

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____	
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☒		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>AT&T PUERTO RICO PENSION BENEFIT PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>007</u>
		1c	Effective date of plan <u>01/01/2007</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>AT&T INC.</u> <u>P.O. BOX 132160</u> <u>DALLAS, TX 75313-2160</u>	2b	Employer Identification Number (EIN) <u>43-1301883</u>
		2c	Plan Sponsor's telephone number <u>210-351-3333</u>
		2d	Business code (see instructions) <u>517000</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2017	LARRY RUZICKA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor AT&T SERVICES, INC. P.O. BOX 132160 DALLAS, TX 75313-2160	3b Administrator's EIN 74-2782655 3c Administrator's telephone number 210-351-3333
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 1293
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 944 6a(2) 897 6b 57 6c 286 6d 1240 6e 4 6f 1244 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 3H 3J b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
---	--

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>AT&T PUERTO RICO PENSION BENEFIT PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>AT&T INC.</u>	D Employer Identification Number (EIN) <u>43-1301883</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>24728000</u>
b Actuarial value	2b <u>25386000</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>62</u> <u>6007000</u> <u>6007000</u>
b For terminated vested participants.....	<u>292</u> <u>2707000</u> <u>2707000</u>
c For active participants.....	<u>945</u> <u>14692000</u> <u>15660000</u>
d Total.....	<u>1299</u> <u>23406000</u> <u>24374000</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.09 %</u>
6 Target normal cost.....	6 <u>1630000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/03/2017</u>
Signature of actuary		Date
<u>BRIAN J. WALKER, ASA, EA</u>		<u>17-06719</u>
Type or print name of actuary		Most recent enrollment number
<u>AON CONSULTING, INC.</u>		<u>214-989-2679</u>
Firm name		Telephone number (including area code)
<u>2711 NORTH HASKELL AVENUE 8TH FLOOR</u> <u>DALLAS, TX 75204</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 1.57%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.29%		0
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	104.15%
15	Adjusted funding target attainment percentage	15	104.15%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	112.09%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/15/2017	683000	0			
Totals ►			18(b)	683000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 618000
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21 Discount rate:			
a Segment rates:		1st segment: 4.43%	2nd segment: 5.91%
		3rd segment: 6.65%	☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 59
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			
Part VI	Miscellaneous Items		
24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No			
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No			
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No			
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.			27
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28 Unpaid minimum required contributions for all prior years			28 0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)			29 0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)			30 0
Part VIII	Minimum Required Contribution For Current Year		
31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)			31a 1630000
b Excess assets, if applicable, but not greater than line 31a			31b 1012000
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount			33
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)			34 618000
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)			36 618000
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)			37 618000
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)			38a 0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances			38b 0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)			39 0
40 Unpaid minimum required contributions for all years			40 0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected ☐ 2 plus 7 years ☐ 15 years			
b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011			
42 Amount of acceleration adjustment			42
43 Excess installment acceleration amount to be carried over to future plan years			43

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2016</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
---	---	---

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>AT&T PUERTO RICO PENSION BENEFIT PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>AT&T INC.</u>	D Employer Identification Number (EIN) <u>43-1301883</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: SBC MASTER PENSION TRUST

b Name of sponsor of entity listed in (a): AT&T INC.

c EIN-PN <u>43-1301883-020</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>24783000</u>
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <hr/> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
---	--	--

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan AT&T PUERTO RICO PENSION BENEFIT PLAN	B Three-digit plan number (PN) ►	007
C Plan sponsor's name as shown on line 2a of Form 5500 AT&T INC.	D Employer Identification Number (EIN) 43-1301883	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	683000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	24728000	24783000
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	24728000 25466000
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	24728000 25466000

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	683000
	(B) Participants	2a(1)(B)	
	(C) Others (including rollovers)	2a(1)(C)	
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	683000
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	0
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	0
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1597000
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2280000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1542000	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1542000
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1542000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		738000
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3987963. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
---	---	--

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>AT&T PUERTO RICO PENSION BENEFIT PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AT&T INC.</u>	D Employer Identification Number (EIN) <u>43-1301883</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>54</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☒ Both	☐ No
--	-----------------------------------	-----------------------------------	--	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: <u>37.0</u> % Investment-Grade Debt: <u>38.0</u> % High-Yield Debt: <u>2.0</u> % Real Estate: <u>10.0</u> % Other: <u>13.0</u> % b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII	IRS Compliance Questions
-----------------	---------------------------------

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

ACCOUNTANT'S OPINION AND FINANCIAL STATEMENTS

Schedule H, Line 3

PLAN NAME: AT&T PUERTO RICO PENSION BENEFIT PLAN

EIN: 43-1301883

PLAN NUMBER: 007

AT&T Inc. – AT&T Puerto Rico Pension Benefit Plan, Financial Statements, 12/31/2016.

**AT&T Pension Benefit Plan
AT&T Puerto Rico Pension Benefit Plan
Financial Statements**

Years Ended December 31, 2016 and 2015 with Report of Independent Auditors

AT&T Pension Benefit Plan and AT&T Puerto Rico Pension Benefit Plan

Financial Statements

Years Ended December 31, 2016 and 2015

Contents

Report of Independent Auditors.....	1
Financial Statements	
Statements of Net Assets Available for Benefits.....	2
Statements of Changes in Net Assets Available for Benefits.....	3
Notes to Financial Statements.....	4

Report of Independent Auditors

AT&T Inc.
Plan Administrator

We have audited the accompanying financial statements of both the AT&T Pension Benefit Plan and the AT&T Puerto Rico Pension Benefit Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the AT&T Pension Benefit Plan and the AT&T Puerto Rico Pension Benefit Plan at December 31, 2016 and 2015, and the changes in their financial status for the years then ended, in conformity with U.S. generally accepted accounting principles.

Ernst + Young LLP

September 12, 2017

Statements of Net Assets Available for Benefits
At December 31
(Dollars in Thousands)

	2016		2015	
	AT&T Pension Benefit Plan	AT&T Puerto Rico Pension Benefit Plan	AT&T Pension Benefit Plan	AT&T Puerto Rico Pension Benefit Plan
Assets				
Investments, at fair value				
Plan interest in SBC Master Pension Trust	\$ 51,244,572	\$ 24,783	\$ 50,542,031	\$ 24,728
Contributions receivable	-	683	175,000	-
Net assets available for benefits	<u>\$ 51,244,572</u>	<u>\$ 25,466</u>	<u>\$ 50,717,031</u>	<u>\$ 24,728</u>

See accompanying notes.

Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31
(Dollars in Thousands)

	2016		2015	
	AT&T Pension Benefit Plan	AT&T Puerto Rico Pension Benefit Plan	AT&T Pension Benefit Plan	AT&T Puerto Rico Pension Benefit Plan
Additions				
Net investment gain from Plan's interest in:				
SBC Master Pension Trust	\$ 3,556,141	\$ 1,597	\$ 743,593	\$ 63
Contributions	175,000	683	175,000	—
Total additions	3,731,141	2,280	918,593	63
Deductions				
Pension and death benefits	3,571,065	1,542	4,666,741	1,204
Total deductions	3,571,065	1,542	4,666,741	1,204
Net increase (decrease) before transfers	160,076	738	(3,748,148)	(1,141)
Transfers due to Mandatory Portability Agreement (<i>Note 1</i>)	(647)	—	(1,827)	—
Transfers of spinoff plans (<i>Note 1</i>)	(2,184)	—	(6,495)	—
Transfer of plan merger (<i>Note 1</i>)	370,296	—	—	—
Net assets available for benefits, beginning of year	50,717,031	24,728	54,473,501	25,869
Net assets available for benefits, end of year	\$ 51,244,572	\$ 25,466	\$ 50,717,031	\$ 24,728

See accompanying notes

1. Plan Descriptions

This report includes the AT&T Pension Benefit Plan (AT&T Plan) and the AT&T Puerto Rico Pension Benefit Plan (PR Plan) (collectively, the Pension Plans) of AT&T Inc. (AT&T) which participate in the SBC Master Pension Trust (MPT). The following descriptions of the AT&T Plan and the PR Plan provide general information. The Pension Plans are summarized in the Summary Plan Descriptions, which have been distributed to all participants. Specific details of the Pension Plans' provisions are contained in the official plan documents, which may be examined without charge, by participants or beneficiaries at the participant's benefit office. Plan participants or beneficiaries may obtain copies of the plan document by writing to the Plan Administrator at the following address: AT&T Services, Inc., ATTN: Plan Documents, P.O. Box 132160, Dallas, TX 75313-2160. There may be a charge for copying the document. The Pension Plans are subject to the provisions of the Employee Retirement Income Security Act of 1974 as amended (ERISA).

