

**MEMORANDUM OF AGREEMENT
BETWEEN
AT&T MIDWEST and AT&T NATIONAL
(the Company)
AND
INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS
SYSTEM COUNCIL T-3
(the Union)**

SUCCESSORSHIP

AT&T Midwest and AT&T National (“Company”) agree 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 International Brotherhood of Electrical Workers System Council T-3 (“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(s). 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 2013 Collective Bargaining Agreement between the Parties.

AGREED:

FOR THE UNION:

FOR THE COMPANY:

Paul T. Wright
Chairman, System Council T-3
International Brotherhood of Electrical Workers

Randall S. White
Vice-President - Labor Relations

June 23, 2013
Date

June 23, 2013
Date