

INSTRUCTIONS FOR BENEFICIARY DESIGNATION FORM

Please read the following instructions carefully before you complete the Beneficiary Designation Form (Form No. SN1020-SBC).

Please print or type the information requested on the Beneficiary Designation Form in BLACK ink. Also, please provide your Social Security Number and the date you authorize this form in the space provided at the bottom of Pages 1 through 5.

If you make a mistake, please complete a new form. You cannot make corrections on the form.

Important Information:

Use this form if you want to designate a beneficiary(ies) for your

- **■** Final Unpaid Compensation and Benefits
- Life Insurance
- Pension
- Savings
- Stock Ownership Plan(s) [ESOP, PAYSOP, TRASOP (collectively known as the "SOPs")]

In order for the beneficiary designation form to be valid, your form must be received and accepted at the SBC Pension and Savings Plan Service Center prior to your death. If your form is received after your death, your beneficiary designation form is not valid, and your current beneficiary designation form on file is the official document that will be used to process your death benefits.

Please note: Some plans or programs have restrictions on who can be named as a beneficiary. Check the summary plan descriptions (SPDs) and/or collective bargaining agreements for the benefit plans you are in. If there is any conflict between the terms of your benefit plans and the *Beneficiary Designation Form* (or its instructions), the terms of the plans will take precedence. You may change your beneficiary designation at any time by submitting a new *Beneficiary Designation Form* to the address listed below.

Special Rule for Pension Plans

If you are a married, active employee and you name a beneficiary other than your spouse before the year you turn the age of 35, your election for pension benefits will become void at the end of the year during which you turn the age of 34. You must complete a new form.

Please mail your completed form (without these instructions) to:

SBC Pension and Savings Plan Service Center P.O. Box 420 Little Falls, NJ 07424

The following sections correspond to specific sections of the *Beneficiary Designation Form*. Please refer to your form as you review these instructions.

PARTICIPANT DATA

Complete all requested information in the "Participant Data" section and select Option 1 or Option 2.

BENEFICIARY INFORMATION

Beneficiary Definitions

Primary Beneficiary(ies): The person(s), trust(s), or estate that, in the event of your death, you designate to receive the proceeds from the benefit plans in which you participate.

Contingent Beneficiary(ies): The person(s), trust(s), or estate that you designate to receive the proceeds from the benefit plans in which you participate, in the event that all of your primary beneficiaries predecease you.

In general, you must specify each individual you wish to designate as a primary or contingent beneficiary by providing the following requested information: the individual's name, address, relationship to you, Social Security Number and date of birth. If you provide a percentage of the designated benefits to be paid, you must provide a percentage for each listed beneficiary in whole numbers (no fractions or decimals) and the combined percentages must total 100 percent. If you leave the percentages blank, benefits will be divided equally among surviving listed beneficiaries. A designation of "my spouse," "my children," or "my grandchildren" as a beneficiary is not a valid designation (you must list their full names). The following designations are permitted:

If you wish to designate	Then complete the "Beneficiary Information" section as follows
Your currently living children	Name, address, relationship to you, Social Security Number and date of birth for each child.
Your children born/adopted after you submit this form	"My future children"
Your estate	"My estate"
A trust established as part of your will	"Trustee under my last will as admitted to probate"
A trust established as a document separate from your will	Name of trust document (Complete the "Trust Information" section of the form)

If you are an active or former employee and are currently MARRIED, read this section:

If you wish to name anyone other than your spouse as a Primary Beneficiary, be sure to read the section titled "Important Information that a Participant's Spouse Should Read Before Completing the Spouse's Consent to Waiver of Certain Benefit Rights."

If you name your spouse as a Primary Beneficiary and your marriage is ended by divorce or annulment before your death, the designation of your spouse is revoked as of the date your divorce is finalized. If you wish for your former spouse to continue to be your beneficiary, you will need to fill out a new *Beneficiary Designation Form*. This automatic revocation rule does not apply to the following plans:

- Ameritech Group Life Insurance Plan
- Ameritech Supplemental Life Insurance Plan
- SBC Pension Benefit Plan Midwest Management Program

Special Note for Participants of the SBC Pension Benefit Plan-Midwest Program:

Some collective bargaining units have agreed to the adoption of the SBC Rules for Employee Beneficiary Designations and some have not. If your collective bargaining unit has agreed to the adoption of the SBC Rules for Employee Beneficiary Designations, then the automatic revocation at divorce or annulment described in the preceding paragraph will apply to you; otherwise, it will not. You may wish to check your collective bargaining agreement. However, if you have any doubts as to whether your wishes will be followed, it is always best to submit a new beneficiary designation form showing exactly how you want your benefits to be distributed at your death.