Pursuant to the Mandatory Portability Agreement (Agreement), participants covered by the Agreement may transfer their accumulated interest in the Pension Plans to and from other plans sponsored by companies outside of the AT&T-controlled group that were part of the Bell System before its divestiture in 1984.

In 2015, as a result of the sale of AT&T's Connecticut operations, approximately \$6,495 of retirement assets was transferred from the AT&T plan to the successor plan. In April 2016, an additional \$2,184 was transferred to the successor plan.

On November 30, 2016, as a result of the merger of AT&T and DIRECTV, the DIRECTV Pension Plan was merged into the AT&T Pension Benefit Plan. Approximately \$409,786 of accumulated plan benefits and \$370,296 of plan assets were transferred into the AT&T Plan.

AT&T Pension Benefit Plan

The AT&T Plan is a noncontributory qualified defined benefit pension plan covering substantially all U.S. bargained and nonbargained employees of the participating subsidiaries of AT&T. Employees of participating subsidiaries are eligible to participate in the AT&T Plan if they meet the eligibility requirements for the underlying applicable program, which are discussed below.

At December 31, 2016 and 2015, the AT&T Plan's assets are invested in the MPT (see Note 9).

The AT&T Plan maintains the following programs, under which participants' benefits are calculated based on the plan from which they were merged:

- The Bargained Cash Balance Program maintains benefits for various collective bargaining units that have negotiated for their members to receive this specific cash balance form of pension benefit, but excludes new hires from certain collective bargaining units beginning August 8, 2009.
- The Bargained Cash Balance Program #2 maintains benefits for various collective bargaining units that have negotiated for their members to receive this specific cash balance form of pension benefit and includes a substantial majority of bargained employees hired after August 8, 2009.
- The Southwest Program maintains benefits for various collective bargaining units that have negotiated for their members to receive this pension benefit and covers participants employed by a Southwest Participating Company, as defined by the AT&T Plan, but excludes most new hires after various negotiated dates beginning August 8, 2009.
- The Nonbargained Program maintains benefits of certain nonbargained participants (with the exception of those programs mentioned below, which cover nonbargained participants) of the AT&T Plan who are employed by a Nonbargained Participating Company, as defined by the AT&T Plan, and who were hired prior to January 1, 2007. The Nonbargained Program also contains benefits of certain individuals who were formerly employees of Ameritech Publishing Ventures, Inc. (APVI) and whose benefit was frozen in 1993.
- The West Program maintains benefits for various collective bargaining units that have negotiated for their members to receive this pension benefit and covers participants employed by a West Participating

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

Company, as defined by the AT&T Plan, but excludes most new hires after various negotiated dates beginning August 8, 2009.

- The East Program maintains benefits for various collective bargaining units that have negotiated for their members to receive this pension benefit and covers participants employed by an East Participating Company, as defined by the AT&T Plan but excludes most new hires after various negotiated dates beginning August 8, 2009.
- The Midwest Program maintains benefits for various collective bargaining units that have negotiated for their members to receive this pension benefit and covers participants employed by a Midwest Participating Company, as defined by the AT&T Plan, but excludes most new hires after various negotiated dates beginning August 8, 2009. The Midwest Program also contains benefits of certain individuals who were formerly employees of Ameritech Publishing Ventures, Inc. (APVI) and whose benefit was frozen in 1993.
- The Mobility Program maintains benefits of (i) all U.S. nonbargained employees hired prior to January 1, 2006, employed by a Mobility Participating Company and (ii) bargained participants whose collective bargaining units have negotiated for their members to receive this pension benefit, and covers participants employed by a Mobility Participating Company, as defined by the AT&T Plan, but excludes most new hires after various negotiated dates beginning January 1, 2010.
- The AT&T Legacy Management Program maintains benefits of certain nonbargained employees hired prior to January 1, 2007, employed by an AT&T Legacy Management Participating Company, as defined by the AT&T Plan.
- The Mobility Bargained Program maintains benefits for various collective bargaining units that have negotiated for their members to receive this pension benefit and covers participants employed by a Mobility Bargained Participating Company, as defined by the AT&T Plan, but excludes most new hires after various negotiated dates beginning January 1, 2009.
- The Management Cash Balance Program maintains benefits of specified nonbargained employees of the AT&T Controlled Group, as defined by the AT&T Plan, generally hired on or after January 1, 2007 (except for certain AT&T Mobility Services, LLC employees hired on or after January 1, 2006). This Program was frozen to new hire managers effective January 1, 2015.
- The Southeast Management Program maintains benefits for certain nonbargained employees hired prior to January 1, 2007, employed by a Southeast Management Participating Company, as defined by the AT&T Plan.
- The Southeast Program maintains benefits for various collective bargaining units that have negotiated for their members to receive this pension benefit and covers participants employed by a Southeast Participating Company, as defined by the AT&T Plan but excludes most new hires after various negotiated dates beginning August 8, 2009.
- The AT&T Legacy Bargained Program maintains benefits for various collective bargaining units that have negotiated for their members to receive this pension benefit and covers participants employed by an AT&T Legacy Bargained Participating Company, as defined by the AT&T Plan, but excludes most new hires after various negotiated dates beginning August 8, 2009.

Bargained Cash Balance Program

Under the Bargained Cash Balance Program, employee pension benefits are calculated using a cash balance formula applying a percentage of pay that is credited to a hypothetical account that accrues interest at a market rate based on the yield on 30-year U.S. Treasury securities.

Employees of certain collectively bargained units become eligible to participate in the Bargained Cash Balance Program if they have completed one year of service and are vested after five years of service (effective January 1, 2010, for active employees, three years of service). Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a lump sum, life annuity, or joint and survivor annuity in accordance with the terms of the AT&T Plan.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

Bargained Cash Balance Program #2

Under the Bargained Cash Balance Program #2, employee pension benefits are calculated using a cash balance formula applying a percentage of pay based on age plus 2% supplemental credits of pay that exceeds the Social Security Wage Base, which is credited to a hypothetical account that accrues 4.5% interest.

Employees become eligible to participate in the Bargained Cash Balance Program #2 if they have completed one year of service and are vested after three years of service. Once vested and following a termination of employment, employees may generally elect to receive their benefit in the form of an annuity or a joint and survivor annuity (and for certain bargained groups a lump sum) in accordance with the terms of the AT&T Plan.

Southwest Program

Under the Southwest Program, employee pension benefits for bargained employees are generally calculated using a pension benefit formula based on a flat dollar amount per year of service according to job classification.

Employees of certain collectively bargained units become eligible to participate in the Southwest Program if they have completed one year of service and are vested after five years of service (effective January 1, 2010, for active employees represented by certain, but not all, collective bargaining agreements, three years of service). Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a lump sum, life annuity, or joint and survivor annuity in accordance with the terms of the AT&T Plan.

Nonbargained Program

At December 31, 2004, the nonbargained employees' pension calculation formula was a cash balance plan formula, with a minimum benefit based upon a stated percentage of employees' adjusted career income. A nonbargained employee's pension benefit was the greater of the amount calculated under (i) the cash balance or defined lump sum formula or (ii) the traditional benefit formula. The Nonbargained Program was amended, effective January 15, 2005, to freeze benefit accruals under the cash balance and defined lump sum benefit formulas and to require that all future benefit accruals be based upon the plan's traditional pension formula (i.e., a stated percentage of an employee's adjusted career income). Each nonbargained employee's existing cash balance or defined lump sum will continue to earn interest at a variable annual market rate based on 30-year U.S. Treasury securities.

