

Summary Plan Description



Important Benefits Information

AT&T Rules for Employee Beneficiary Designations

This is an updated summary plan description (SPD) for the AT&T Rules for Employee Beneficiary Designations and a component of the Programs that adopt them. This SPD replaces your existing AT&T Rules for Employee Beneficiary Designations SPD dated February 2007.

Please keep this booklet for future reference.

DISTRIBUTION

Distributed to all employees and retirees (including LTD recipients) of all AT&T companies (excluding employees of AT&T Support Services Company, Inc., GCI, Inc., USinternetworking, Sterling Commerce, YellowPages.com, Interwise and Dobson Communications, and bargained employees of AT&T Alascom, Inc. and Stevens Graphics, Inc. – Locals 8M and 527S, and international employees not on the U.S. payroll).

Distributed to alternate payees and beneficiaries receiving benefits from the retirement plans.

NIN 78-12359



Beneficiary

Summary Plan Description

January 2008

Important Information

This summary plan description (SPD) is the official document of the AT&T Rules for Employee Beneficiary Designations (the Rules). It will govern and be the final authority on the terms of the Rules for the Programs that adopt them. AT&T reserves the right to terminate or amend any and all of its employee benefit plans or programs, including the Rules, subject to any applicable collective bargaining obligation. Participation in the Rules is neither a contract nor a guarantee of future employment.

Este documento contiene un resumen, en inglés, AT&T Rules for Employee Beneficiary Designations. Si usted tiene dificultad en entender este documento, entre en contacto por favor con Fidelity Service Center, 800-416-2363.

HOW DO I USE THIS DOCUMENT?

As you read this SPD, pay special attention to the key points at the beginning of most major sections and shaded boxes, which contain helpful examples and important notes. Although AT&T has provided these tools to help you better understand the Rules, it is important that you read the SPD in its entirety so that you can understand all of the details of the Rules.

Also, you need to keep your SPDs and summary of material modifications (SMMs) so that you can refer to them in the future. They are your primary resources for your questions about the Rules.

If you still have questions about the Rules after reading the SPD, you can call the Beneficiary Designation Administrator at the phone number listed in the "Contact Information" section beginning on Page 26.

**This SPD is provided for your information and review.
No other action is necessary.**

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USING THIS SUMMARY PLAN DESCRIPTION

KEY POINTS

- A. *The Beneficiary Designation Rules determine who will receive the Proceeds from Programs that have adopted the Beneficiary Designation Rules.*
- B. *The Beneficiary Designation Rules also establish procedures applicable to all Programs. These procedures must be followed by Employees and the Beneficiary Designation Administrator when making and approving Beneficiary Designations.*

This is the official plan document for the AT&T Rules for Employee Beneficiary Designations (the Rules), effective Jan. 1, 2008.

In the event of your death, the Rules identify the recipient(s) of the Proceeds for those Programs that have adopted the Rules. The Rules also establish procedures that apply to all Employees and the Beneficiary Designation Administrator when making and approving Beneficiary Designations.

Important: Although the Rules have not been adopted by all Programs (see Page 5 for more information), this SPD contains general information regarding Beneficiary Designations that is applicable to all Employees of AT&T who receive it. If a provision of this SPD does not apply to Programs that do not adopt the Rules, it will be noted on Page 6.

The Rules are generally applicable for Programs that adopt them, including, but not limited to, the following Programs:

- Ameritech Group Life Insurance Plan
- Ameritech Supplementary Life Insurance Plan
- AT&T Dependent Group Life Insurance Program
- AT&T Disability Benefits Program
- AT&T Disability Income Program
- AT&T Medical and Group Life Insurance Plan – Group Life Insurance
- AT&T Pension Benefit Plan – Bargained Cash Balance Program
- AT&T Pension Benefit Plan – Bargained Cash Balance Program #2
- AT&T Pension Benefit Plan – East Program
- AT&T Pension Benefit Plan – Management Cash Balance Program
- AT&T Pension Benefit Plan – Midwest Program
- AT&T Pension Benefit Plan – Nonbargained Program
- AT&T Pension Benefit Plan – Southwest Program
- AT&T Savings and Security Plan

- AT&T Retirement Savings Plan (formerly the BellSouth Retirement Savings Plan)
- AT&T Savings Plan
- AT&T Supplementary Group Life Insurance Program
- Final Unpaid Compensation (*Note: Proceeds from Compensation and severance plans paid to Employees of the Cingular Wireless Group of Companies are paid directly to the Employee or the Employee's estate until the Cingular Wireless Group of Companies transition to AT&T's payroll system. See the definition of Program on Page 25 for more information on compensation plans.*)
- Pacific Telesis Group Basic and Supplemental Death Benefit Plan
- SNET Retiree Life Insurance Plan

The Rules are generally **not** applicable to Programs that do **not** adopt them, including, but not limited to, the following Programs:

- Ameritech Long Term Disability Plan
- Ameritech Sickness and Accident Disability Benefit Plan
- AT&T Corp. Post Retirement Welfare Benefits Plan
- AT&T Dependent Accidental Loss Insurance Plan
- AT&T Dependent Group Life Insurance Plan
- AT&T East Disability Benefits Program
- AT&T Government Solutions, Inc. Deferred Income Plan
- AT&T Group Life Insurance Plan
- AT&T Long Term Disability Plan for Occupational Employees
- AT&T Long Term Savings Plan for Management Employees
- AT&T Long Term Savings and Security Plan
- AT&T Merger and Acquisition Retirement Savings Plan
- AT&T Pension Benefit Plan – Midwest Publishing Ventures Program (formerly the Employees' Pension Plan of Ameritech Publishing Ventures, Inc.)
- AT&T Pension Benefit Plan – AT&T Legacy Management Program
- AT&T Pension Benefit Plan – West Program
- AT&T Pension Benefit Plan – Wireless Program (formerly the Cingular Wireless Pension Plan – U.S.)
- AT&T Pension Plan
- AT&T Puerto Rican Pension Benefit Plan – AT&T Legacy Management Program
- AT&T of Puerto Rico, Inc. Long Term Savings Plan for Management Employees
- AT&T of Puerto Rico, Inc. Long Term Savings and Security Plan
- AT&T Retirement Savings and Profit Sharing Plan

- AT&T Short Term Disability Benefit Plan for Occupational Employees
- AT&T Special Accidental Loss Insurance Plan
- AT&T Supplementary Accidental Loss Insurance Plan
- AT&T Supplementary Life Insurance Plan
- The BellSouth Group Life Plan
- BellSouth Long Term Disability Plan for Non-Salaried Employees
- BellSouth Pension Plan
- BellSouth Personal Retirement Account Pension Plan
- BellSouth Savings and Security Plan
- BellSouth Short Term Disability Plan
- BellSouth Short Term Disability Plan for Management Employees
- The BellSouth Special Accidental Death Plan
- The BellSouth Universal Plus Life Insurance Plan
- Cingular Wireless Disability Benefits Plan for Bargained Employees
- Cingular Wireless Disability Benefits Plan for Nonbargained Employees
- Cingular Wireless Health and Welfare Benefits Plan for Bargained Employees
- Cingular Wireless Health and Welfare Benefits Plan for Non-Bargained Employees
- Cingular Wireless Bargained Pension Plan
- Cingular Wireless Pension Plan
- Cingular Wireless 401(k) Retirement Savings Plan
- Cingular Wireless 401(k) Savings Plan
- Cingular Wireless Savings Plan for Puerto Rico
- Pacific Telesis Group Comprehensive Disability Benefits Plan

If a Program does not adopt the Rules, the following provisions of this SPD do not apply (but similar provisions may be applicable). Check the Program SPD for details:

The Nonprobate Transfers Law of Missouri on Page 7

The Missouri Transfers to Minors Law and Missouri Personal Custodian Law on Page 15

The section titled Default Rules: When You Do Not Make a Designation or You Have No Surviving Beneficiary, which begins on Page 9

The section titled How to Designate or Change a Beneficiary, which begins on Page 10

The 120 hour survival rule on Pages 9 and 16-20

The section regarding installment payments on Page 20

The section titled Inability to Locate a Beneficiary, which begins on Page 21

The section titled Limitations of the Program Administrators, which begins on Page 22

The rule regarding making a Beneficiary Designation under duress, undue influence or by reason of fraud, or your Beneficiary caused or participated in causing your death on Page 19

Additionally, the following provisions may not be applicable (check the applicable Program SPD for further details):

You may also submit, in writing, a Beneficiary Designation with provisions different from those provided under the Rules, subject to approval by the Beneficiary Designation Administrator, in its sole discretion.