Proceeds From Final Unpaid Compensation and Benefits and Group Life Insurance Plans

The laws of the state in which you live may give your spouse rights to a portion of these proceeds. If your spouse is not to be your Primary Beneficiary, it is recommended that your spouse complete the "Spousal Consent" section. If you do not complete this section, your spouse may be able to keep the proceeds from being distributed in accordance with your wishes.

Proceeds From Pension Plans, Savings and SOPs

Your spouse will be the sole Primary Beneficiary of your proceeds from the plans unless your spouse consents in writing to your designation(s) of another beneficiary(ies) (see the "Spousal Consent" section below). Spousal consent is also required to designate your estate and/or trust as a Primary Beneficiary for these plans.

If you are an active or former employee and are currently NOT MARRIED, read this section:

You may designate Primary and Contingent Beneficiaries of your choice for any and all benefit programs in which you participate.

Proceeds From Final Unpaid Compensation and Benefits and Group Life Insurance Plans

If you marry or remarry, your new spouse is not automatically a beneficiary of these programs. Your beneficiary designation(s) on file remains in effect unless a new form is submitted. To designate your new spouse as a beneficiary of these programs, you must submit a new form.

Proceeds From Pension Plans, Savings, and SOPs

If you marry or remarry, all previous beneficiary designations for these programs will be revoked. Your new spouse will be the sole Primary Beneficiary of your proceeds from the plans unless your new spouse consents in writing to your designation(s) of another beneficiary(ies). (For some plans, the automatic revocation does not occur until you have been married or remarried for one year. Check your SPD for details.)

TRUST INFORMATION

If you designated a trust as a beneficiary, and that trust was established as a document separate from your will, you must complete the "Trust Information" section on this form.

CUSTODIAN DESIGNATION

Complete the "Custodian Designation" section of this form if you wish to name a custodian, in accordance with the state laws in which you reside, and if you have designated a Primary or Contingent Beneficiary who is a minor (child) or a legally disabled adult. The named custodian is legally responsible for that beneficiary's share of your proceeds.

AUTHORIZATION

Sign and date the completed form and **have it witnessed** by a person who is not a minor or named beneficiary. If you have to use additional forms to add additional beneficiaries, each form must be dated and signed by you and the same witness.

APPROVAL/DENIAL OF FORM

Once the beneficiary form has been received at the SBC Pension and Savings Plan Service Center, there is a review process. If the form has been accepted, you will receive a confirmation notice. If the form has been denied, you will receive notification of the denial, an explanation as to why the form is being denied, along with your old form and a new form to fill out.

GENERAL INFORMATION

- If you need additional information regarding this *Beneficiary Designation Form*, please call the SBC Pension and Savings Plan Service Center at **1-800-557-3640** (domestic) or **+1-201-363-2953** (international).
- Please make a copy of the completed form(s) for your files.

Please mail your completed form (without these instructions) to:

SBC Pension and Savings Plan Service Center P.O. Box 420 Little Falls, NJ 07424

- If you need additional *Beneficiary Designation Forms*, you can now request them via your computer from work or from home. If you are at work, visit the SBC employee benefits intranet site at http://intranet.sbc.com/benefits/. If you are at home, use the Internet address http://access.sbc.com and follow the directions on the screen to enter the benefits Web site.
- If you do not have intranet or Internet access and need additional Beneficiary Designation Forms, or if you have any questions about this form, please call the SBC Pension and Savings Plan Service Center toll-free at **1-800-557-3640** (domestic) or **+1-201-363-2953** (international). You can order forms through the SBC Pension and Savings Plan Service Center interactive voice response (IVR) system, which is available 24 hours a day, seven days a week. In addition, service representatives are available to assist you from 7 a.m. to 7 p.m. Central time, Monday through Friday (except for some holidays).

Note: For those benefits not covered by the SN1020-SBC, a separate beneficiary designation form applies. For additional information see http://intranet.sbc.com/employee/stock/overview1_1.html#BeneForms or call (210) 351-3271. (Please note that vested stock options for bargained employees will transfer to the estate at death.)