The program is limited to eligible employees hired prior to January 1, 2007. Employees are vested after five years of service (effective January 1, 2010, for active employees, three years of service). Once vested and following a termination of employment, employees may elect to receive the portion of their previous pension benefit derived under the cash balance or defined lump sum as a lump sum or an annuity. The remaining pension benefit, if any, will be paid as a joint and survivor annuity, or life annuity if its value exceeds a stated monthly amount in accordance with the terms of the AT&T Plan.

Effective January 1, 2013, this program document was restructured to include benefits previously provided under the Midwest Publishing Ventures Program document, which was eliminated.

West Program

Under the West Program, employee pension benefits are generally calculated using a pension benefit formula based on a flat dollar amount per year of service according to job classification.

Employees of certain collectively bargained units become eligible to participate in the West Program if they have completed one year of service and are vested after five years of service. Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a lump sum if elected within the applicable time period specified under the AT&T Plan, life annuity, or joint and survivor annuity in accordance with the terms of the AT&T Plan.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

East Program

Under the East Program, employee pension benefits are generally calculated using a cash balance formula applying basic benefit credits determined based on pay and service category and promotion credits where applicable, which are credited to a hypothetical account that accrues interest determined based on a negotiated interest crediting rate 4% and for employees employed on or after August 8, 2009, the annual market rate based on 30-year U.S. Treasury securities.

Employees of certain collectively bargained units become eligible to participate in the East Program if they have completed one year of service and are vested after five years of service (effective January 1, 2010, for active employees, three years of service). Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a lump sum, life annuity, joint and survivor annuity, life annuity with a lump sum to surviving spouse or estate, or a combination of lump sum and life annuity in accordance with the terms of the AT&T Plan.

Midwest Program

Under the Midwest Program, employee pension benefits are generally calculated using a pension benefit formula based on a flat dollar amount per year of service according to job classification.

Employees of certain collectively bargained units become eligible to participate in the Midwest Program if they have completed one year of service after attaining age 21 and are vested after five years of service. Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a lump sum, life annuity, or joint and survivor annuity in accordance with the terms of the AT&T Plan.

Effective January 1, 2013, this program document was restructured to include benefits previously provided under the Midwest Publishing Ventures Program document, which was eliminated.

Mobility Program

Under the Mobility Program, employee pension benefits are generally calculated using a cash balance formula applying basic benefit credits determined based on pay, which are credited to a hypothetical account that accrues interest at a market rate based on the yield on 30-year Treasury securities.

Employees of certain collectively bargained units become eligible to participate in the Mobility Program if they have completed one year of service and are vested after five years of service (effective January 1, 2010, for active employees, three years of service). Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a lump sum, life annuity, or joint and survivor annuity in accordance with the terms of the AT&T Plan.

The Mobility Bargained Program also maintains benefits accrued under the Southern New England Telephone (SNET) bargaining units in the Communications Workers of America (CWA) District 1 and members of the Pacific Bell Wireless Facilities bargaining unit in the CWA District 9. Benefits accrued under District 1 ceased December 31, 2005, and benefits accrued under District 9 ceased December 31, 2002. Accrued benefits will be administered pursuant to the provisions of the AT&T Plan.

AT&T Legacy Management Program

Under the AT&T Legacy Management Program, employee pension benefits are generally calculated under a cash balance formula calculated as basic credits as a percentage of pay based on an age credit factor plus supplemental credits of pay (again based on an age credit factor) that exceeds the Social Security Wage Base, which is credited to a hypothetical account that accrues interest at an annual rate of 4%. Participants on an active roll of a participating company at January 1, 1997, also participate in a frozen pension formula that provides for a minimum pension benefit based on a formula that included pensionable compensation and net credit service through July 31, 1997, or a

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

formula based on an average annual pensionable compensation for a three-year pay base averaging period through December 1996. Participants with a greater annuity benefit from prior plan formulas will receive the greater amount.

The program is limited to eligible employees hired prior to January 1, 2007. Employees are vested after five years of service (effective January 1, 2010, for active employees, three years of service). Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a life annuity or joint and survivor annuity in accordance with the terms of the AT&T Plan. However, the participant can instead elect to receive a lump sum amount up to a certain threshold, with the remainder paid as an annuity.

Mobility Bargained Program

Under the Mobility Bargained Program, employee pension benefits are generally calculated using a pension benefit formula based on a flat dollar amount per year of service according to job classification. Employees of certain collectively bargained units become eligible to participate in the Mobility Bargained Program if they have completed one year of service and are vested after five years of service. Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a life annuity or joint and survivor annuity, and in some limited cases a lump sum, in accordance with the terms of the AT&T Plan.

Management Cash Balance Program

Under the Management Cash Balance Program, employee pension benefits are calculated using a cash balance formula applying basic credits as a percentage of pay based on an age credit factor, plus 2% supplemental credits of pay that exceeds the Social Security Wage Base, which is credited to a hypothetical account that accrues 4.5% interest.

Employees become eligible to participate in the Management Cash Balance Program if they have completed one year of service and are vested after three years of service. Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a life annuity or joint and survivor annuity in accordance with the terms of the AT&T Plan.

Southeast Management Program

Under the Southeast Management Program, employee pension benefits are generally calculated using a cash balance formula calculated as basic credits as a percentage of pay based on service plus 3% supplemental credits of pay that exceeds the Social Security Wage Base, which is credited to a hypothetical account that accrues interest at a market rate based on the yield on 30-year Treasury securities. Certain specified participants as of June 30, 1993, also participate in a frozen pension formula that provides a minimum pension benefit based on a formula that included pensionable compensation through June 30, 1993, and net credited service through December 31, 2005. Participants with an accrued benefit from the prior plan formula will receive the greater amount.

The program is limited to eligible employees hired prior to January 1, 2007. Employees are vested after three years of service. Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a lump sum, life annuity, or joint and survivor annuity in accordance with the terms of the AT&T Plan.

Southeast Program

Under the Southeast Program, employee pension benefits are generally calculated using a cash balance formula based on credits, determined by reference to pension bands that are credited to a hypothetical account that accrues interest at a market rate based on the yield on 30-year U.S. Treasury securities. Benefits prior to January 1, 1999, remain under the traditional dollar per year of service annuity pension formula.

Employees of certain collectively bargained units become eligible to participate in the Southeast Program immediately and are vested after five years of service (effective January 1, 2010, for active employees, three years of service). Once vested and following a termination of employment, employees may elect to receive their benefit in

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

the form of a lump sum, life annuity, joint and survivor annuity, or a combination of lump sum and annuity in accordance with the terms of the AT&T Plan.

AT&T Legacy Bargained Program

Under the AT&T Legacy Bargained Program, employee pension benefits are generally calculated using a cash balance formula based on credits, determined by reference to pension bands that are credited to a hypothetical account that accrues interest at an annual rate of 4% or the annual market rate based on the yield of 30-year U.S. Treasury securities, depending upon the provisions of the applicable bargaining agreement. Certain participants who met certain eligibility requirements as of September 30, 1998, are generally eligible for a traditional dollar per year of service annuity pension formula (and receive the greater of this traditional formula and the cash balance benefit).

Employees of certain collectively bargained units become eligible to participate in the AT&T Legacy Bargained Program immediately upon attainment of age 21 and are vested after five years of service (effective January 1, 2010, for active employees, three years of service). Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a lump sum, life annuity, or joint and survivor annuity in accordance with the terms of the AT&T Plan.

DIRECTV Program

The DIRECTV Program covers many of the employees of DIRECTV and certain subsidiary companies and, provides benefits to be paid to eligible employees or their beneficiaries upon retirement. Certain participants, who elected to contribute prior to July 1, 2010, are eligible to receive a contributory benefit, while all other participants are eligible for a noncontributory benefit. In addition, some participants are eligible for a cash balance benefit. In connection with the July 2015 merger, DIRECTV became a wholly-owned subsidiary of AT&T.

Effective December 1, 2001, the Plan established a cash balance alternative. Employees with a noncontributory benefit will receive the greater of their existing noncontributory benefit or the new cash balance benefit. Effective December 1, 2006, all DIRECTV employees, including certain Customer Call Center employees who had not previously participated in the Plan, were eligible to become Plan participants and accrue cash balance benefits, after completing one year of service. Effective December 1, 2007, the cash balance crediting rate for all new participants changed from a range of 2% to 4%; to rates of 3%, 3.5%, and 4% depending on years of vesting service.