If the Program Administrator determines that you died before the new Form was received, the new Form will be null and void and the old Form will apply.

The term "child" or "children" refers to individuals who are related by birth or by adoption and not through marriage.

Your Beneficiary Designation for your Spouse is revoked as of the date of the dissolution or annulment of your marriage. Your ex-spouse's share or right to a share will be distributed as if he or she died before you. You must complete a new Form(s) after the date your marriage was dissolved or annulled and, if you remarried, have the written consent of your new Spouse.

Please consult the individual Program SPDs to determine the provisions that apply in the situations above.

Please consult the individual Program SPDs to determine whether that Program uses the Rules for your Employee group. The Program documents, inclusive of the Rules, legally govern the operation of the Programs and are the final authority on the terms of the Programs and the application of the Rules to each of the Programs.

The contractual obligations of the parties and the interests of the Employee's Beneficiaries incorporated in the Rules will be governed by and construed in accordance with the applicable provisions of the Code, ERISA, the Programs involved and, to the extent not pre-empted by the foregoing or superseded by the specific applicable provision of the Rules, consistent with the Nonprobate Transfers Law of Missouri to the extent that law serves as a guideline for interpretation of the Rules.

If there is a conflict between the Rules and any provision of the Code, ERISA or one or more of the Programs involved, then the provisions of the Code, ERISA or the Program involved will supersede the conflicting term, condition or application of the Rules.

A Beneficiary Designation for a Program in which you are not participating, or for which your participation is suspended or ceases, will apply for that Program when you begin or resume participation unless you submit a new Form for that Program.

AT&T intends to continue the Rules described within this document. However, AT&T Inc. reserves the right to end or amend the Rules at any time and for any reason to the extent permitted by law and collective bargaining agreements.

AT&T, the Beneficiary Designation Administrator, the Program Administrators and each Person to whom authority has been delegated to make all determinations of fact or eligibility for Proceeds under the Rules shall have full and exclusive authority and discretion to make such decisions under the Rules and the applicable Program. The decision of AT&T, the Beneficiary Designation Administrator, the Program Administrators or any delegate, as applicable, made in good faith and

in accordance with the Rules and the applicable Program, will be final and conclusive and will not be subject to further review.

Furthermore, AT&T, the Beneficiary Designation Administrator and the Program Administrators are not liable for any distributions made in good faith and in accordance with an Employee's Beneficiary Designation, the Rules and the applicable Program.

- **For All Employees:**

You are not permitted at any time to have more than one Form on file for the same Program (although you may have different forms for different Programs). If you have more than one valid beneficiary designation form on file for a particular Program (e.g., an approved beneficiary designation form from a previous record-keeper and a Form on file with the current Beneficiary Designation Administrator) at the same time, the latest effective form on file that is ultimately approved will supersede.

If you had an approved beneficiary designation form on file with a previous record-keeper or previous plan, that beneficiary designation form is valid until a new Form is approved by the Beneficiary Designation Administrator. If there is a conflict between the rules that were formerly applicable to the beneficiary designation form on file with a previous record-keeper or previous plan and the Rules, the Rules will supersede.

- **For Employees of the Southwestern Bell Corporation Group of Companies on Oct. 1, 1994, ONLY:**

*Effective Oct. 1, 1994, all Forms filed under the prior versions of the Rules are considered **null and void** regardless of when executed, except those Forms with a revision date of January 1994 or later.*

- **For Employees of the BellSouth Corporation Group of Companies on March 1, 2006, ONLY:**

*Effective March 1, 2006, all life insurance Forms made prior to July 1, 2003, are considered **null and void** regardless of when executed.*

- **For Employees of the Cingular Wireless Group of Companies ONLY:**

*If Cingular was your most recent employer at the time of your death, all Forms filed with a previous company are considered **null and void** regardless of when executed. Only Forms filed with Cingular from November 2001 through December 2007, or AT&T Forms with a revision date of January 2008 or later, will be accepted. If your most recent employer at the time of your death was any other Controlled Group Member, all Forms filed with a previous company will be accepted, subject to the other limitations stated in this section.*

WHO MAY BE A BENEFICIARY

A Beneficiary is the Person, Trust or estate designated to receive the Proceeds from your Programs in the event of your death. If you do not want your Beneficiary to be determined by the default rules in the following section of this document, then you will need to designate a Beneficiary to receive the Proceeds from the Programs in which you participate by filling out a Form.

DEFAULT RULES: WHEN YOU DO NOT MAKE A DESIGNATION OR YOU HAVE NO SURVIVING BENEFICIARY

If there is no Form on file for one or more of the Programs in which you were a participant at the time of your death, or if all of your designated Primary and Contingent Beneficiaries have died, your Proceeds will be distributed as follows:

If ...	Then All Proceeds From Each Program in Which You Participated Will Be Distributed to Your ...
You are married ...	Spouse
You have a Legally Recognized Partner ...	Legally Recognized Partner
You are not survived* by a Spouse or Legally Recognized Partner ...	Surviving* child** or children** in equal amounts***
You are not survived* by a Spouse, Legally Recognized Partner or a child** ...	Surviving* parent** or parents** in equal amounts***
You are not survived* by a Spouse, Legally Recognized Partner, child** or parent** ...	Surviving* sibling** or siblings** (including half blood) in equal amounts***
You are not survived* by a Spouse, Legally Recognized Partner child,** parent** or sibling** ...	Your estate in accordance with the applicable laws of the state in which you resided immediately before your death that govern succession to property owned by you at death, unless the Program Administrator determines, in its sole discretion, that it is more appropriate to apply similar law of another state under the circumstances.
<p><i>*Your Beneficiary must survive for at least 120 hours after your death to be entitled to your Proceeds. A Beneficiary not meeting the survival requirement is treated as if he or she died before your death. If the time of your death or the death of your Beneficiary cannot be determined, or if it cannot be established that a Beneficiary survived you by 120 hours, it will be deemed that the Beneficiary failed to survive you and the Proceeds will be distributed as if the Beneficiary had predeceased you.</i></p> <p><i>**The terms "child," "children," "parent" or "sibling" refer to individuals who are related by birth or by adoption and not through marriage.</i></p> <p><i>***Proceeds will be distributed on a per capita basis and not on a per stirpes basis, which means that all surviving individuals in one of the groups listed in this table will share your Proceeds on an equal basis, and no Proceeds will pass to the descendants of a deceased member of the group.</i></p>	

HOW TO DESIGNATE OR CHANGE A BENEFICIARY

KEY POINTS

- A. *The Beneficiary Designation Administrator will establish instructions for completing and submitting the Form. See the "Contact Information" section on Page 26 for more information on how to obtain a copy of the instructions.*
- B. *The Beneficiary Designation you intend to replace is revoked in whole or in part when a new Form is approved by the Beneficiary Designation Administrator.*
- C. *In order for the new Form to be approved by the Beneficiary Designation Administrators, you must be alive at the time the new Form is received.*
- D. *You must sign and date the Form(s).*
- E. *Your Form becomes effective at the time it is received by the Beneficiary Designation Administrator if it is ultimately approved.*
- F. *After your Form has been determined to be complete and deemed approved, a confirmation notice will be mailed to you.*
- G. *When you die, your Proceeds will be paid to your Beneficiary(ies) in accordance with your current Beneficiary Designation(s) on file with the Beneficiary Designation Administrator.*

You should review the default rules on Page 9 of this document to determine whether it is necessary for you to submit a Form. If you want your Proceeds to be distributed in a manner other than that defined by the default rules, then you must fill out a Form(s). A Form(s) is a legal document. Before making a Beneficiary Designation, it is suggested that you consult your attorney. You must sign and date the Form(s). Your Form becomes effective at the time it is received by the Beneficiary Designation Administrator, as determined by the Program Administrator in its sole discretion. You must be alive at the time the Form is received, and the Form must ultimately be approved by the Beneficiary Designation Administrator, as determined by the Program Administrator in its sole discretion.

