

Memorandum of Agreement Successorship

AT&T West ("Company") agrees that in any agreement to sell a portion of its assets in a transaction involving the transfer of employees subject to this Collective Bargaining Agreement, as a condition of the closing of such sale, that the Buyer shall agree to assume the terms of the existing Collective Bargaining Agreement(s), provided that the Buyer shall have the right to re-open the unexpired Collective Bargaining Agreement at any time after eighteen (18) months but no longer than twenty-four (24) months following the Closing of the sale, the re-opening of which the Communications Workers of America ("Union") hereby agrees to accept or, the Buyer and Union may bargain at the expiration of the Collective Bargaining Agreement(s), whichever is earlier. In no event will the terms of this Successorship Memorandum of Agreement limit any of the Company's existing rights under this Agreement. The Company further agrees it will notify the Union at least 30 days prior to the close of such proposed transaction and, during such 30 day period, will meet with the Union upon request to engage in effects bargaining and to discuss the business reasons for the Company's decision.

This Memorandum of Agreement will remain in effect through the term of the 2016 Collective Bargaining Agreement between the Parties.

Effective date/language: *With ratification*

Termination date/language: *With expiration of the 2016 Collective Bargaining Agreement*

Applies to:

<i>Pacific Bell Telephone Company (Except Appendix E)</i>	<u> X </u>	<i>SBC Global Services, Inc.</i>	<u> X </u>
<i>Nevada Bell Telephone Company (Except Appendix E)</i>	<u> X </u>	<i>Appendix E</i>	<u> X </u>
<i>AT&T Services, Inc.</i>	<u> X </u>		

Communications Workers of America

AT&T West

Agreed: Ellen West
Ellen West
Area Director - CWA

Agreed: Jon Irelan
Jon Irelan
Director - Labor Relations

Date: 10-14-2017

Date: 9/14/2017