AT&T Puerto Rico Pension Benefit Plan

The PR Plan is a noncontributory qualified defined benefit pension plan covering substantially all bargained and nonbargained employees (hired prior to certain dates, as discussed below) of the participating subsidiaries of AT&T who reside in the Commonwealth of Puerto Rico. Effective January 1, 2012, no new employees can enter the Plan. Employees of participating subsidiaries are eligible to participate in the PR Plan if they meet the eligibility requirements for the underlying applicable program, which are discussed below.

At December 31, 2016 and 2015 the PR Plan's assets are invested in the MPT (see Note 9).

The PR Plan maintains the following programs, under which participants' benefits are calculated based on the plan from which they merged:

- The AT&T Legacy Management Program maintains benefits for management employees hired prior to January 1, 2007 who are residents of the Commonwealth of Puerto Rico. AT&T Corporation (ATTC) originally established the AT&T Management Pension Plan effective October 1, 1980, covering management employees of ATTC and its subsidiaries. Effective December 31, 2006, the participants in that plan, and their respective beneficiaries and alternate payees, who were residents of the Commonwealth of Puerto Rico were transferred to a new plan, which at the time was known as the AT&T Puerto Rican

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

Pension Benefit Plan, AT&T Legacy Management Program, and AT&T became the Plan Sponsor.

Effective January 1, 2009, this plan was renamed the AT&T Puerto Rico Pension Benefit Plan (PR Plan).

- The AT&T Legacy Bargained Program (formerly the AT&T Pension Plan) maintains benefits of specified bargained employees hired prior to August 9, 2009 who are residents of the Commonwealth of Puerto Rico of participating companies as defined by the PR Plan.
- The Mobility Program maintains benefits of all employees hired prior to January 1, 2006 for nonbargained employees and January 1, 2012 for bargained employees on the Puerto Rico payroll of a subsidiary of AT&T Mobility Services, LLC, formerly Cingular Wireless Services, LLC (Mobility).

AT&T Legacy Management Program

Under the AT&T Legacy Management Program, employee pension benefits are calculated under a cash balance formula calculated as basic credits as a percentage of pay based on an age credit factor plus supplemental credits of pay (again based on an age credit factor) that exceeds the Social Security Wage Base, which is credited to a hypothetical account that accrues interest at an annual rate of 4%. Participants on an active roll of a participating company at January 1, 1997, also participate in a frozen pension formula that provides for a minimum pension benefit based on a formula that included pensionable compensation and net credit service through July 31, 1997, or a formula based on an average annual pensionable compensation for a three-year pay base averaging period through December 1996. Participants with a greater annuity benefit from prior plan formulas will receive the greater amount. The program is limited to eligible employees hired prior to January 1, 2007. Employees are vested after five years of service (effective January 1, 2010, for active employees, three years of service). Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a life annuity or joint and survivor annuity in accordance with the terms of the PR Plan. However, the participant can instead elect to receive a lump sum amount up to a certain threshold, with the remainder paid as an annuity.

AT&T Legacy Bargained Program

Under the AT&T Legacy Bargained Program, employee pension benefits are calculated under a cash balance formula based on credits, determined by reference to pension bands that are credited to a hypothetical account that accrues interest at an annual rate of 4%. Certain participants who met certain eligibility requirements as of September 30, 1998, are generally eligible for a traditional dollar per year of service annuity pension formula (and receive the greater of this traditional formula and the cash balance benefit).

The program is limited to employees hired prior to August 9, 2009. Employees are vested after five years of service (effective January 1, 2010, for active employees, three years of service). Once vested and following a termination of employment, employees may elect to receive their benefit in the form of a lump sum, life annuity, or joint and survivor annuity in accordance with the terms of the PR Plan.

Mobility Program

Under the Mobility Program employee pension benefits are generally calculated as a percentage of pay, which is credited to a hypothetical account that accrued interest at a market rate based on the yield on 30-year U.S. Treasury securities. The program is limited to eligible employees hired prior to January 1, 2006 for management employees and prior to January 1, 2012 for bargained employees. Employees are vested after five years of service; however, effective January 1, 2010, for active employees, three years of service. If a participant reaches normal retirement age, dies or becomes disabled while still employed by Mobility and prior to attaining vested status, the participant would become fully vested at that time.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

2. Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP). GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Benefits are recorded when paid.

Investment Valuation

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management believes that the portfolio is well-diversified with no significant concentrations of risk. See Note 3 for further discussion.

Investments in securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the year. If no sale was reported on that date, they are valued at the last reported bid price. Investments in securities not traded on a national securities exchange are valued using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows. Over-the-counter (OTC) securities and government obligations are valued at the bid price or the average of the bid and ask price on the last business day of the year from published sources where available and, if not available, from other sources considered reliable. Depending on the types and contractual terms of OTC derivatives, fair value is measured using valuation techniques, such as the Black-Scholes option pricing model, simulation models, or a combination of various models.

Common/collective trust funds, pooled separate accounts, non-publicly traded registered investment companies, partnership/joint venture interests, real estate funds, and other interest bearing and commingled (103-12) investment entities are valued at the net asset values of units held at year-end.

Alternative investments not having an established market are valued at fair value as determined by the investment managers. Real estate and natural resource direct investments are valued either at amounts based upon appraisal reports prepared by independent third-party appraisers or at amounts as determined by internal appraisals performed by the investment manager, which have been reviewed by an external valuation consultant.

Corporate, U.S. Government, and other bonds and note valuation is based upon pricing provided by an external pricing service when such pricing is available. In the event a security is too thinly traded or narrowly held to be priced by such a pricing service, or the price furnished by such external pricing services is deemed inaccurate, the managers will then solicit broker/dealer quotes (spreads or prices). In cases where such quotes are available, fair value will be determined based solely upon such quotes provided. Managers will typically use a pricing matrix for determining fair value in cases where an approved pricing service or a broker/dealer is unable to provide a fair valuation for specific fixed-rate securities such as many private placements. New fixed-rate securities will be initially valued at cost at the time of purchase. Thereafter, each bond will be assigned a spread from a pricing matrix that will be added to current Treasury rates. The pricing matrix derives spreads for each bond based on external market data, including the current credit rating for the bonds, credit spreads to Treasuries for each credit rating, sector add-ons or credits, issue specific add-ons or credits as well as call or other options.

In substantiating the reasonableness of the pricing data provided by third parties, the general partner or fund manager evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments and overall credit ratings. The Company meets with and monitors the performance of the fund managers on a periodic

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

basis throughout the year. These estimated fair values may differ significantly from the values that would have been used had a ready market for these investments existed, and such differences could be material.

The Preferred Interests (as defined and discussed later in this Note under *Contributions and Actuarial Method*) is appraised by an independent investment manager using generally accepted methods of analysis. A discounted cash flow (DCF) model of the Preferred Interests' expected distribution and option settlement proceeds is developed. It considers the credit quality of Mobility and the Preferred Interests, the potential timing of put or call option exercises, the liquidity of the Preferred Interests, the potential settlement of the Preferred Interests with AT&T unregistered common shares, and the cap on the number of AT&T shares that AT&T has committed to use in an option settlement (Capped Number of AT&T Shares). The investment manager further analyzes the DCF model with methods it deems appropriate. For example, in recognition of the uncertainty of the date on which an option may be exercised for the Preferred Interests, the investment manager uses the Black-Dermon-Toy (BDT) binomial lattice to see how sensitive the DCF result is to the assumed exercise date. The investment manager also uses Monte Carlo simulation to model future movements of AT&T's stock price and short term interest rates on a stochastic basis to determine the potential of the Capped Number of AT&T Shares to impact the valuation of the Preferred Interests.

Purchases and sales of securities are recorded as of the trade date. Realized gains and losses on sales of securities are determined on the basis of average cost. Interest income is recognized on the accrual basis. Dividend income is recognized on the ex-dividend date.

Non-interest bearing cash and overdrafts are valued at cost, which approximates fair value.

