

Summary of Material Modifications



Important Benefits Information

The BellSouth Group Life Plan

This is a summary of material modifications (SMM) and is an update to the Health and Insurance Plans for Retirees Summary Plan Descriptions (SPD) dated April 1, 2006, and the associated Summaries of Material Modifications dated February 2008 and September 2008. This SMM applies to the BellSouth Group Life Plan ("Program"), a component program under the AT&T Umbrella Benefit Plan No. 1 effective Jan. 1, 2008.

Please keep this SMM with your Program SPDs and previously issued SMMs.

DISTRIBUTION

Distributed to BellSouth retired management employees who retired prior to Jan. 1, 2008, BellSouth retired represented employees (excluding Stevens Graphics, Inc. retired represented employees) who retire on or after Jan. 1, 2008, and BellSouth retired special represented employees.

NIN 78-13931



Life Insurance

Summary of Material Modifications

December 2008

IMPORTANT INFORMATION

In all cases, the official documents for the Plan govern and are the final authority on the terms of the Plan and, if there are any discrepancies between the information in this SMM and the Plan, the Plan documents will control. AT&T reserves the right to terminate or amend any and all of its employee benefit plans or programs. Participation in the plans and programs is neither a contract nor a guarantee of future employment.

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INTRODUCTION

This SMM Applies to the BellSouth Group Life Plan

This summary of material modifications (SMM) is an update to the Health and Insurance Plans for Retirees Summary Plan Descriptions (SPD) dated April 1, 2006, and the associated Summaries of Material Modifications dated February 2008 and September 2008. This SMM applies to the BellSouth Group Life Plan ("Program"), a component program under the AT&T Umbrella Benefit Plan No. 1 effective Jan. 1, 2008, and is effective Jan. 1, 2009, unless otherwise specified.

You should keep this SMM with your SPD for future reference.

GLOBAL SPD CHANGES

The following change shall be made throughout the SPD:

Everywhere in the SPD that "The Prudential Insurance Company of America (Prudential)", "Prudential", "the insurance carrier" and "the insurance company" appear, replace such terms with "the Life Insurance Company".

Accelerated Death Benefit

Delete the first bullet in the "Accelerated Death Benefit" subsection on Page 120 of the SPD and replace it with the following:

- "You'll receive up to 75 percent of your life insurance coverage benefit."

NAMING LIFE INSURANCE BENEFICIARIES

Your Beneficiaries

Delete the following paragraphs from the "Your Beneficiaries" subsection on Page 122 of the SPD:

"Your beneficiary choices for the Group Life Insurance Plan take effect when you submit them on Benefits@Your Fingertips or call the BellSouth Benefits Service Center."

"You can add or change your beneficiary for the Group Life Insurance Plan at any time on Benefits@Your Fingertips or call the BellSouth Benefits Service Center."

Add the following as the last paragraph under the "Your Beneficiaries" subsection on Page 122 of the SPD:

"To designate, add or change your beneficiary, contact the Survivor Services Unit Vendor. Refer to the *Survivor Services Unit Vendor* table on Page 9 of this SMM for contact information."

ABSOLUTE ASSIGNMENT

Delete the last sentence under the "Absolute Assignment" section on Page 122 of the SPD and replace it with the following:

"Contact the Life Insurance Company for an AT&T Assignment Form. Refer to the *Life Insurance Company* table on Page 6 of this SMM for contact information."

ACCELERATED DEATH BENEFIT

Delete the last sentence from the first paragraph under the “Accelerated Death Benefit” section on Page 123 of the SPD and replace it with the following:

“Upon the Life Insurance Company’s approval of your request, it may pay you up to 75 percent of your life insurance coverage amount.”

Requesting an Accelerated Benefit

Delete the first two sentences of the first paragraph under the “Requesting an Accelerated Benefit” subsection on Page 123 of the SPD and replace them with the following:

“You may request an accelerated benefit at any time by contacting the Life Insurance Company. Refer to the *Life Insurance Company* table on Page 6 of this SMM for contact information.”

