

This Memorandum of Agreement (“MOA”) between Communications Workers of America (CWA) and BellSouth outlines the changes agreed to by the parties for each of the plans listed below. The changes shall apply to the bargaining agreements listed under each plan.

BellSouth Supplemental Transplant Assistance Plan

Bargaining Agreements: BST, BAPCO, BASC, BBI, BellSouth Corporation – Headquarters, BSLD, BST- Internet Services, and BST- National Directory and Customer Assistance*

The BellSouth Supplemental Transplant Assistance Plan (STAP) will be terminated effective December 31, 2006. All claims and expenses incurred on or before December 31, 2006 should be submitted for payment by December 31, 2007. After all such claims and administrative expenses have been paid in accordance with the Plan, any assets remaining in the BellSouth Corporation Supplemental Transplant Assistance Trust will be merged into trusts for the BellSouth Medical Assistance Plan, the BellSouth Flexible Benefits Medical Plan and/or the BellSouth Retiree Medical Assistance Plan according to allocations and timetable established by the Company. Prior to merging the assets, a company representative will notify the CWA of the final balance in the STAP trust and the amounts to be distributed to each of the medical plan trusts.

BellSouth Medical Assistance Plan BellSouth Retiree Medical Assistance Plan

Bargaining Agreements: BST, BAPCO, BASC, BBI, BellSouth Corporation - Headquarters, BSLD, BST- Internet Services, BST- Utility Operations, and BST- National Directory and Customer Assistance*

The BellSouth Medical Assistance Plan (MAP) as in effect on January 1, 2007, shall remain in effect for the life of the applicable collective bargaining agreements, with the following revisions:

Effective January 1, 2007:

The following transplant coverage will be added:

- Heart/lung combined procedure
- Liver
- Lung
- Pancreas
- Autologous bone marrow transplants for the treatment of breast cancer, testicular cancer, colon cancer, solid brain tumor malignancies, lung cancer, lymphoma, neuroblastoma, multiple myeloma and ovarian cancer
- Peripheral stem cell transplants for the treatment of breast cancer, testicular cancer, colon cancer, solid brain tumor malignancies, lung cancer, lymphoma, neuroblastoma, multiple myeloma and ovarian cancer
- All other transplants and related services which are covered under the medical carrier’s regular book of business.

Travel benefits will be added as follows for a participant and/or a family member for travel to and from a transplantation facility which is located fifty (50) miles or more from the participant's home:

- Air ambulance and/or air fare up to \$5,000.
- \$100/day up to \$10,000 maximum for other travel expenses, meals and lodging.

Participants in MAP who had a transplant prior to December 31, 2006 that was covered by the BellSouth Supplemental Transplant Assistance Plan will be eligible for covered services with respect to such transplant under MAP.

Participants in MAP who were on the waiting list for a transplant under the BellSouth Supplemental Transplant Assistance Plan as of December 31, 2006 will be eligible for covered services.

All provisions under MAP will apply to these covered services including but not limited to eligibility, enrollment, deductibles/copays/coinsurance, and the claims/appeal process.

HMO/EPO participants will be subject to their respective carriers' transplant coverage and applicable provisions (including but not limited to eligibility, enrollment, deductibles/copays/coinsurance, and the claims/appeal process).

The BellSouth Retiree Medical Assistance Plan (RMAP) as in effect on January 1, 2007, shall remain in effect for the life of the applicable collective bargaining agreements, subject to these same changes effective January 1, 2007.

(* With respect to the BST- NDCA bargaining agreement, STAP and RMAP apply only to individuals covered by the Pension Look Back Letter, dated March 10, 2006, in Appendix B of the NDCA working agreement.)

Communications Workers of America

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