Recent Accounting Standards

In February 2017, the Financial Accounting Standards Board issued Accounting Standards Update No. 2017-06 "Employee Benefit Plan Master Trust Reporting" (ASU 2017-06). ASU 2017-06 requires plans to report interests in a master trust and changes in the value of that interest as separate line items on the plan's financial statements. The plans must also disclose the master trust's investments by general type as well as other assets and liabilities and disclose the dollar amount of the plan's interest in each category disclosed. The new standard is effective for fiscal years beginning after December 15, 2018 with retrospective application. Early adoption is permitted. Management is currently evaluating this updated guidance.

Contributions and Actuarial Method

Contributions to the Pension Plans are determined on a going-concern basis by an actuarial cost method known as the unit credit method. Under this method, benefits are estimated at each decrement age using service and earnings as of the valuation date, such that accumulated net assets of the Pension Plans (including future investment earnings and contributions as estimated by the enrolled actuary) should be sufficient to pay all future benefits for current and former employees and their beneficiaries at the time those benefits become payable. The actual return on investments (when positive) of the Pension Plans serves to reduce future contributions that would otherwise be required to provide the defined level of benefits. The assumed valuation interest rate utilized for the calculation of contribution levels are presented below:

	2016	2015
Effective interest rate:		
AT&T Pension Benefit Plan	5.87%	6.05%
AT&T Puerto Rico Pension Benefit Plan	5.88%	6.09%

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

On September 9, 2013 (Contribution Date), AT&T made a voluntary contribution of 320 million Series A Cumulative Perpetual Preferred Membership Interests (Preferred Interests) in AT&T Mobility II LLC (Mobility), the holding company for its wireless business, to the MPT, which was allocated in its entirety to the AT&T Plan and is accounted for as an equity investment. The MPT is entitled to receive cumulative cash distributions from Mobility of \$560,000 per annum, which will be distributed quarterly in equal amounts and will be accounted for as investment income. In addition, AT&T contributed \$175,000 in cash at the Contribution Date and committed to the Department of Labor (DOL) to contribute an additional \$525,000 in cash over a three-year period beginning in 2015. The contributions were completed in 2016.

The Preferred Interests are transferable only through their call and put features. The call option gives AT&T and Mobility the right to purchase from the MPT all or any portion of the Preferred Interests, at a price per Preferred Interests equal to the greater of the fair market value of the Preferred Interests or \$25.00 plus any accrued and unpaid cumulative dividends (Option Price), at any time and from time to time: (1) during the 12 month period following the date AT&T issues an annual report reflecting that the AT&T Plan is fully funded as determined under U.S. GAAP and calculated including the fair market value of the Preferred Interests; (2) on or after a Change of Control of Mobility (AT&T's ownership of Mobility is less than 50% or there is a transaction that results in the transfer of 50% or more of AT&T Plan's liabilities or the MPT's assets to an entity not under common control with AT&T); or (3) on or after the fifth anniversary of the Contribution Date. The put option gives the MPT the right to require Mobility to purchase the Preferred Interests, at a price per Preferred Interests equal to the Option Price, at any time and from time to time on or after the earlier of: (1) the first date that the ratio of debt to total capitalization of Mobility exceeds that of AT&T; (2) the date on which AT&T is rated below investment grade for two consecutive calendar quarters by at least two of the following rating agencies: Standard & Poor's Rating Services, Moody's Investor Services, Inc., or FitchRatings, Inc.; (3) upon a Change of Control of Mobility; or (4) the seventh anniversary of the Contribution Date; provided, however, that except in the event of a Change of Control of Mobility, AT&T will not be required to purchase more than 106,666,667 Preferred Interests in any 12 month period. In the event AT&T elects or is required to purchase the preferred equity interest, AT&T may elect to settle the purchase price in cash or shares of AT&T unregistered common stock or a combination thereof.

On September 9, 2013, the DOL published a proposed exemption that authorizes retroactive approval of this voluntary contribution. The proposal was open for public comment and was approved retroactively by the DOL on July 24, 2014. The Preferred Interests had a value of \$9,104,000 on the Contribution Date and were valued at \$8,476,800 and \$8,713,600 as of December 31, 2016 and 2015.

The Pension Plans have met the ERISA minimum funding requirements for 2016 and 2015.

Actuarial Present Values of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump sum distributions that are attributable under the Pension Plans' provisions to the service that employees have rendered to AT&T's participating subsidiaries as of the valuation date. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries; (b) beneficiaries of deceased employees; and (c) present employees or their beneficiaries. The accumulated plan benefits for active employees are based on census data and the plan provisions in effect at the end of the plan year. Benefits payable upon retirement, death, disability, or withdrawal are included to the extent that they are deemed attributable to employee service rendered as of the valuation date.

The actuarial present value of accumulated plan benefits is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant assumptions used to

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

determine the actuarial present values of accumulated plan benefits as of December 31, 2016 and December 31, 2015 include (a) rates of retirement, withdrawal, and disability based on experience studies of participating subsidiary employees; (b) rates of mortality based on RP-2014 Combined Healthy Mortality Table (fully generational) with projection Scale MP-2016; (c) the following interest rates:

	<u>2016</u>	<u>2015</u>
Expected Return on Assets:		
AT&T Pension Benefit Plan	6.75%	7.00%
AT&T Puerto Rico Pension Benefit Plan	6.75%	7.00%

The foregoing actuarial assumptions are based on the presumption that the Pension Plans will continue. Were the Pension Plans to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

3. Fair Value Measurements

Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurement* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Pension Plans have the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets and liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted market prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

- Fair value is often based on internally developed models in which there are few, if any, external observations.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs.

The valuation methodologies described in Note 2 may produce a fair value calculation that may not be indicative of net future realizable value or reflective of future fair values. The use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There have been no changes in the methodologies used at December 31, 2016 and 2015.

See Note 9 for the fair value hierarchy for the MPT investments.

4. Accumulated Plan Benefits

The Pension Plans' actuarial present value of accumulated plan benefits as of December 31, 2016 and 2015 presented below were determined using a discount rate of 6.75%. The Pension Plans use the expected rate of return on plan assets as a basis for determining the interest rate assumption.

The actuarial present values of the Pension Plans' accumulated plan benefits at December 31, 2016 and 2015 are presented below:

	AT&T Puerto Rico	
	AT&T Pension	Pension Benefit
December 31, 2016	Benefit Plan	Plan
Vested benefits:		
Participants currently receiving payments	\$21,604,195	\$6,430
Other participants	19,890,740	17,067
Nonvested benefits	1,649,802	981
Total	\$43,144,737	\$24,478

	AT&T Puerto Rico	
	AT&T Pension	Pension Benefit
December 31, 2015	Benefit Plan	Plan
Vested benefits:		
Participants currently receiving payments	\$21,865,825	\$5,766
Other participants	18,893,731	15,988
Nonvested benefits	1,741,248	902
Total	\$42,500,804	\$22,656

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

The significant changes in the Pension Plans accumulated plan benefits between the December 31, 2015 and December 31, 2016 actuarial valuations are as follows:

	AT&T Pension Benefit Plan	AT&T Puerto Rico Pension Benefit Plan
Actuarial present value of accumulated plan benefits as of December 31, 2015	\$42,500,804	\$22,656
Increase (decrease) during the year attributable to:		
Increase due to decrease in discount period	2,854,522	1,533
Plan amendments	(20,869)	-
Merger of DIRECTV plan	409,786	-
Change in lump sum conversion rate	373,315	(199)
Change in mortality scale	(538,186)	(111)
Additional benefits earned and experience gains/losses	751,256	1,713
Benefits paid	(3,568,090)	(1,542)
Change in retirement/termination assumptions	(457,401)	(156)
Change in discount rate to 6.75%	839,600	584
Net increase	643,933	1,822
Actuarial present value of accumulated plan benefits as of December 31, 2016	<u>\$43,144,737</u>	<u>\$24,478</u>

For reporting in the plan sponsor's financial statements, AT&T uses an interest rate that reflects the hypothetical rate at which the obligations could be effectively settled or paid to participants, which is based on a range of factors, including a yield curve composed of the rates of return on several hundred high-quality, fixed income corporate bonds, and the related expected duration for the obligations. The projected benefit obligation also includes assumptions regarding future compensation levels. At December 31, 2016, the projected benefit obligation for the plan sponsor was determined using an interest rate of 4.40%, resulting in an obligation of \$56,149,591 for the AT&T Plan and \$33,348 for the PR Plan. At December 31, 2015, the projected benefit obligation for the plan sponsor was determined using an interest rate of 4.60%, resulting in an obligation of \$54,950,680 for the AT&T Plan and \$31,054 for the PR Plan.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

The significant changes in the Pension Plans accumulated plan benefits between the December 31, 2014 and December 31, 2015 actuarial valuations are as follows:

	AT&T Pension Benefit Plan	AT&T Puerto Rico Pension Benefit Plan
Actuarial present value of accumulated plan benefits as of December 31, 2014	\$43,994,441	\$20,839
Increase (decrease) during the year attributable to:		
Increase due to decrease in discount period	2,919,037	1,417
Plan amendments	265,712	9
Change in lump sum conversion rate	(358,444)	(88)
Change in mortality scale	(593,370)	(121)
Additional benefits earned and experience gains/losses	938,765	1,804
Benefits paid	(4,666,741)	(1,204)
Change in percent married assumption	1,404	-
Net increase	(1,493,637)	1,817
Actuarial present value of accumulated plan benefits as of December 31, 2015	\$42,500,804	\$22,656

The change due to plan amendments for 2015 includes updates to reflect an Enhanced Pension Offer that was provided to certain Management employees in 2015 (see Note 5).