After your Form has been determined to be complete and deemed approved, a confirmation notice will be mailed to you. A computer image of your Form will be stored in the Beneficiary Designation Administrator's system. The Beneficiary Designation Administrator will conclusively rely on the computer image to distribute your Proceeds.

Important: Please make a copy of the completed form for your records and return the original Form to the Beneficiary Designation Administrator. See the "Contact Information" section on Page 26 for the Beneficiary Designation Administrator's mailing address.

If your Form is denied, the Beneficiary Designation Administrator will mail you a notification of the denial, an explanation of the denial with your old form and a new form to complete.

The AT&T Executive Compensation Organization will establish procedures for receiving, reviewing, approving and maintaining Forms for all of the Programs it administers. The AT&T Executive Compensation Organization is also authorized to create alternate reasonable procedures for receiving, reviewing, approving and maintaining, and dealing with in any way, Forms for all the Programs it administers.

You may have more than one Form on file if you wish to designate different Beneficiaries for different Programs. For example, if you want to designate your Spouse for pension benefits and your children for your life insurance benefits, you would need to submit two Forms.

You may also submit, in writing, a Beneficiary Designation with provisions different from those provided under the Rules, subject to approval by the Beneficiary Designation Administrator, in its sole discretion.

In general, unless not permitted by any Program, and notwithstanding any contract, agreement, assignment or promise (whether oral or written) to the contrary, you may change your Beneficiary Designation at any time. Please note that federal law requires that you have your Spouse's consent to name a nonspouse Beneficiary for your pension and savings plan benefits. In addition, the laws of your state of residence may require you to have your Spouse's consent to name a nonspouse Beneficiary for life insurance or other benefits. Check with your attorney or tax adviser for information on your specific situation.

Also, it is possible to make an irrevocable assignment of your life insurance benefits (this is sometimes desirable for estate tax purposes). If you have made an irrevocable assignment of your life insurance, you will not be permitted to change your Beneficiaries for your life insurance, but the Person to whom you irrevocably assign your life insurance might have this right. Refer to your life insurance Summary Plan Description for more information about irrevocable assignment of your life insurance benefits.

The Beneficiary Designation you intend to replace is revoked in whole or in part when a new Form is approved by the Beneficiary Designation Administrator. In order for the new Form to be approved by the Beneficiary Designation Administrators, you must be alive at the time the new Form is received, as determined by the Program Administrator, in its sole discretion. If the Program Administrator determines that you died before the new Form was received, the new Form will be null and void and the old Form will apply or, if there is no old Form, the default rules on Page 9 of this document will apply.

If you give a durable power of attorney to another Person, that Person may revoke or change your Beneficiary Designation if the durable power of attorney provides authorization for making a revocation or change in your Beneficiary Designation and if the law of your state of residence permits that Person to make such changes. You are strongly urged to consult with an attorney before creating a durable power of attorney for this purpose.

Important: Your Beneficiary Designation may not be revoked or changed by a provision in your will. However, in your will you may specify a Trust as a Beneficiary, and that specification would apply if the Proceeds are payable to your estate.

When you die, your Proceeds will be paid to your Beneficiary(ies) in accordance with your current Beneficiary Designation(s) on file with the Beneficiary Designation Administrator, as determined by the Beneficiary Designation Administrator, in its sole discretion, or as otherwise provided by the Rules or the applicable Program.

BENEFICIARY DESIGNATION FORMS

KEY POINTS

- A. *You may designate one or more Beneficiaries to receive all or part of your Proceeds.*
- B. *You may change your Beneficiary(ies) at any time before your death by completing a Form.*
- C. *You may designate Person(s), Trust(s) or an estate as your Beneficiary(ies).*
- D. *A Primary Beneficiary is the Person, Trust or estate that will receive your Proceeds upon your death.*
- E. *A Contingent Beneficiary is the Person, Trust or estate that will receive your Proceeds upon your death if your Primary Beneficiary(ies) dies before you.*
- F. *You may be able to access a copy of this Form at the Fidelity NetBenefits Web site, or you may call the Beneficiary Designation Administrator to request a copy.*

You may designate one or more Beneficiaries to receive all or part of your Proceeds in the event of your death or change your Beneficiary(ies) at any time by completing a Form. Your Beneficiary Designation should be made on a Form provided by the Beneficiary Designation Administrator. You may be able to access a copy of this Form at the Fidelity NetBenefits Web site, or you may call the Beneficiary Designation Administrator to request a copy. See the "Contact Information" section on Page 26 for more information on how to request a Form.

Important: Separate beneficiary forms apply to stock options and other nonqualified plans. These beneficiary forms can be accessed at the Merrill Lynch Web site at www.benefits.ml.com. If you don't have online access, call the Stock Option Hotline at **866-533-4390** to request a copy.

Whom You May Designate

A Primary Beneficiary is the Person, Trust or estate that will receive your Proceeds upon your death. A Contingent Beneficiary is the Person, Trust or estate that will receive your Proceeds upon your death if your Primary Beneficiary(ies) dies before you.

You may designate a Beneficiary(ies) to receive Proceeds from your retirement plans (e.g., the AT&T Pension Benefit Plan, the AT&T Retirement Savings Plan, the AT&T Savings Plan or the AT&T Savings and Security Plan) as described on the following page:

If ...	Then ...
You are married ...	You must have the written consent of your Spouse to elect someone (including your estate or a Trust) other than, or in addition to, your Spouse as a Primary Beneficiary. You may designate one or more Contingent Beneficiaries without spousal consent.
You are single (including widows and widowers) or your Spouse has given written consent ...	You may designate one or more Primary Beneficiaries and one or more Contingent Beneficiaries to receive all or part of your Proceeds upon your death.

Important: If you are an active married employee and name a Beneficiary other than your Spouse before the year you turn the age of 35, your Beneficiary Designation for pension benefits will become void at the end of the year during which you turn the age of 34. You must complete a new Form. You must have the written consent of your Spouse if you wish to designate someone other than your Spouse as sole Primary Beneficiary.

You may designate a Beneficiary(ies) to receive Proceeds from Programs other than the retirement plans (e.g., life insurance or some stock options) as follows:

If ...	Then ...
You are married ...	<p>The laws of your state of residence may require you to get your Spouse's written consent to name a nonspouse Primary Beneficiary for some benefits. If your Spouse is not to be your sole Primary Beneficiary, it is recommended that you get your Spouse's written consent. If you do not get your Spouse's written consent, your Spouse may be able to prevent the Proceeds from being distributed in accordance with your wishes. Check with your attorney or tax adviser for information on your specific situation.</p> <p>In any event, you may designate one or more Contingent Beneficiaries to receive all or part of your Proceeds upon your death.</p> <p>If the laws of your state do not require your Spouse's consent, you may designate one or more Primary Beneficiaries and one or more Contingent Beneficiaries to receive all or part of your Proceeds upon your death.</p>
You are single (including widows and widowers) or your Spouse has given written consent (for a state that requires consent) ...	You may designate one or more Primary Beneficiaries and one or more Contingent Beneficiaries to receive all or part of your Proceeds upon your death.