Important Information That a Participant's Spouse Should Read Before Completing the Spouse's Consent to Waiver of Certain Benefit Rights

If you are the spouse of a participant who is completing a *Beneficiary Designation Form*, please read the following information before you complete the Spouse's Consent to Waiver of Certain Benefit Rights ("Spouse's Consent").

Note: In this section, we refer to the participant who is filling out the Beneficiary Designation Form as "your spouse."

If you are the sole Primary Beneficiary for all of your spouse's benefit plans, you do not need to complete the Spouse's Consent.

If you and your spouse agree that someone other than you should be named as a Primary Beneficiary for any of the plans, then:

- Fill in the participant's name and Social Security Number on the Spouse's Consent.
- Place your initials next to the plan(s) for which someone other than you is to be a Primary Beneficiary.
- Fill in your name and Social Security Number in the spaces provided.
- Sign and date the Spouse's Consent in the presence of a notary public, and have your signature notarized.

REMINDER: DO NOT SIGN THE SPOUSE'S CONSENT UNTIL YOU ARE IN THE PRESENCE OF A NOTARY PUBLIC

Final Unpaid Compensation and Benefits and Life Insurance Programs

Under the laws of the state in which you live, you may be entitled to some or all of the final compensation and benefits that would have been payable to your spouse, and you may be entitled to some or all of the life insurance proceeds payable upon your spouse's death. By completing the Spouse's Consent and initialing the line for Final Unpaid Compensation and Benefits and Life Insurance Programs, you agree to waive your right to some or all of these proceeds by agreeing that these proceeds are to be paid to the Primary Beneficiary(ies) listed on the *Beneficiary Designation Form* to the extent permitted by the laws of your state. Please note that in some states, your spouse does not need your consent to assign these benefits to someone other than you.

Pension Plan(s)

Federal law gives you the right to receive a special death benefit from the pension plan(s) if your spouse dies before you, unless your spouse chooses to give up this benefit and you agree to that choice. You have this right if your spouse has earned retirement benefits under the pension plan(s) and dies before he or she begins receiving those benefits. The special death benefit is called a "qualified preretirement survivor annuity" or "QPSA" benefit. Please see your spouse's pension plan SPD for details of the QPSA benefit that would be payable to you in the event of your spouse's death.

Spouse's Consent to Waiver of Certain Benefit Rights (continued)

Your right to the QPSA benefit, provided by federal law, cannot be taken away unless you agree to give up that benefit in whole or in part. Your choice must be voluntary. It is your personal decision whether you want to give up your right to the QPSA benefit.

You can agree to give up some or all of the QPSA benefit. If you do, the pension plan(s) will pay the survivor benefit (if any) to the surviving Primary Beneficiary(ies) listed on the *Beneficiary Designation Form*. For example:

- Your spouse, with your consent, could split the survivor benefit between you and his or her children.
- Your spouse, with your consent, could assign the entire survivor benefit to his or her children.

Savings Plan(s) and SOPs

Federal law states that you are entitled to the vested account balances in the participant's savings plan(s) and SOPs after the participant dies. Your right to the participant's vested account balances, provided by federal law, cannot be taken away unless you agree. If you agree, the participant may elect to have all or part of the vested account balances paid to someone else. For example:

- Your spouse, with your consent, could split the vested account balances between you and his or her children.
- Your spouse, with your consent, could assign all of the vested account balances to his or her children.

General Information

You cannot revoke the Spouse's Consent after you sign it. Your decision is final. However, if your spouse later revokes the *Beneficiary Designation Form*, then:

- You automatically become the sole Primary Beneficiary of the benefits.
- The Spouse's Consent that you signed automatically becomes null and void.
- Your spouse cannot name different Primary Beneficiary(ies) unless you sign a new Spouse's Consent.

(**Note:** In some states, your spouse may be able to assign Final Unpaid Compensation and Benefits and Life Insurance to someone other than you without your consent.)

You may lose your rights to some or all of the participant's benefits if you and your spouse become legally separated or divorced, even if you do not sign the Spouse's Consent. However, if you become legally separated or divorced, you might be able to get a special court order (which is called a qualified domestic relations order or "QDRO") that specifically protects your rights to receive benefits under the Pension Plan(s), the Savings Plan(s), or the SOPs. If you are thinking about separating or getting a divorce, you should get legal advice on your rights to benefits from these plans.