5. Voluntary Enhanced Pension and Retirement Benefit Programs

In December 2014, AT&T offered an opportunity for certain management employees who were retirement eligible as of March 31, 2015 to elect an enhanced, full lump sum payment option of their accrued pension if they retired on or before March 31, 2015. The lump sum value totaled approximately \$1,200,000 and was distributed in 2015.

6. Tax Status

The AT&T Plan filed for a determination letter on January 21, 2014, pursuant to the IRS Cycle C determination letter filing process, and the AT&T Plan received a determination letter from the IRS dated June 10, 2014 stating that the AT&T Plan is qualified under Section 401(a) of the Internal Revenue Code (IRC) and, therefore, that the related trust is exempt from taxation.. Subsequent to this determination by the IRS, this plan was amended and restated. The PR Plan filed for a new determination letter on April 30, 2013, again pursuant to the IRS Cycle C determination letter filing process, and AT&T received a determination letter from the IRS dated September 8, 2015. Subsequent to this determination by the IRS, this plan was amended. Once qualified, the Pension Plans are required to operate in conformity with the IRC to maintain their qualification. The plan administrator has indicated that it will take the necessary steps, if any, to maintain the Pension Plans' operations into compliance with the IRC.

The PR Plan has also received a determination letter from the Commonwealth of Puerto Rico's Department of Treasury (Treasury) dated February 26, 2015, stating that the Plan is qualified under Section 1081.01 of the Internal Revenue Code for a New Puerto Rico (the Puerto Rico Code), and therefore, the related trust is exempt from taxation. Subsequent to this determination by the Treasury, this plan was amended and restated. Once qualified, the

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

PR Plan is required to operate in conformity with Puerto Rico Code to maintain its qualified status. The plan administrator has indicated that it will take the necessary steps, if any, to maintain the PR Plan's operations into compliance with the Puerto Rico Code.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Pension Plans. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS or Treasury. The plan administrator has analyzed the tax positions taken by the Pension Plans, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken. The Pension Plans have recognized no interest or penalties related to uncertain tax positions. The Pension Plans are subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

7. Risks and Uncertainties

The Pension Plans invests in various securities. Investment securities are exposed to various risks such as interest rate, liquidity, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

The Pension Plans' contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

8. Termination Priorities

Although it has not expressed any intention to do so, AT&T has the right under the Pension Plans to discontinue its contributions at any time and to terminate the Pension Plans subject to the provisions set forth by ERISA.

In the event that the Pension Plans are terminated, subject to conditions set forth by ERISA:

- a. the Pension Plans provide that the net assets available for plan benefits shall be allocated among the participants and beneficiaries of the Pension Plans in the order provided for by ERISA;
- b. to the extent unfunded vested benefits then exist, ERISA provides that such benefits are payable by the Pension Benefit Guaranty Corporation to participants, up to specified limitations, as described in ERISA; and
- c. to the extent that the net assets available for benefits exceed the amounts to be allocated as provided for by ERISA, the Pension Plans provide that such amounts will be used for any benefit purpose that does not contravene applicable law.

9. SBC Master Pension Trust

All assets of the Pension Plans are maintained in the MPT. The purpose of the MPT is the collective investment of the assets of participating plans sponsored by AT&T. Except for the Preferred Interests discussed in Note 2, the assets are allocated among the participating plans by assigning to each plan those transactions that can be specifically identified, and allocating among all plans the net investment income, gains and losses, and expenses of the MPT, in proportion to the market value of the assets assigned to each plan. In 2015, assets of \$395,902 held by the DIRECTV Pension Plan were merged and transferred into the MPT. The assets of the MPT are managed at the direction of AT&T in its capacity as fiduciary for the participating plans and at the discretion of investment managers appointed pursuant to ERISA.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

On November 30, 2016, as a result of the merger of AT&T and DIRECTV, the DIRECTV Pension Plan was merged into the AT&T Pension Benefit Plan.

At December 31, 2016 and 2015, JPMorgan Chase Bank N.A. was the trustee for the MPT. The following table sets forth, by percentage, each plans' participation in the MPT.

	2016	2015
Allocation of Master Trust Investments		
AT&T Pension Benefit Plan	99.95%	99.19%
AT&T Puerto Rico Pension Benefit Plan	.05%	.05%
DIRECTV Pension Plan	-	.76%

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

Net Assets of the SBC Master Pension Trust

The net assets held under the MPT agreement as of December 31 are summarized below:

	2016	2015
Assets		
Non-interest bearing cash	\$ 586,187	\$ 797,392
Interest bearing investments	1,647,501	2,048,802
Pooled separate accounts	925,628	96,974
Common/collective trust funds	1,442,588	2,356,531
103-12 investments	1,824,306	1,738,284
U.S. Government and governmental agencies bonds and notes	5,488,563	4,124,244
U.S. Government and governmental agencies bonds and notes-loaned	420,654	1,322,568
Corporate and other bonds and notes	8,366,803	8,488,211
Corporate and other bonds and notes-loaned	953,418	830,867
Equities	11,942,450	10,820,434
Equities-loaned	760,654	1,791,395
Preferred interest	8,476,800	8,713,600
Partnership/joint venture interests	6,226,154	6,249,770
Real estate	3,127,305	2,605,679
Non-publically traded registered investment companies	10,614	8,834
Purchased options	1,342	52
Collateral – securities lending*	2,184,565	4,050,532
Total investments	53,799,345	55,246,777
Receivable for securities sold	498,146	860,272
Contribution receivable	683	175,000
Receivable for investments sold short	19,751	5,002
Unrealized appreciation on foreign currency contracts	7,280	24,583
Variation margin receivable	1,015	6,422
Accrued income	294,626	287,758
Other receivables	11,626	8,068
Total assets	55,218,659	57,411,274
Liabilities		
Overdrafts	127,619	225,651
Payable securities lending	2,184,575	4,050,607
Payable for securities purchased	1,072,801	1,361,967
Investments sold short (proceeds of \$521,682 and \$647,669)	514,778	594,754
Written options payable (premiums of (\$143) and (\$1,272))	128	888
Unrealized depreciation on foreign currency contracts	5,819	8,927
Short sales payable	1,111	112
Accrued liabilities	41,790	35,261
Total liabilities	3,948,621	6,278,167
Net assets of the SBC Master Pension Trust	\$ 51,270,038	\$ 51,133,107

*includes noncash of \$501,715 and \$1,534,698 at December 31, 2016 and 2015.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

The following is the net increase (decrease) in the fair value of net assets for the MPT:

	Year Ended December 31,	
	2016	2015
Additions		
Net appreciation (depreciation) in fair value of investments	2,123,064	(641,624)
Investment income	1,662,589	1,602,569
Employer contributions	175,683	175,000
Transfer of assets from new participating plan in MPT	-	395,902
Total additions	3,961,336	1,531,847
Deductions		
Pension and death benefits	3,614,359	4,669,558
Transfer to spinoff plans	2,184	6,495
Trustee and investment management fees and administrative expenses	207,215	220,230
Transfer of assets resulting from Mandatory Portability Agreement	647	1,827
Total deductions	3,824,405	4,898,110
Net increase (decrease)	136,931	(3,366,263)
Net assets of the SBC Master Pension Trust:		
Beginning of year	51,133,107	54,499,370
End of year	\$ 51,270,038	\$ 51,133,107