Special Designations

In general, you must specify each Person you wish to designate as a Beneficiary by printing the Person’s name and other requested information about your Beneficiary on the Form. In addition to individual Persons, you may also designate the following as Beneficiaries:

If You Designate ...	Then ...
A <i>Trust</i> as your Primary or Contingent Beneficiary ...	<p>You must provide:</p> <ul style="list-style-type: none"> • The name, date and tax identification number of the trust (if available). If there has not been a tax identification number assigned to the Trust, provide your Social Security number. • The name and address of one trustee, or the phrase, “Trustee Under My Last Will As Admitted to Probate.” <p>In addition, you must show the percentage payable to the Trust.</p> <p>Note: If you are married, your Spouse must consent, in writing, if you designate a Trust as your Primary Beneficiary for Proceeds under a retirement plan even if your Spouse is the trustee. Do not send a copy of the Trust agreement.</p>
Your estate as your Primary or Contingent Beneficiary ...	Write the words “my estate” in place of a Beneficiary’s name on the Form.

Important: It may be necessary to have an administrator of your estate appointed before any Proceeds can be paid. This may mean delay and additional expense for your Beneficiary. If an administrator needs to be appointed, additional paperwork will be required at the time of your death.

When Designating More Than One Beneficiary

If You Designate ...	Then ...
Multiple Primary or Contingent Beneficiaries and wish them to receive equal amounts of Proceeds ...	You should not specify the percent payable to each Beneficiary.
Multiple Primary or Contingent Beneficiaries in unequal portions (for example, you designate your Spouse and two children as Primary Beneficiaries with your Spouse receiving 50 percent of your Proceeds and each child receiving 25 percent) ...	You must list on the Form the percent (in whole numbers) of your Proceeds payable to each Beneficiary. The percentages must add up to 100 percent.

When Designating Minors as Beneficiaries

If You Designate ...	Then ...
<p>A minor or other Person requiring a Custodian or court-supervised representative as your Primary or Contingent Beneficiary ...</p>	<p>You may specify that your Proceeds be distributed to a court-supervised representative. As an alternative, you may designate a Custodian and/or grant a Person (a nominee) the power to designate a Custodian. If you designate an initial Custodian and a nominee, the nominee’s power will be limited to designating a successor Custodian in the event the initial Custodian declines to serve, is not qualified to serve, is not capable of serving or is deceased.</p> <p>To designate a Custodian, you should submit a separate piece of paper, along with the Form that contains the following:</p> <ul style="list-style-type: none"> • Name of the initial Custodian • Address of the Custodian • Name of each Beneficiary for whom a Custodian is designated • Name and address of any nominee granted the power to designate a Custodian or successor Custodian <p>If you designate a Custodian, a custodianship will be established under, and subject to, the law of the state in which the minor or legally disabled adult resides at the time of distribution unless a Program Administrator, in its sole discretion, determines that it is more appropriate to apply the law of another state under the circumstances.</p> <p>If you designate a Custodian in a state in which no such applicable law exists, the Proceeds will be distributed to your designated Custodian as trustee to hold in Trust for your Beneficiary. The terms of the Trust will be:</p> <ul style="list-style-type: none"> • For minors, the Missouri Transfers to Minors Law. • For disabled adults, the Missouri Personal Custodian Law. <p>If you do not designate a court-supervised representative, Custodian or nominee, your Proceeds will be distributed as directed by a court.</p> <p>Additionally, if your named Custodian is unable or unwilling to serve and no successor Custodian is appointed within six months of your death, your Proceeds will be distributed as directed by a court.</p>

Important: It may be necessary to have a Custodian appointed before any Proceeds can be paid. This may mean delay and additional expense for your Beneficiary. If a Custodian needs to be appointed, additional paperwork will be required at the time of your death.

When Designating Children as Beneficiaries

You may designate a child (or children) who is not born or adopted at the time you complete your Form by listing “my future children” as either a Primary or Contingent Beneficiary on your Form.

Important: Children who are alive at the time you submit a Beneficiary Designation will not be included in the “my future children” designation but may be designated as Beneficiaries when listed by name on the Form.

If You Designate ...	Then ...
“My future children” ^{***} as Primary Beneficiaries and indicate you wish them to receive a stated percentage of your Proceeds ...	Your surviving* child** or children** born or adopted after the Form becomes effective will receive or share equally in the percentage of your Proceeds as indicated on the Form.
“My future children” ^{***} as Primary Beneficiaries and no percentage is indicated on your Form ...	Your Proceeds will be distributed in equal amounts to the named surviving* Primary Beneficiaries, including those qualifying under the “my future children” ^{***} designation.
“My future children” ^{***} as Contingent Beneficiaries and indicate you wish them to receive a stated percentage of your Proceeds ...	If you have no Primary Beneficiary(ies) alive* at the time of your death, your surviving* child** or children** born or adopted after the Form becomes effective will receive or share equally in the percentage of your Proceeds as indicated on the Form.
“My future children” ^{***} as Contingent Beneficiaries and no percentage is indicated on your Form ...	If you have no Primary Beneficiary(ies) alive* at the time of your death, your Proceeds will be distributed in equal amounts to the named surviving* Contingent Beneficiaries, including those qualifying under the “my future children” ^{***} designation.
“My future children” ^{***} but no surviving* children** are born or adopted after the Beneficiary Designation becomes effective ...	Your surviving* Beneficiaries will share equally in the percentage designated for “my future children.” ^{***}
“My future children” ^{***} but fail to also list by name a child** or children** living at the time the Form is completed ...	Only your surviving* child** or children** listed on the Form and/or born and/or adopted after the Form becomes effective will share in your Proceeds.
<p><i>*Your Beneficiary must survive for at least 120 hours after your death to be entitled to your Proceeds. A Beneficiary not meeting the survival requirement is treated as if he or she died before your death. If the time of your death or the death of your Beneficiary cannot be determined, or if it cannot be established that a Beneficiary survived you by 120 hours, it will be deemed that the Beneficiary failed to survive you and the Proceeds will be distributed as if the Beneficiary had predeceased you.</i></p> <p><i>**The term “child” or “children” refers to individuals who are related by birth or by adoption and not through marriage.</i></p>	

HOW YOUR PROCEEDS ARE DISTRIBUTED TO PRIMARY BENEFICIARIES

If Your Designated Primary Beneficiary ...	Then ...
Is alive* at the time of your death ...	That Person will receive your Proceeds upon your death.
Consists of more than one Primary Beneficiary ...	Your Proceeds will be distributed as specified on the Form(s).
Is one of multiple Primary Beneficiaries and does not survive* you ...	That Beneficiary's share will be distributed to your surviving* Primary Beneficiaries in equal amounts.
Does not survive* you and there are no other Primary Beneficiaries ...	Your Proceeds will be distributed to your surviving* Contingent Beneficiary(ies).
Does not survive* you and no Contingent Beneficiaries are designated or surviving ...*	Your Proceeds will be distributed in accordance with the default rules on Page 9.
Is a minor or other Person requiring a court-supervised conservator, Custodian, guardian or personal representative ...	<p>That Beneficiary's share will be distributed to a court-supervised conservator, Custodian, guardian or personal representative based on your current Form. See Page 15 for more information about Custodians and court-supervised representatives.</p> <p>Note: <i>If you provided for a Custodian or representative and your Beneficiary is of legal age or is not under any legal disability at the time of your death, or the Custodian (or the Custodian's successor) is unavailable or incapable of serving as Custodian, your Proceeds will be distributed directly to your Beneficiary. If you provided for a custodianship and your Beneficiary dies before you, the custodianship is revoked.</i></p>
Is a Trust ...	<p>Your Proceeds will be paid to your Trust in accordance with the terms you stated on your Form(s) and that Trust.</p> <p>If for any reason the Trust and/or the Beneficiary Designation are invalid or nonexistent at the time of your death, then the Program Administrators may, in their sole discretion, distribute your Proceeds as if the Trust was terminated before your death.</p> <p>If a trustee is incapable or unwilling to manage the Trust, and no successor trustee is appointed within six months of your death, then the Program Administrators may, in their sole discretion, distribute your Proceeds as if the Trust was terminated before your death.</p>
<p><i>*Your Beneficiary must survive for at least 120 hours after your death to be entitled to your Proceeds. A Beneficiary not meeting the survival requirement is treated as if he or she died before your death. If the time of your death or the death of your Beneficiary cannot be determined, or if it cannot be established that a Beneficiary survived you by 120 hours, it will be deemed that the Beneficiary failed to survive you and the Proceeds will be distributed as if the Beneficiary had predeceased you.</i></p>	

Important: It may be necessary to have a Custodian, estate administrator or a trustee appointed before any Proceeds can be paid. This may mean delay and additional expense for your Beneficiary. If a Custodian, estate administrator or a trustee needs to be appointed, additional paperwork will be required at the time of your death.

