. Forfeitures are used to reduce Company contributions.

Investment Options

All contributions are invested by Wells Fargo Bank, N.A. (the Trustee) according to the options elected by the participants.

Plan Expenses

Expenses of administering the Plan are paid by the Company, except for participant loan fee costs, which are paid by the participant.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Plan are prepared under the accrual method of accounting.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a distribution is recorded.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended Accounting Standards Codification (ASC) 820, Fair Value Measurements, to converge the fair value measurement guidance in US generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures are not required for nonpublic entities, as defined in ASC 820. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion of fair value measurements. Mutual funds are valued on quoted market price, which represent the net asset value of shares held by the Plan at year-end. The common/collective trust is valued at quoted redemption values that represent the net asset values of units held at year-end.

The Collective Stable Return Fund invests in fully benefit-responsive investment contracts. These investment contracts are recorded at fair value (see Note 3); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on the trade date. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events

Plan management has evaluated subsequent events through June 28, 2013, the date the financial statements were available to be issued.

NOTE 3. FAIR VALUE MEASUREMENTS

ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). ASC 820 includes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2012:

Plan Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap	\$ 5,463,558	\$ —	\$ —	\$ 5,463,558
Mid Cap	1,029,949	—	—	1,029,949
Small Cap	4,548,794	—	—	4,548,794
Government securities	1,787,107	—	—	1,787,107
Other	1,094,144	—	—	1,094,144
Collective Stable Return Fund ^(a)	—	2,751,358	—	2,751,358
Total assets at fair value	\$ 13,923,552	\$ 2,751,358	\$ —	\$ 16,674,910

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2011:

Plan Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large Cap	\$ 4,659,796	\$ —	\$ —	\$ 4,659,796
Mid Cap	868,159	—	—	868,159
Small Cap	4,482,184	—	—	4,482,184
Government securities	1,851,874	—	—	1,851,874
Other	683,322	—	—	683,322
Collective Stable Return Fund ^(a)	—	2,677,833	—	2,677,833
Total assets at fair value	\$ 12,545,335	\$ 2,677,833	\$ —	\$ 15,223,168

- (a) This category includes a common/collective trust fund that is designed to deliver safety and stability by preserving principal and accumulating earnings. This fund is primarily invested in guaranteed investment contracts and synthetic investment contracts. Participant-directed redemptions have no restrictions; however, any Plan sponsor or Plan fiduciary initiated withdrawal from the fund will require a 12-month written notice of the intent to withdraw assets from the fund. At the discretion of the Trustee, the notification periods identified for withdrawals may be waived. Redemptions or exchanges of fund shares may be delayed or suspended for up to 12 months, or even longer if the Trustee obtains an exemptive order or other appropriate relief from the Comptroller of the Currency, as defined in the Declaration of Trust for the fund.

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

NOTE 4. INVESTMENTS

Other than the fair value of the Collective Stable Return Fund and the adjustment from fair value to contract value for fully benefit-responsive investment contracts, all investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest income, dividends, and interest income on notes receivable from participants for the year ended December 31, 2012, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by the Trustee. The contract value of the Collective Stable Return Fund was certified as complete and accurate by the Trustee.

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	2012	2011
Wells Fargo Advantage Emerging Growth Fund	\$ 2,774,326	\$ 2,736,547
Wells Fargo Collective Stable Return Fund*	2,673,792	2,610,831
Wells Fargo Advantage Index Fund	1,939,969	1,654,669
Wells Fargo Advantage Government Securities Fund	1,787,107	1,851,874
JP Morgan Investments Small Cap Growth Fund	1,774,468	1,745,637
American Funds Investments Europacific Growth Fund	1,413,208	1,294,192
Janus Investments Balanced Fund	1,029,949	868,159
Franklin Templeton Investments Growth Fund	955,659	818,744

* The fair value of the Plan's investment in the Wells Fargo Collective Stable Return Fund was \$2,751,358 and \$2,677,833 at December 31, 2012 and 2011, respectively.

During 2012, the Plan's investments (including investments purchased, sold and held during the year) appreciated in fair value as follows:

Mutual funds	\$ 1,317,280
Common/collective trust fund	36,347
	<u>\$ 1,353,627</u>

AT&T Alascom Savings Plan for Teamsters Represented Employees
Notes to Financial Statements (continued)

NOTE 5. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Company contributions.

NOTE 6. INCOME TAX STATUS

The Plan has received a determination letter from the IRS dated October 6, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and therefore the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code, and therefore believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Wells Fargo Funds Management, an affiliate of the Trustee. The Trustee is also the record-keeper as defined by the Plan, and therefore, these transactions qualify as party-in-interest and are exempt from the prohibited transaction rules.

Supplemental Schedule

AT&T Alascom Savings Plan for Teamsters Represented Employees
Schedule H, Line 4i – Schedule of Net Assets (Held at End of Year)
EIN 92-0037455 PN 001
December 31, 2012

Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Current Value
* Wells Fargo Funds Management	Collective Stable Return Fund	\$ 2,751,358
* Wells Fargo Funds Management	Advantage Government Securities Fund	1,787,107
* Wells Fargo Funds Management	Advantage Index Fund	1,939,969
* Wells Fargo Funds Management	Advantage Emerging Growth Fund	2,774,326
* Wells Fargo Funds Management	Advantage Dow Jones Target Today Fund	71,994
* Wells Fargo Funds Management	Advantage Dow Jones Target 2010 Fund	61,822
* Wells Fargo Funds Management	Advantage Dow Jones Target 2015 Fund	89,483
* Wells Fargo Funds Management	Advantage Dow Jones Target 2020 Fund	148,377
* Wells Fargo Funds Management	Advantage Dow Jones Target 2025 Fund	143,724
* Wells Fargo Funds Management	Advantage Dow Jones Target 2030 Fund	180,736
* Wells Fargo Funds Management	Advantage Dow Jones Target 2035 Fund	254,141
* Wells Fargo Funds Management	Advantage Dow Jones Target 2040 Fund	65,793
* Wells Fargo Funds Management	Advantage Dow Jones Target 2045 Fund	22,333
* Wells Fargo Funds Management	Advantage Dow Jones Target 2050 Fund	39,123
* Wells Fargo Funds Management	Advantage Dow Jones Target 2055 Fund	16,618
Franklin Templeton Investments	Growth Fund	955,659
Janus Investments	Balanced Fund	1,029,949
MFS Investment Management	Basic Value Fund	678,654
MFS Investment Management	Massachusetts Investors Growth Stock Fund	476,068
JP Morgan Investments	Small Cap Growth Fund	1,774,468
American Funds Investments	Europacific Growth Fund	1,413,208
*Participant loans	Interest rates ranging from 4.25% to 9.25% with various maturities	451,133
Total		<u>\$ 17,126,043</u>

* Denotes party-in-interest

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