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

The following table sets forth by level, within the fair value hierarchy, the MPT's assets at fair value as of December 31, 2016:

SBC Master Pension Trust Assets and Liabilities at Fair Value				
	Level 1	Level 2	Level 3	Total
Non-interest bearing cash	\$ 586,187	\$ —	\$ —	\$ 586,187
Interest bearing cash	—	86,130	—	86,130
Foreign currency contracts	—	7,280	—	7,280
Equity securities	12,698,255	—	4,849	12,703,104
Preferred interest	—	—	8,476,800	8,476,800
Corporate and other bonds and notes	64,259	9,215,840	40,122	9,320,221
U.S. Government and governmental agencies bonds and notes	79,971	5,829,246	—	5,909,217
Real assets	—	—	2,303,349	2,303,349
Securities lending collateral:				
Interest bearing cash	187,880	1,494,969	—	1,682,849
U.S. government and governmental agencies	19,300	482,416	—	501,716
Purchased options	1,342	—	—	1,342
Receivable for investments sold short	19,751	—	—	19,751
Receivable for variation margin	1,015	—	—	1,015
Assets at fair value	13,657,960	17,115,881	10,825,120	41,598,961
Overdrafts	127,619	—	—	127,619
Unrealized depreciation on foreign currency contracts	—	5,819	—	5,819
Investments sold short	509,160	1,451	4,167	514,778
Written options payable	128	—	—	128
Liabilities at fair value	636,907	7,270	4,167	648,344
Net assets and liabilities fair value hierarchy table	<u>\$ 13,021,053</u>	<u>\$ 17,108,611</u>	<u>\$ 10,820,953</u>	\$ 40,950,617
Assets held at net asset value practical expedient:				
Common/collective trust funds				1,442,588
Pooled separate accounts				925,628
Partnership/joint venture interests				6,226,154
Interest bearing investments				1,561,371
103-12 investments				1,824,306
Non-publically traded registered investment companies				10,614
Real estate funds				823,956
Total assets held at net asset value practical expedient:				12,814,617
Other assets (liabilities)				(2,495,196)
Net assets of the SBC Master Pension Trust				<u>\$ 51,270,038</u>

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

Additional Disclosures Related to MPT Assets Measured at NAV as of December 31, 2016:

Investment Class-Sub Class		Fair Value	Unfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Real assets:	Open-end funds ²	\$ 153,976	\$ –	Quarterly	45-90 days
	Closed-end funds ³	2,038,879	765,137	No redemption rights	NA
Partnership/Joint Venture	Closed-end funds ⁴	4,719,419	1,513,308	No redemption rights	NA
Fixed Income	Closed-end funds ⁶	246,544	104,746	No redemption rights	NA
CCT,103-12 investments and Other:	Interest bearing investments ⁹	2,676,861	–	Daily	NA
	Hedge funds ¹	583,095	–	Monthly, Annually	3-90 days
	Fixed income ⁷	172,180	–	Daily, Monthly	3-5 days
	Equities ⁸			Quarterly, Annually	1-30 days
		1,550,671	–		
	Open-end funds ⁵	672,992	–	Monthly, Quarterly	5-30 days
Total		<u>\$ 12,814,617</u>	<u>\$ 2,383,191</u>		

(1) This class includes both directional and nondirectional hedge fund strategies. The fair values of these investments have been estimated using the net asset value per share reported by the fund managers. These investments can be redeemed provided the funds have sufficient liquidity; otherwise, unredeemed amounts are rolled forward to the next period. It is estimated that the redemption from one fund, which the MPT has elected to exit, will occur over the next 3 years given favorable market conditions.

(2) This class includes four real estate funds that invest primarily in U.S. commercial real estate. The fair values of the investments in this class have been estimated using the net asset values reported by the fund managers. These are open-ended funds with no final termination dates. These investments can be redeemed quarterly provided the funds have sufficient liquidity; otherwise, unredeemed amounts are rolled forward to the next quarter. It is estimated that the redemption from the one fund from which the MPT has elected to exit will be completed over the next year.

(3) This class includes real estate and natural resource investment funds that invest in U.S. and international real assets. The fair values of the investments in this class have been estimated using the net asset value of the MPT's ownership in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is estimated that the underlying assets of the funds will be liquidated over the next 10 years given favorable market conditions. There are no current plans to sell any of these funds.

(4) This class includes private equity funds that invest in U.S. and international companies. The fair values of the investments in this class have been estimated using the net asset value of the MPT's ownership in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is estimated that the underlying assets of the funds will be liquidated over the next 10 years given favorable conditions. There are no current plans to sell any of these funds.

(5) This class includes several fixed income funds that invest primarily in U.S. fixed income securities, however may also invest in non-U.S. securities. The fair values of the investments in this class have been estimated using the net asset values reported by the fund managers. These are open-ended funds with no final termination dates. These investments can be redeemed on a monthly or quarterly basis. Redemptions are subject to available cash in the funds. These funds do not make regular

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

distributions. Unless redeemed, assets are reinvested as the investments of the funds are liquidated or mature. There are no current plans to sell any of these funds.

- (6) This class includes several fixed income funds or funds of funds that invest primarily in mezzanine debt securities or distressed debt securities or funds. These funds invest primarily in U.S. fixed income securities but may also invest in non-U.S. securities. The fair values of the investments in this class have been estimated using the net asset value of the MPT's ownership in partners' capital. These investments can never be redeemed. Distributions from each fund will be received as the underlying investments of the funds are liquidated or matured. It is estimated that the underlying assets of the funds will be liquidated over the next 8 years given favorable market conditions. There are no current plans to sell any of these funds.
- (7) This class includes fixed income commingled funds that invest primarily in publicly traded fixed income securities. The fair values of the investments in this class have been estimated using the net asset values reported by the fund managers. These funds are approved by AT&T for a manager to utilize on a discretionary tactical basis as part of a broad fixed income mandate. These are open-ended funds with no final terminations dates.
- (8) This class includes equity commingled funds that invest primarily in publicly traded U.S. and non-U.S. equity securities. The fair values of the investments in this class have been estimated using the net asset value per share reported by the funds' managers. These funds are selected by AT&T, and AT&T determines the timing and amount of contributions/redemptions. These are open ended funds with no final termination dates.
- (9) This class includes funds that invest primarily in publicly traded short-term fixed income securities. The fair values of the investments in this class have been estimated using the net asset value per share reported by the fund managers. These funds are approved by AT&T. These are open ended funds with no final termination dates.

Real assets held by the MPT includes approximately 67 separate real estate properties totaling \$2,303,349 at December 31, 2016. These Level 3 investments are valued by an independent real estate appraiser in accordance with the Uniform Standards of Professional Appraisal Practice and in compliance with the Code of Professional Ethics and Standards of Professional Practice of the Appraisal Institute. The reports are reviewed and approved by a member of the Appraisal Institute with the professional designation MAI as well as an independent valuation consultant retained by the MPT.

Properties are appraised using common methods of analysis: the cost, sales comparison and income capitalization approach, with the final estimated fair value giving most consideration to the method(s) deemed most applicable to the specific characteristics of the property.

The cost approach includes analyzing comparable land sales to determine the underlying land value of the property, which is valued based upon its highest and best use. Replacement cost is estimated using actual cost comparison and/or the current version of a nationally recognized cost estimating service.

The sales comparison approach utilizes market comparable properties, and includes analysis of the properties, the nature of the buyers and sellers, and a description of the transaction including terms of the sale and the source of the data.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

The income capitalization approach includes analysis of market rent, existing contract rent, competitive occupancy rates, existing property vacancy and forecast absorption, historical, current and market expenses, projected capital expenditures, and the derived net operating income and cash flow. In this valuation, net operating income is converted to value under the direct capitalization and discounted cash flow methods. The following significant inputs were made available in the third-party appraisals of the MPT's real assets, the significant inputs by property type at December 31, 2016:

	Weighted-Average Discount Rate	Year-One Capitalization rate
Retail – Regional Mall	5.71%	4.95%
Retail – Non-Regional Mall	6.82%	5.02%
Office	6.52%	3.98%
Industrial	6.46%	4.46%
Residential	6.47%	4.08%

The estimated fair values may vary significantly from the prices at which the properties would actually sell, since market prices of the investments can only be determined by negotiation between a willing buyer and seller. Management believes these estimates to be reasonable approximations of market prices.