HOW YOUR PROCEEDS ARE DISTRIBUTED TO CONTINGENT BENEFICIARIES

If your Primary Beneficiary(ies) does not survive* you, your Proceeds will be distributed to your surviving* Contingent Beneficiary(ies) in the percentages you indicated on your Form(s).

If ...	Then ...
One of multiple Contingent Beneficiaries does not survive* you ...	That Beneficiary's share will be distributed to your surviving* Contingent Beneficiaries in equal amounts.
You did not designate any Contingent Beneficiaries or none of your Contingent Beneficiaries survives* you ...	Your Proceeds will be distributed in accordance with the default rules on Page 9.
<p><i>*Your Beneficiary must survive for at least 120 hours after your death to be entitled to your Proceeds. A Beneficiary not meeting the survival requirement is treated as if he or she died before your death. If the time of your death or the death of your Beneficiary cannot be determined, or if it cannot be established that a Beneficiary survived you by 120 hours, it will be deemed that the Beneficiary failed to survive you and the Proceeds will be distributed as if the Beneficiary had predeceased you.</i></p>	

SPECIAL CIRCUMSTANCES

KEY POINTS

- A. *Special rules apply if you get divorced or remarried.*
- B. *Special rules also apply if you designate a Beneficiary under duress or because of fraud.*
- C. *Special rules also apply if your Beneficiary caused or participated in the cause of your death.*

The effect that certain special circumstances have on your Beneficiary Designation is detailed as described in the table on the following page:

If ...	Then ...
Your Beneficiary is your Spouse and you get divorced or have your marriage annulled ...	Your Beneficiary Designation for your Spouse is revoked as of the date of the dissolution or annulment of your marriage. Your ex-spouse's share or right to a share will be distributed as if he or she died before you.
You want to make your ex-spouse a valid Beneficiary ...	You must complete a new Form(s) after the date your marriage was dissolved or annulled and, if you remarried, have the written consent of your new Spouse.
Your surviving* Beneficiary disclaims or waives part or all of his or her rights to your Proceeds ...	That Person's waived portion will be distributed as if that Beneficiary died before you.
You are single (including widows and widowers), have a Form on file, and later marry or remarry ...	<p>For your retirement plans (e.g., the AT&T Pension Benefit Plan, the AT&T Retirement Savings Plan, the AT&T Savings Plan or the AT&T Savings and Security Plan):</p> <p>All previous Form(s) for these Programs will be revoked. Your new Spouse will be the sole Primary Beneficiary of your Proceeds from these Programs unless your new Spouse consents in writing to your designation(s) of another Beneficiary(ies).</p> <div data-bbox="662 892 1312 1056" style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>Important: For some Programs, the automatic revocation does not occur until you have been married or remarried for one year. Check the applicable Program SPD for details.</p> </div> <p>For Programs other than the retirement plans (e.g., life insurance or some stock options):</p> <p>Your new Spouse may not automatically become a Beneficiary of these Programs. Depending upon the laws of the state in which you live, your Beneficiary Designation(s) on file may remain in effect unless a new AT&T Form is submitted. If you wish your new Spouse to be a Beneficiary of these Programs, it is best to submit a new Form.</p>
Your Beneficiary Designation was made under duress, undue influence or by reason of fraud, or your Beneficiary caused or participated in causing your death ...	<p>Each Program Administrator, in its sole discretion, will determine, on the basis of all the facts and circumstances, whether it is likely that a civil jury would disqualify that Beneficiary from receiving any part of your Proceeds. If a Program Administrator makes this determination, that Beneficiary's portion will be deposited with the court for distribution in accordance with the Rules.</p> <p>The Program Administrator for the Program involved will have no further liability to anyone with respect to those Proceeds.</p> <p>The decision of any Program Administrator will not be binding upon any other Program Administrator or Program.</p>
<p><i>*Your Beneficiary must survive for at least 120 hours after your death to be entitled to your Proceeds. A Beneficiary not meeting the survival requirement is treated as if he or she died before your death. If the time of your death or the death of your Beneficiary cannot be determined, or if it cannot be established that a Beneficiary survived you by 120 hours, it will be deemed that the Beneficiary failed to survive you and the Proceeds will be distributed as if the Beneficiary had predeceased you.</i></p>	

HOW YOUR BENEFICIARIES WILL RECEIVE YOUR PROCEEDS

Proceeds are distributed by the Program Administrators based on the most current Form(s) on file. See the “How to Designate or Change a Beneficiary” section on Page 10 for more information on how to complete and submit a Form.

When a Distribution Consists of Shares of Stock

If a distribution consists of shares of stock and the allocation results in fractional shares, the cash equivalent of the fractional shares will be distributed to your Beneficiaries.

When a Distribution Consists of Installment Payments

Certain Programs provide for distribution of your Proceeds in installments to your Beneficiary. Whenever such a distribution is started it is always conditioned on the survival of your Beneficiary for the period over which the installments are to be paid. If your Beneficiary dies before all the installments are distributed, the remaining Proceeds will be distributed as follows:

If ...	Then ...
Your Beneficiary dies before all installments are distributed ...	The remaining Proceeds will be distributed to your other surviving* Primary or Contingent Beneficiaries, as the case may be, in equal amounts.
Your Beneficiary dies before all installments are distributed and there are no other Beneficiaries who survive* you ...	The remaining Proceeds will be distributed in accordance with the default rules on Page 9.
<p><i>*Your Beneficiary must survive for at least 120 hours after your death to be entitled to your Proceeds. A Beneficiary not meeting the survival requirement is treated as if he or she died before your death. If the time of your death or the death of your Beneficiary cannot be determined, or if it cannot be established that a Beneficiary survived you by 120 hours, it will be deemed that the Beneficiary failed to survive you and the Proceeds will be distributed as if the Beneficiary had predeceased you.</i></p>	

Important: Installment payments to a Trust or estate will continue to be made to the Trust or the estate, as applicable, until all the Proceeds have been distributed.

HOW A DISTRIBUTION IS INITIATED

Upon your death, a Beneficiary, the executor of your will, the administrator of your estate, or another personal representative should call the Beneficiary Designation Administrator to report your death to AT&T. See the “Contact Information” section on Page 26 for the phone number.

When AT&T is notified of your death, your Beneficiary(ies), the executor of your will, the administrator of your estate or your other personal representative, as applicable, will be requested to provide the Program Administrator with the following in writing:

- Proof of death

- Full name, address, date of birth and Social Security number of each Person who is to receive a distribution under your Beneficiary Designation or the Rules
- An inheritance tax waiver from the states that require it (Check with your attorney or tax adviser for information on your specific situation.)
- A statement that there are no known disputes as to the amount of distribution or Persons entitled to a distribution or any claims that would affect the distribution
- Proof of death of a nonsurviving Beneficiary, if applicable
- A certified and/or authenticated copy of the letters testamentary of administration, certifying to the qualification of your executor, administrator or personal representative
- Any other information or proof of entitlement that the Program Administrators, in its sole discretion, may require

The following may be used as proof of death:

- A certified copy of a death certificate issued by an official or agency at which the death occurred that shows the place of death, cause of death, date and time of death and the identity of the deceased individual
- A certified copy of any report or record of a governmental agency, domestic or foreign, showing that a Person is missing, detained or dead and the dates, circumstances and places disclosed by the report

The Program Administrators may require that all Beneficiaries agree to the distribution requested. The Program Administrators may also require that all Beneficiaries agree that, if they receive a portion of your Proceeds payable to another Person, they will return that portion, and any income earned on that portion, to the Person entitled to that portion.