FILING LIFE INSURANCE CLAIMS

Life Insurance Claims

Delete both paragraphs under the “Life Insurance Claims” subsection on Page 125 of the SPD and replace them with the following:

“In the event of your death, your beneficiary or a family member should contact the Survivor Services Unit as soon as possible. A service center associate will gather the necessary information and a dedicated case manager will be assigned to your beneficiary or family member in order to aid with benefits needs and questions throughout the process. Your beneficiary or family member will only need to report your death once as the Survivor Services Unit will disseminate the pertinent information to all other benefits vendors on your beneficiary’s and family’s behalf.

When calling the Survivor Services Unit, your beneficiary or family member should have as many of the following items as possible:

- Your name and Social Security number (SSN)
- Your active or retired status
- The company you worked for
- The date and cause of your death
- Your marital status (spouse’s name, SSN and date of birth, if applicable)
- The name, address and phone number of the family contact (affairs handler)
- Your home telephone number

Your beneficiary or family member will be informed that benefit related information will be mailed to the beneficiaries within 7-10 business days after notification of your death. The letter will explain, in general terms, what benefits they are entitled to and what documents the Survivor Services Unit will need before processing any death related benefits.

The Survivor Services Unit will forward your claim to the Life Insurance Company for a determination and payment. Refer to the *Survivor Services Unit Vendor* table on Page 10 of this SMM for contact information.”

Accelerated Death Benefit Claims

Delete the paragraph under the “Accelerated Death Benefit Claims” subsection on Page 125 of the SPD and replace it with the following:

“Contact the Life Insurance Company to initiate a claim. Refer to the *Life Insurance Company* table below for contact information.

HEALTH AND INSURANCE CLAIMS ADMINISTRATORS AND INSURANCE COMPANIES

BellSouth Group Life Plan

Delete the “BellSouth Group Life Plan” subsection on Page 148 of the SPD and replace it with the following:

“Contact Information for the BellSouth Group Life Plan

Review the following tables for contact information for the various Program administrators and vendors for the BellSouth Group Life Plan and descriptions of certain administrative practices they utilize.

Life Insurance Company	
Life Insurance Company	Metropolitan Life Insurance Company (MetLife)
To File an Accelerated Death Benefit Claim	To file an accelerated death benefit claim, call MetLife at 866-887-2019 to request the form. Completed applications for an accelerated death benefit should be mailed to: Metropolitan Life Insurance Company 425 Market Street, Suite 970 San Francisco, CA 94105-2230
To Appeal the Denial of a Life Insurance Claim or an Accelerated Death Benefit Claim	If you wish to appeal the denial of a life insurance claim or an accelerated death benefit claim, mail your written appeal to: MetLife Customer Service Unit Group Life Claims P.O. Box 3016 Utica, NY 13504 800-638-6420
To File an Assignment	You may use your own assignment or you may obtain an assignment form by calling MetLife at 866-887-2019 . Completed assignments should be mailed to: MetLife Attn: AT&T Assignment Processing 1900 East Golf Road, Suite 500 Schaumburg, IL 60173-5829
Table continued on next page.	

Life Insurance Company	
To Reach a Service Associate or Access the Interactive Voice Response System (IVR)	<p>Call the MetLife Customer Service Unit at 800-638-6420 to inquire about the status of:</p> <ul style="list-style-type: none"> • An already submitted EOI. • An already-filed life insurance claim or AD&D claim. • The payment of an approved accelerated death benefit. <p>MetLife Customer Service Unit service associates are available Monday through Thursday from 8 a.m. to 8 p.m. Eastern time, and Fridays from 8 a.m. to 5 p.m. Eastern time, except some holidays. The IVR is available 24 hours a day.</p>