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BENEFICIARY DESIGNATION FORM (Form No. SN1020-SBC)

Please read the instructions for this form before completing. Print or type in BLACK ink. If you make a mistake, please complete a new form. You cannot make corrections on this form.

NAME: (Firs	t, MI, Last)			
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	•		spouse to be named as Primary Benef	ficiary for any of the plan(s)
			ent Waiver on Page 4 of this Beneficiar	
This ben	eficiary designat	ion applies to the foll	owing program(s) and revokes	any prior designation(s)
			ion 1 OR Option 2 below. Only o	
selected		(1)	,	
Option 1		e the same beneficiary(ies n to be distributed identica) for all programs in which you participally, check the box below.	ate and wish the proceeds
			ted below in Option 2). (Some plans ar ummary plan description for more infor	
Option 2	proceeds from the designation applie	programs to be distributed	r different programs or groups of progr d differently, check each program to wl eneficiary Designation Forms for each p nation.	hich this beneficiary
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Page 1 of 5

Date: _____ /____ /____

BENEFICIARY INFORMATION – All participants must complete this section

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Name of Trustee:					
Address of Trustee:					
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Bearing the date of:	. / / _	SI	igned by		
CUSTODIAN DESIGNATIO	ON				
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Spouse's Consent to Waiver of Certain Benefit Rights	
Participant's Name:	
Participant's Social Security Number:	
I am the spouse of the above-named Participant. I have read and understood this section Designation Form and the section of the instructions entitled "Important Information That a Should Read Before Completing the Spouse's Consent to Waiver of Certain Benefit Rights."	Participant's Spouse
Final Unpaid Compensation and Benefits and Life Insurance Programs By initialing the Final Unpaid Compensation and Benefits or Life Insurance line below understand that, under the laws of the state in which I reside, I may have the right to proceeds from these programs, and I agree to give up that right, and I further agree paid to the beneficiary(ies) listed on this <i>Beneficiary Designation Form</i> .	o claim a portion of the
Pension Plan(s) By initialing the Pension Plan(s) line below, I acknowledge that I understand that I had benefit from the Participant's pension plan(s) if the Participant dies before he or she retirement benefits, and I agree to give up my right to the QPSA benefit, and I furthe pension plan benefits paid to the beneficiary(ies) listed on this Beneficiary Designation	e begins receiving r agree to have the
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My consent to the Primary or Contingent Beneficiary(ies) listed on this <i>Beneficiary Designation</i> for the plans next to which I have placed my initials below.	ation Form is effective
Final Unpaid Compensation and Benefits	
Life Insurance(s)	
Pension Plan(s)	
Savings Plan(s)	
Stock Ownership Plan(s) [SOPs]	
I acknowledge that I cannot revoke this Spouse's Consent after I sign it. My decision is fir stand that if my spouse later revokes the <i>Beneficiary Designation Form</i> , then: I automatically will become the sole Primary Beneficiary of the benefits; This Spouse's Consent will automatically become null and void; and My spouse will not be permitted to name different Beneficiary(ies) unless I sign a new (Note: In some states, your spouse may be able to assign Final Unpaid Compensation Life Insurance to someone other than you without your consent.)	Spouse's Consent.
	Continues on next page.

Please provide: Particip	oant SSN		 -	SN1020-SBC (5/05) Page 4 of 5
Date:	/	/		F01

	Continuation of Spouse Consent to Waiver section
received from the plan(s) I have initialed above a	ent, I may receive less money than I would otherwise have and, if I am not listed as a Primary Beneficiary on this <i>Beneficiary</i> e plan(s) I have initialed above after my spouse dies.
I understand that I do not have to sign this agre-	ement. I am signing this agreement voluntarily.
Spouse's Name (please type or print)	Spouse's Social Security Number
	/ /
Spouse's Signature	 Date Signed

Notary Public		
STATE OF	(ss.)	
COUNTY OF		
SUBSCRIBED AND SWORN BEFORE ME, on this hand and official seal.	day of	, 20, to certify which, witness my
Notary Public		
My Commission expires:///		

Please mail your completed form (without the instructions) to:

SBC Pension and Savings Plan Service Center
P.O. BOX 420
LITTLE FALLS, NJ 07424

Please provide: P	articipant SSN		 	SN1020-SBC (5 /05) —— Page 5 of 5
Date:	/	/		F01

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