INABILITY TO LOCATE A BENEFICIARY

Unless otherwise required by law or specified by the Program, if a Beneficiary cannot be located at the time your Proceeds are distributed to your other Beneficiaries and there is no proof of the missing Beneficiary's death, the Program Administrator, in its sole discretion, will hold the missing Beneficiary's portion of your Proceeds as follows:

- Money will be held in an interest-bearing account.
- Stock will be held in a dividend reinvestment account.

Additionally, unless otherwise required by law or specified by the Program, if your missing Beneficiary's portion is not claimed by the missing Beneficiary within one year of your death, the Program Administrators, in their sole discretion, will distribute that Person's share as if your missing Beneficiary had died before you.

Lastly, unless otherwise required by law or specified by the Program, the Program Administrators are **not** obligated to:

- Locate a missing Beneficiary.
- Invest the portion any differently than what is listed above.
- Hold the portion longer than one year from the date of your death.

LIMITATIONS OF THE PROGRAM ADMINISTRATORS

KEY POINTS

- A. *The Rules limit the duties and obligations of each Program Administrator.*
- B. *The receipt by a trustee or Custodian of your Proceeds in accordance with your Beneficiary Designation fully discharges the Program Administrator from all liability.*
- C. *If there is doubt as to a Beneficiary's rights to a distribution by any Person or claimant, the Program Administrators have a right, in their sole discretion, to require an indemnity bond protecting the Program Administrators for the distribution and to deposit the amount in question with a court of law, which will then handle the distribution, or to ask that the parties adjudicate their respective rights.*
- D. *If the Program Administrators distribute Proceeds in accordance with the Rules and your Form(s) on file, if any, and if the distribution is done in good faith and in reliance on the information provided, then the Program Administrators, each Person to whom authority has been delegated to make any determinations of fact or eligibility for Proceeds under the Rules and all participating companies will be released from all claims arising from the distribution and will be discharged from any and all claims and liabilities arising from the distribution.*

Program Administrators may rely and act on the information contained in a request for the execution of an Employee's Beneficiary Designation. The Program Administrators do not have any duty or obligation to:

- Verify information in a written request for distribution of your Proceeds.
- Give notice to any Person of the date, manner and Persons to whom distribution will be made.
- Locate a missing Beneficiary.
- Locate a trustee or Custodian.
- Obtain appointment of a successor trustee or Custodian.
- Discover the existence of a Trust document or a will that creates a Trust.
- Determine any fact or law that would cause an Employee's Beneficiary Designation to be revoked, in whole or in part, because of a change in marital status or other reason or that would qualify or disqualify any Person from entitlement to receive a portion of your Proceeds under your Beneficiary Designation or that would vary the distribution provided in your Beneficiary Designation.
- Assume responsibility for the use of your Proceeds distributed to a trustee or Custodian in accordance with your Beneficiary Designation.
- Withhold distribution based on knowledge of any fact against a Beneficiary, unless the Program Administrators have received written notice of the fact within a reasonable amount of time before the distribution is made, and such notice does the following:
 - Asserts a claim of beneficial interest in the distribution adverse to the distribution to be made.

- Gives the name of the claimant and address for communications directed to the claimant.
- Identifies the deceased Employee and the Program or Programs to which the claim applies.
- States the amount and nature of the claim as it affects the distribution.

The Program Administrators have no responsibility for the application or use of the Employee's Proceeds distributed to a trustee or a Custodian under the Employee's Beneficiary Designation. The receipt by a trustee or Custodian of your Proceeds in accordance with your Beneficiary Designation fully discharges the Program Administrator from all liability to any and all Persons or claimants for the distribution. If there is doubt as to a Beneficiary's rights to a distribution by any Person or claimant, the Program Administrators have a right, in their sole discretion, to require an indemnity bond protecting the Program Administrators for the distribution and to deposit the amount in question with a court of law, which will then handle the distribution, or to ask that the parties adjudicate their respective rights. After which, AT&T, the Beneficiary Designation Administrator, the Program Administrators, each Person to whom authority has been delegated to make all determinations of fact or eligibility for Proceeds under the Rules and all participating companies have no further liability to anyone with respect to such amount.

If the Program Administrators distribute Proceeds in accordance with the Rules and your Form(s) on file, if any, and if the distribution is done in good faith and in reliance on the information provided, then the Program Administrators, each Person to whom authority has been delegated to make any determinations of fact or eligibility for Proceeds under the Rules and all participating companies will be released from all claims arising from the distribution and will be discharged from any and all claims and liabilities arising from the distribution. In particular, the release and discharge will occur even if information supplied by your Beneficiaries or others that is relied on in good faith by the Program Administrators later turns out to have been inaccurate or incomplete.

Program Administrators may discharge any such liability as to any claimant by sending a notice by registered or certified mail to the claimant and the Persons named in a request for execution of Beneficiary at the addresses given in the notice of claim and request for execution of Beneficiary Designation, containing the following:

- The amount to be distributed
- The Persons to whom the distribution will be made
- The respective amounts payable to the Persons to whom the distribution will be made
- A statement that the distribution will be made in 30 days from the date of mailing unless the distribution is restrained by a court order

The protections for the Program Administrators by the Rules have no bearing on the rights of Persons in dispute among themselves or their successors concerning the beneficial ownership of your Proceeds, as affected by your death.

TYPE OF ADMINISTRATION

AT&T Inc. has contracted with third parties for certain functions associated with the Rules and Beneficiary Designations for each applicable Program including, but not limited to, the processing of benefits and claims. AT&T Inc. manages death-claim processing and Beneficiary Designations

under the Rules on a contract basis with the Beneficiary Designation Administrator (for all Programs except those administered by the AT&T Executive Compensation Organization). See the “Contact Information” section on Page 26 for more information.

DEFINITIONS

This section defines some commonly used terms that apply to Beneficiary Designations. Unless the context of any provision in the Rules indicates otherwise, capitalized terms used in this document have the meaning as defined below, and the masculine includes the feminine, the singular includes the plural, and the plural includes the singular.

AT&T. AT&T Inc. (formerly known as SBC Communications Inc.), a Delaware corporation, or its successors.

AT&T Controlled Group or Controlled Group Member. AT&T Inc. and any other entity included with it as an “employer” as determined pursuant to Internal Revenue Code §414(b), (c), (m) and (o) and the regulations thereto.

Beneficiary. The Person(s), Trust, estate or other legal entity capable of owning property designated by you in a Form to receive the Proceeds from your Programs in the event of your death.

Beneficiary Designation. A writing prepared by you in which you designate one or more Beneficiaries to receive your Proceeds payable upon your death.

Beneficiary Designation Administrator. The Person or entity appointed by AT&T to administer the Rules.

Compensation. This includes, but is not limited to, final unpaid wages, reimbursable expenses, bonuses, cash incentive awards, TEAM awards, vacation pay, disability benefits, pension benefits, severance pay and similar forms of compensation owed to you at the time of your death.

Contingent Beneficiary. The Person(s), Trust or estate that will receive your Proceeds upon your death only if your Primary Beneficiary(ies) dies before you.

Code. The Internal Revenue Code of 1986, as amended from time to time, and the final regulations issued thereunder by the secretary of the treasury, as applicable.

Custodian. A Person who is legally responsible for the Person or property of a minor or other Person considered by law to be incompetent to manage his or her own affairs.

Employee. An active, retired or other former Employee of an AT&T-affiliated company or a Person who is a participant in a Program in which such participant may designate one or more Beneficiaries to receive the Proceeds payable under that Program upon an active, retired or other former Employee’s death.