Eligibility and Enrollment Vendor (Also Responsible for Eligibility and Enrollment Appeals)	
AT&T Benefits Center	
To Reach a Service Associate or Access the IVR	<p>Call the AT&T Benefits Center at 877-722-0020 (domestic) or 847-883-0866 (international) to inquire about general benefits information.</p> <p>AT&T Benefits Center service associates are available Monday through Friday from 7 a.m. to 7 p.m. Central time, except some holidays. The IVR is available 24 hours a day (except Sunday from 1 a.m. to noon Central time, and periodically during the week for a one-hour period between midnight and 5 a.m. for maintenance and updates).</p> <p>To access the IVR or to speak to a service associate, 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>
Internet Access	<p>Access http://resources.hewitt.com/att (the AT&T Benefits Center Web site) 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. You can view your current life insurance coverage amounts.</p>
To File a Claim or an Appeal When You Are Denied Participation on the Basis of Ineligibility to Enroll	<p>Claims:</p> <p>If a request for enrollment is denied, you may file a claim for eligibility. You may use a form provided by the Eligibility and Enrollment Vendor for this purpose, which you may request in order to help you file your claim. Once prepared, submit your written claim, along with any documentation that supports your claim, to:</p> <p>AT&T Benefits Center Benefits Determination Review Team P.O. Box 1407 Lincolnshire, IL 60069-1407</p> <p>Appeals:</p> <p>If you wish to appeal a denied claim for eligibility, submit your written appeal to:</p> <p>AT&T Benefits Center Eligibility and Enrollment Appeals Committee P.O. Box 1407 Lincolnshire, IL 60069-1407</p>

AT&T Benefits Internet Access
<p>Benefits section of access.att.com (retired employees from home)</p> <p>Go to the benefits section of http://access.att.com (AT&T's secure Internet site for employees and retired employees) for benefits information at home, at any time: Just go to http://access.att.com and follow the login instructions.</p>

Inactive Employee Home Address Changes	
<p>It's important to keep your home address current because your benefits information is sent to this address.</p>	
Inactive Employees	<p>Contact the AT&T Benefits Center and the Fidelity Service Center to change your address.</p> <p>AT&T Benefits Center AT&T Benefits Center P.O. Box 785038 Orlando, FL 32878-5038</p> <p>http://resources.hewitt.com/att 877-722-0020 (domestic) 847-883-0866 (international)</p> <p>Monday through Friday from 9 a.m. to 5 p.m. Eastern time. The automated voice response system is available 24 hours a day, seven days a week. To access the Web site, you will need your AT&T Benefits Center User ID and password. To access the AT&T Benefits 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>Fidelity Service Center 800-416-2363 (domestic)</p> <p>Dial your country's toll-free AT&T direct-access number, then enter 800-416-2363 (international) 888-343-0860 (hearing-impaired)</p> <p>You will need your Fidelity Service Center personal identification number (PIN) and your Social Security number/Customer ID to speak to a service center associate. Fidelity service center associates are available Monday through Friday from 7:30 a.m. to 11 p.m. Central time.</p>

Survivor Services Unit Vendor	
Fidelity Service Center	
To Reach a Service Associate or Access the IVR	<p>Call the Fidelity Service Center to:</p> <ul style="list-style-type: none"> • Request a Beneficiary Designation Form. • Report a death. • Report a loss resulting from an accident. <p>800-416-2363 (domestic) Dial your country's toll-free AT&T Direct-Access number, then enter 800-416-2363 (international) 888-343-0860 (hearing-impaired)</p> <p>Fidelity service center associates are available Monday through Friday from 7:30 a.m. to 11 p.m. Central time. The IVR is available virtually 24 hours a day, seven days a week.</p> <p>To access your information, you will need your Fidelity Service Center personal identification number (PIN) and your Social Security number/Customer ID.</p>
Internet Access	<p>Access www.netbenefits.fidelity.com (Fidelity's NetBenefits® Web site). Fidelity's Web site is available virtually 24 hours a day, seven days a week. To access your information, you will need your Fidelity Service Center personal identification number (PIN) and your Social Security number/Customer ID.</p>
To File a Death Claim	<p>Completed forms for death claims should be mailed to:</p> <p>Fidelity Service Center P.O. Box 770001 Cincinnati, OH 45277-0065</p> <p>The Fidelity Service Center will then forward your claim to the Life Insurance Company for a determination.</p>

CONTINUED APPLICABILITY

Except as amended herein, the provisions of the BellSouth Group Life Plan will remain in effect.