

**EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
AT&T INC.

CHARTER**

Purpose

The Executive Committee (the "Committee") is appointed by the Board of Directors of AT&T Inc. to act on behalf of the Board in the intervals between meetings of the Board. References in this Charter to "AT&T" or the "Company" shall be to AT&T Inc. and its consolidated subsidiaries unless the context requires otherwise.

Committee Membership

Except as otherwise provided by the Board of Directors, the members of the Committee shall be the Chairman of the Board and the Chairpersons of each of the Audit, Corporate Development and Finance, Governance and Policy and Human Resources Committees. The Chairman of the Board shall also act as the Chairman of the Committee. Upon election as the Chairman of the Board or the Chairperson of any of the foregoing Committees, a Director shall automatically become a member of this Committee (and Chairman of the Committee in the case of the Chairman of the Board) and shall serve until such person no longer holds a qualifying position or the person otherwise resigns or is removed by the Board from his or her position with this Committee. Committee members shall not have a fixed term.

Procedures

The Committee shall meet as often as it determines. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any consultant to the Committee. After the Committee meets or otherwise takes action, it shall, as soon as practicable, make a report of its activities at a meeting of the Board.

The Committee may form and delegate authority to subcommittees when determined by the Committee to be necessary or appropriate.

Committee Responsibilities and Authority

The Committee shall have the authority to exercise all the power and authority of the Board of Directors, to the extent permitted by law, during the intervals between meetings of the Board, including but not limited to the power and authority to declare a dividend or to authorize the issuance of stock.