ERISA. The Employee Retirement Income Security Act of 1974, as it may be amended from time to time, and the final regulations issued thereunder by the secretaries of labor and the treasury.

Form. A form developed for use in designating Beneficiaries under the Rules.

Legally Recognized Partner (LRP). Any individual who:

- Is a Registered Domestic Partner (RDP).

- Has entered into a same-gender relationship with an Employee pursuant to and in accordance with state or local law, such as marriage, civil union or other legally recognized arrangement that provides similar legal benefits, protections and responsibilities under state law to those afforded to a Spouse.

An individual who has a Spouse will not be permitted to designate an LRP. No individual will be permitted to designate more than one LRP during the same period, nor will any individual be permitted to designate different LRPs for different plans or Programs during the same period.

Person. A Person includes living individuals, legal entities capable of owning property and fiduciaries.

Primary Beneficiary. The Person(s), Trust or estate that will receive your Proceeds upon your death.

Proceeds. Proceeds are all money, securities and other properties, including any interest and dividends, distributable upon your death under the terms of the Programs in which you are participating at the time of your death. The amount distributable may be reduced by any amount you owe to your employer or any other AT&T company and any applicable taxes.

Program or Programs. Any AT&T company-sponsored plans or accounts in which you are participating at the time of your death and under which you were offered the opportunity to designate Beneficiaries to receive the Proceeds distributable from these Programs upon your death, including, but not limited to, certain:

- Compensation plans (Compensation includes final unpaid wages, reimbursable expenses, bonuses, cash incentive awards, TEAM awards, vacation pay and similar forms of compensation owed to the Employee at the time of death).
- Deferred compensation plans.
- Disability benefit plans.
- Life insurance plans.
- Savings plans.
- Stock-purchase plans.
- Pension and other retirement plans (excluding the pension death benefit).
- Severance plans.

Program Administrators. Those Persons, committees, trustees, insurance carriers and AT&T companies that are responsible under a Program to distribute the Proceeds of the Program upon your death.

Registered Domestic Partner. This is any individual with whom an Employee or retiree has entered into a domestic partnership that has been registered with a governmental body pursuant to state or local law authorizing such registration.








Rules. AT&T Rules for Employee Beneficiary Designations.

Spouse. This is the Person to whom you are legally married, including marriage in common law.

Trust. This is property (real or Personal) held by one party for the benefit of another.

CONTACT INFORMATION

This section contains contact information for the Beneficiary Designation Administrators and descriptions of certain administrative practices they perform.





Beneficiary Designation Administrator (For All Programs Not Administered by the AT&T Executive Compensation Organization)	
Fidelity Service Center	
<p>For all active and inactive employees and retirees:</p> <ul style="list-style-type: none"> • Call the Fidelity Service Center to report a death or ask questions about beneficiary designation forms. • Visit the Fidelity NetBenefits Web site or call the Fidelity Service Center to request an AT&T Beneficiary Designation Form. • Return completed AT&T Beneficiary Designation Forms to the mailing address below. 	
	<p>Fidelity Service Center P.O. Box 770003 Cincinnati, OH 45277-0088</p>
	<p>www.netbenefits.fidelity.com</p>
	<p>800-416-2363</p>
	<p>Dial your country's toll-free AT&T Direct Access number, then enter 800-416-2363 (international).</p>
	<p>888-343-0860 (hearing-impaired)</p>
	<p>Monday through Friday from 7:30 a.m. to 11 p.m. Central time</p>
	<p>The automated voice response system is available 24 hours a day, seven days a week.</p>
<p>You will need your Fidelity Service Center PIN and Social Security number/customer ID to access the automated voice response system, or call to speak to a service associate.</p>	











Beneficiary Designation Administrator (For All Programs Administered by the AT&T Executive Compensation Organization)	
The AT&T Executive Compensation Organization	
<p>Contact the AT&T Executive Compensation Organization for more information.</p>	










AT&T Benefits Intranet and Internet Access
<p>Your Benefits section of HROneStop (active employees only)</p> <p>Go to the Your Benefits section of HROneStop at http://hronestop.att.com. This site provides access to administrator Web sites (which may include provider directories, summary plan descriptions (SPDs) and other tools) and selected current communications.</p>
<p>Your Benefits section of access.att.com (employees and retirees from home)</p> <p>Go to the Your Benefits section of http://access.att.com (AT&T's secure Internet site for employees and retirees) for benefits information at home anytime: Just go to http://access.att.com and follow the login instructions.</p>

Active Employee Address and Telephone Number Changes	
<p>If you paid through eLink, it's important to keep your work and home addresses current because the majority of your benefits, payroll or similar information is sent to these addresses. Please include any room, cubicle or suite number that will help make mail-routing more efficient.</p>	
<p>Employees Paid Through eLink (legacy SBC Companies, legacy AT&T Companies and legacy BellSouth Companies)</p>	<p>For employees with access to the employee intranet:</p> <p>Home and Work address updates:</p> <ul style="list-style-type: none"> • Go to http://myintranet.att.com. • Click on HROneStop (http://hronestop.att.com) and select eLink. • From the eLink home Page, select eLink Self Service Web in the left navigation bar. • Enter your ATTUID and password for the AT&T Global Logon. (If you do not know your password, please follow the instructions on the screen.) • Once logged on, click OK. • On the eCORP home Page, click on Employee Services. (Note: Please be sure the far right scroll bar is all the way to the top.) • Select Personal Information. • Select Maintain Addresses and Phone Numbers. • To update your Home address, select Edit at the bottom of the Permanent Residence box, make any necessary changes, and click Save. • To update your Work address, select Edit at the bottom of the Cubicle/Office box, make any necessary changes, and click Save. <p>Your Work address information in Webphone can also be updated as follows:</p> <ul style="list-style-type: none"> • Go to http://myintranet.att.com on the employee intranet. • Review your work address information in Webphone by looking up your name in the Phone Directory section on the home Page. • If you have changes, select Add & Update and follow the instructions. <p>For employees without access to the employee intranet:</p> <p>Contact your supervisor or eLink assistant.</p>
<p><i>Table continues on next Page</i></p>	

Active Employee Address and Telephone Number Changes	
<p>Employees Paid Through PeopleSoft</p> <p>(Wireless Companies until transitioning to eLink in approximately January 2009)</p>	<p>Home and Mailing address:</p> <ul style="list-style-type: none"> • Go to PeopleSoft and navigate to Self Service > Personal Information > Home and Mailing Addresses. • Click the Edit button to the right of the address you want to update, Home or Mailing. • Enter your updated address information. • Enter the date that the new address will take effect. • Click Save. (The Save Confirmation page will display.) • Click OK, then log out of PeopleSoft. <p>Work address:</p> <p>Work addresses must be updated by your manager through the Request Location Change task in PeopleSoft Manager Self-Service.</p> <p>More information about updating Home, Mailing and Work addresses is available in PeopleSoft Online Help.</p>

Retired and Inactive Employee Home Address Changes	
<p>For Retired and Inactive Employees of Legacy SBC Companies and Wireless Companies</p>	<p>Call the Fidelity Service Center to change your address.</p> <p> 800-416-2363</p> <p> Dial your country's toll-free AT&T Direct Access number, then enter 800-416-2363 (international).</p> <p> 888-343-0860 (hearing-impaired)</p> <p> Monday through Friday from 7:30 a.m. to 11 p.m. Central time</p> <p>You will need your Fidelity Service Center PIN and Social Security number/customer ID to speak to a service associate.</p>
<i>Table continues on next Page</i>	

