SECTION 3 - SERVICE DESCRIPTION AND RATES, (CONT'D.)

3.9 Miscellaneous Interstate Service Information, (Cont'd.)

3.9.2 The AT&T Upromise Program

AT&T Long Distance East will make the contributions specified below to eligible Customers' Upromise college savings accounts when Customers purchase qualifying services. All contributions are subject to the terms and conditions of the Upromise program. Customers may view the Upromise complete terms and conditions as well as sign-up for the program at www.upromise.com/att, or by calling 781/707-8400. The AT&T Upromise program is available beginning July 31, 2004.

(A) Eligibility

- Customers must enroll in the Upromise program or be a Upromise member.

- Customers must be a resident of the United States and reside in an eligible state (Arkansas, California, Connecticut, Indiana, Illinois, Kansas, Michigan, Missouri, Nevada, Ohio, Oklahoma, Texas and Wisconsin). (In certain locations, all or some Qualifying AT&T Services are not available.)

- Customers participating in the Upromise must subscribe to an AT&T affiliate's local residential telephone service. Upromise members must remain AT&T Residential Long Distance subscribers to be eligible to receive AT&T Upromise Program contributions.

- Participation in the AT&T Upromise Program is limited to two residential billing telephone numbers.

- Qualifying Services must be billed to the customer's AT&T residential local telephone bill.

- Customers may participate in only one AT&T loyalty program per Residential Billing Telephone Number for qualifying AT&T Service charges. Once a Residential Billing Telephone Number is registered with Upromise, customers will no longer be eligible to receive benefits from any other AT&T loyalty programs and will forfeit any unredeemed points.
SECTION 3 - SERVICE DESCRIPTION AND RATES, (CONT'D.)

3.9 Miscellaneous Interstate Service Information, (Cont'd.)

3.9.2 The AT&T Upromise Program, (Cont'd.)

(B) Eligibility

AT&T Long Distance residential interstate long distance service or optional calling plan, as follows.

If the AT&T Long Distance service is:

One out of two AT&T Long Distance and its affiliate’s qualifying services, then AT&T Long Distance will contribute $0.25 per month to the eligible customer’s Upromise account.

One out of three AT&T Long Distance and its affiliate’s qualifying services, then AT&T Long Distance will contribute $0.67 per month to the eligible customer’s Upromise account.

One out of four AT&T Long Distance and its affiliate’s qualifying services, then AT&T Long Distance will contribute $1.25 per month to the eligible customer’s Upromise account.

(C) Contributions to the Customer’s Upromise account

If a customer has already subscribed to qualifying AT&T Services, they will begin to earn contributions once they register for the AT&T Upromise Program and their registration has been processed. Processing may take 7 to 10 business days.

Contributions will be posted to the customer’s Upromise account 30 to 60 days from completion of enrollment. Customers may view account balances online at www.upromise.com/att.

If a customer discontinues enrollment in the AT&T Upromise Program, they will forfeit any accrued contributions that have not been deposited into their Upromise account.