

# MEMORANDUM OF AGREEMENT

## Unpaid Scheduled Excused Days

BellSouth Entertainment, LLC, d/b/a AT&T Southeast, (the Company) and the Communications Workers of America (the Union) agreed to provide employees with the opportunity to schedule up to five (5) unpaid excused days during the vacation selection period. The BellSouth Corporation Vacation Buying Plan provided that opportunity; however, with the elimination of that plan on December 31, 2007 the following provisions will substitute:

The days must be requested during the vacation selection period for the following year.

The selection of scheduled unpaid excused days will be done after the regular vacation selection is complete.

The scheduling of unpaid excused days is subject to the same criteria as vacation days during the selection period.

The days may only be taken in full day increments.

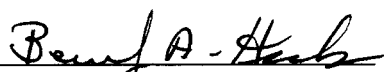
The employees will not receive their regular pay on the day they take the scheduled excused day.

The decision to take an unpaid scheduled excused day may be revoked four (4) weeks prior to the start of the week in which the day was previously scheduled.

Any additional excused time may be requested and granted subject to the normal process for excused time and subject to the needs of the business.

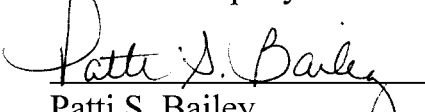
This agreement will become effective at the start of the 2008 vacation year scheduling period, and shall remain in effect for the duration of the current agreement.

For the Union

  
Beverly A. Hicks  
Assistant to the Vice President  
CWA – District 3

7/26/2007  
Date

For the Company

  
Patti S. Bailey  
Director – Labor Relations  
AT&T Southeast

7/26/2007  
Date