Retired and Inactive Employee Home Address Changes	
<p>For Retired and Inactive Employees of Legacy AT&T Companies</p>	<p>Contact the AT&T Pension Service Center (PSC) and the Fidelity Service Center to change your address.</p> <p> AT&T Pension Service Center P.O. Box 770 Arlington Heights, IL 60006-0770</p> <p> 800-736-7779</p> <p> 888-736-5500 (hearing-impaired)</p> <p> To contact the AT&T PSC from an international location without 800-number access, call the PSC direct or collect at 847-806-1101.</p> <p> Monday through Friday from 8 a.m. to 5 p.m. Central time</p> <p>→ https://www.attpsc.com</p> <p> Send e-mail to PSC at: pensionquest@aoncons.com</p> <p>You will need your AT&T HRID and password when using the Web site.</p> <p>Fidelity Service Center</p> <p> 800-416-2363</p> <p> Dial your country's toll-free AT&T Direct Access number, then enter 800-416-2363 (international).</p> <p> 888-343-0860 (hearing-impaired)</p> <p> Monday through Friday from 7:30 a.m. to 11 p.m. Central time</p> <p>You will need your Fidelity Service Center PIN and Social Security number/customer ID to speak to a service associate.</p>
Table continues on next Page	

Retired and Inactive Employee Home Address Changes	
For Retired and Inactive Employees of Legacy BellSouth Companies	<p>Contact the AT&T Benefits Center and the Fidelity Service Center to change your address.</p> <p> AT&T Benefits Center P.O. Box 785038 Orlando, FL 32878-5038</p> <p>→ http://resources.hewitt.com/att</p> <p> 877-722-0020</p> <p> 847-883-0866 (international)</p> <p> Monday through Friday from 9 a.m. to 5 p.m. Eastern time</p> <p> The automated voice response system is available 24 hours a day, seven days a week.</p> <p>To access the Web site, you will need your AT&T Benefits Center user ID and password. To access the AT&T Benefit Center via the phone, you will need to provide the last four digits of your Social Security number, your date of birth and your AT&T Benefits Center password.</p> <p style="text-align: center;">Fidelity Service Center</p> <p> 800-416-2363</p> <p> Dial your country's toll-free AT&T Direct Access number, then enter 800-416-2363 (international).</p> <p> 888-343-0860 (hearing-impaired)</p> <p> Monday through Friday from 7:30 a.m. to 11 p.m. Central time</p> <p>You will need your Fidelity Service Center PIN and Social Security number/customer ID to speak to a service associate.</p>

APPENDIX A: IMPORTANT INFORMATION FOR YOUR SPOUSE

If you are the Spouse of a participant who is completing a Form, please read the following information before you complete the spousal consent section of the Form.

Important: In this section, we refer to the participant who is filling out the Form as “your spouse.”

If you are the sole Primary Beneficiary for all of your Spouse's benefit plans, you do not need to complete the Spouse's Consent.

If you and your Spouse agree that someone other than you should be named as a Primary Beneficiary for any of the Programs, then sign and date the Spouse's Consent in the presence of a notary public.

Important: Do not sign the Spouse's Consent until you are in the presence of a notary public.

Final Unpaid Compensation and Benefits and Group Life Insurance Plans

Under the laws of the state in which you live, you may be entitled to some or all of the final compensation and benefits that would have been payable to your Spouse, and you may be entitled to some or all of the life insurance proceeds payable upon your Spouse's death. By completing the Spouse's Consent, you agree to waive your right to some or all of these Proceeds by agreeing that these Proceeds are to be paid to the surviving Beneficiary(ies) listed on the Form to the extent permitted by the laws of your state.

Important: In some states, your Spouse does not need your consent to designate the payment of these benefits to someone other than you.

Pension Plan(s)

Federal law gives you the right to receive a benefit from the pension plan(s) if your Spouse dies before you unless your Spouse chooses to designate someone other than you as Primary Beneficiary. You have this right if your Spouse has earned retirement benefits under the pension plan(s) and dies before he or she begins receiving those benefits. The benefit is called a “qualified pre-retirement survivor annuity” or “QPSA” benefit. Refer to your Spouse's pension plan SPD for details of the QPSA benefit that would be payable to you in the event of your Spouse's death. Your right to the QPSA benefit, provided by federal law, cannot be taken away unless you agree to give up that benefit in whole or in part. Your choice must be voluntary. It is your personal decision whether you want to give up your right to the QPSA benefit. You can agree to give up some or all of the QPSA benefit. If you do, the pension plan(s) will pay the benefit (if any) to the surviving Beneficiary(ies) listed on the Form.

Savings Plan(s)

Federal law states that you are entitled to the vested account balances in your Spouse's savings plan(s) after your Spouse dies. Your right to your Spouse's vested account balances, provided by federal law, cannot be taken away unless you agree to have it taken away. If you agree, your Spouse may elect to have all or part of the vested account balances paid to someone else.

If You and Your Spouse Become Legally Separated or Divorced

You may lose your rights to some or all of the participant's benefits if you and your Spouse become legally separated or divorced, even if you do not sign the Spouse's Consent. However, if you become legally separated or divorced, you might be able to get a special court order (which is called a "qualified domestic relations order," or "QDRO") that specifically protects your rights to receive benefits under the pension plan(s) and the savings plan(s). If you are thinking about separating or getting a divorce, you should obtain legal advice on your rights to benefits from these plans.

General Information About Spouse's Consent

You cannot revoke the Spouse's Consent after you sign it. Your decision is final. However, if your Spouse later revokes the Form, then:

- You automatically become the sole Primary Beneficiary of the benefits.
- The Spouse's Consent that you signed automatically becomes **null and void**.
- Your Spouse cannot name a different Primary Beneficiary(ies) unless you sign a new Spouse's Consent.

Important: In some states, your Spouse may be able to assign final unpaid Compensation and benefits and group life insurance plans to someone other than you without your consent.

APPENDIX B: EXAMPLE BENEFICIARY DESIGNATION FORM

E. PRIMARY BENEFICIARY INFORMATION									
You must use whole percentages, and the sum of the percentages must equal 100%. If you would like to name more than three primary beneficiaries, please add a separate page to this form, which includes the applicable beneficiary information with your signature and date. DO NOT USE A PHOTOCOPY OF THIS FORM.									
1 First/Trust/Estate/Charity/Name									
JAMES									
Last/Trustee/Name									
SMITH									
Street No.		Street Name							
123		MAIN STREET							
City					State		Zip		
ANYTOWN					ST		54321 6789		
Beneficiary's Date of Birth or Trust Date				Beneficiary's SSN/Tax ID				<input type="checkbox"/> Check Here if no SSN (for foreign citizen)	
01-08-1954				987-65-4321					
Beneficiary Type: <input type="checkbox"/> Spouse <input type="checkbox"/> Trust <input type="checkbox"/> Estate/Charity <input checked="" type="checkbox"/> Individual Percentage: 33 %									
2 First/Trust/Estate/Charity/Name									
DOE FAMILY TRUST									
Last/Trustee/Name									
MICHELLE DOE									
Street No.		Street Name							
56		FIFTH STREET							
City					State		Zip		
ANYWHERE					ST		12345 9876		
Beneficiary's Date of Birth or Trust Date				Beneficiary's SSN/Tax ID				<input type="checkbox"/> Check Here if no SSN (for foreign citizen)	
07-04-1992				112-24-4555					
Beneficiary Type: <input type="checkbox"/> Spouse <input checked="" type="checkbox"/> Trust <input type="checkbox"/> Estate/Charity <input type="checkbox"/> Individual Percentage: 33 %									
3 First/Trust/Estate/Charity/Name									
ESTATE OF									
Last/Trustee/Name									
JOHN SMITH									
Street No.		Street Name							
City					State		Zip		
Beneficiary's Date of Birth or Trust Date				Beneficiary's SSN/Tax ID				<input type="checkbox"/> Check Here if no SSN (for foreign citizen)	
Beneficiary Type: <input type="checkbox"/> Spouse <input type="checkbox"/> Trust <input checked="" type="checkbox"/> Estate/Charity <input type="checkbox"/> Individual Percentage: 34 %									
Primary Beneficiary Total Percentage: = 100%									