The table below sets forth a summary of changes in the fair value of the MPT's Level 3 investment assets for the year ended December 31, 2016.

	Equities	Preferred Interest	Corporate and Other Bonds and Notes	Real Assets	Total
Balance, beginning of year	\$ 841	\$ 8,713,600	\$ 44,579	\$ 2,128,045	\$ 10,887,065
Realized gains (losses)	138	-	(16,548)	(103,192)	(119,602)
Unrealized gains (losses)	1,708	(236,800)	17,383	341,477	123,768
Transfers in	(4,087)	-	-	77,169	73,082
Transfers out	(297)	-	(1,843)	-	(2,140)
Purchases	3,187	-	73	64,648	67,908
Sales	(808)	-	(3,522)	(204,798)	(209,128)
Balance, end of year	\$ 682	\$ 8,476,800	\$ 40,122	\$ 2,303,349	\$ 10,820,953

The realized gains (losses) and unrealized gains (losses) on Level 3 investments are reflected in the net appreciation/depreciation in fair value of the MPT's investments and are included in each plan's Net Investment gain (loss) from Plan's Interest in SBC Master Pension Trust.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

The following table sets forth by level, within the fair value hierarchy, the MPT's assets at fair value as of December 31, 2015.

SBC Master Pension Trust Assets and Liabilities at Fair Value				
	Level 1	Level 2	Level 3	Total
Non-interest bearing cash	\$ 797,392	\$ —	\$ —	\$ 797,392
Interest bearing cash	—	25,394	—	25,394
Foreign currency contracts	—	24,583	—	24,583
Equity securities	12,607,364	3,623	841	12,611,828
Preferred interest	—	—	8,713,600	8,713,600
Corporate and other bonds and notes	57,802	9,216,698	44,579	9,319,079
U.S. Government and governmental agencies bonds and notes	75,499	5,371,313	—	5,446,812
Real assets	—	—	2,128,045	2,128,045
Securities lending collateral:				
Interest bearing cash	490,614	2,025,220	—	2,515,834
U.S. government and governmental agencies	21,653	1,513,045	—	1,534,698
Purchased options	52	—	—	52
Receivable for investments sold short	5,002	—	—	5,002
Receivable for variation margin	6,422	—	—	6,422
Assets at fair value	14,061,800	18,179,876	10,887,065	43,128,741
Overdrafts	225,651	—	—	225,651
Unrealized depreciation on foreign currency contracts	—	8,927	—	8,927
Investments sold short	591,744	3,010	—	594,754
Written options payable	888	—	—	888
Liabilities at fair value	818,283	11,937	—	830,220
Net assets and liabilities at fair value	\$ 13,243,517	\$ 18,167,939	\$ 10,887,065	\$ 42,298,521
Assets held at net asset value:				
Common/collective trust funds				2,356,531
Pooled separate accounts				96,974
Private equity funds				6,249,770
Interest bearing investments				2,023,408
103-12 investments				1,738,284
Non-publically traded registered investment companies				8,834
Real estate funds				477,634
Total assets held at net asset value practical expedient:				12,951,435
Other assets (liabilities)				(4,116,849)
Net assets of the SBC Master Pension Trust				\$ 51,133,107

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

Additional Disclosures Related to MPT Assets Measured at NAV as of December 31, 2015:

Investment Class-Sub Class		Fair Value	Unfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Real assets:	Open-end funds ²	\$ 143,746	\$ –	Quarterly	45-90 days
		1,849,776	830,649	No redemption rights	NA
Partnership/Joint Venture	Closed-end funds ³	4,930,240	1,452,592	No redemption rights	NA
	Closed-end funds ⁴	334,724	78,600	No redemption rights	NA
CCT, 103-12 investments and Other:	Closed-end funds ⁶				
	Interest bearing investments ⁹	2,989,086	–	Daily	NA
		316,240	–	Monthly, Annually	3-90 days
	Hedge funds ¹	196,780	–	Daily, Monthly	3-5 days
	Fixed income ⁷	1,561,699	–	Quarterly, Annually	1-30 days
	Equities ⁸				
	Open-end funds ⁵	\$ 629,144	\$ –	Monthly, Quarterly	5-30 days
Total		<u>\$ 12,951,435</u>	<u>\$ 2,361,841</u>		

- (1) This class includes both directional and nondirectional hedge fund strategies. The fair values of these investments have been estimated using the net asset value per share reported by the fund managers. These investments can be redeemed provided the funds have sufficient liquidity; otherwise, unredeemed amounts are rolled forward to the next period. It is estimated that the redemption from one fund, which the MPT has elected to exit, will occur over the next 3 years given favorable market conditions.
- (2) This class includes four real estate funds that invest primarily in U.S. commercial real estate. The fair values of the investments in this class have been estimated using the net asset values reported by the fund managers. These are open-ended funds with no final termination dates. These investments can be redeemed quarterly provided the funds have sufficient liquidity; otherwise, unredeemed amounts are rolled forward to the next quarter. It is estimated that the redemption from the one fund from which the MPT has elected to exit will occur over the next 5 years.
- (3) This class includes real estate and natural resource investment funds that invest in U.S. and international real assets. The fair values of the investments in this class have been estimated using the net asset value of the MPT's ownership in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is estimated that the underlying assets of the funds will be liquidated over the next 10 years given favorable market conditions. There are no current plans to sell any of these funds.
- (4) This class includes private equity funds that invest in U.S. and international companies. The fair values of the investments in this class have been estimated using the net asset value of the MPT's ownership in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is estimated that the underlying assets of the funds will be liquidated over the next 10 years given favorable market conditions. There are no current plans to sell any of these funds.
- (5) This class includes several fixed income funds that invest primarily in U.S. fixed income securities. The fair values of the investments in this class have been estimated using the net asset values reported by the fund managers. These are open-ended funds with no final termination dates. These investments can be redeemed on a monthly or quarterly basis. Redemptions are subject to available cash in the funds. These funds do not make regular distributions. Unless redeemed, assets are reinvested as the investments of the funds are liquidated or mature. There are no current plans to sell any of these funds.
- (6) This class includes several fixed income funds or funds of funds that invest primarily in mezzanine debt securities or distressed debt securities or funds. These funds invest primarily in U.S. fixed income securities but may also invest in non-U.S. securities. The fair values of the investments in this class have been estimated using the net asset value of the MPT's

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

ownership in partners' capital. These investments can never be redeemed. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is estimated that the underlying assets of the funds will be liquidated over the next 10 years given favorable market conditions. There are no current plans to sell any of these funds.

- (7) This class includes fixed income commingled funds that invest primarily in publicly traded fixed income securities. The fair values of the investments in this class have been estimated using the net asset values reported by the fund managers. These funds are either selected by AT&T, with AT&T determining the timing and amount of contributions/redemptions, or are approved by AT&T for a manager to utilize on a discretionary tactical basis as part of a broad fixed income mandate. These are open-ended funds with no final terminations dates.
- (8) This class includes equity commingled funds that invests primarily in publicly traded U.S. and non-U.S. equity securities. The fair values of the investments in this class have been estimated using the net asset value per share reported by the funds' managers. These funds are selected by AT&T, and AT&T determines the timing and amount of contributions/redemptions. These are open ended funds with no final termination dates.
- (9) This class includes funds that invest primarily in publicly traded short-term fixed income securities. The fair values of the investments in this class have been estimated using the net asset value per share reported by the fund managers. These funds are selected by AT&T, and AT&T determines the timing and amount of contributions/redemptions. These are open ended funds with no final termination dates.

Real assets held by the MPT includes approximately 66 separate real estate properties totaling \$2,128,045 at December 31, 2015. These Level 3 investments are valued by an independent real estate appraiser in accordance with the Uniform Standards of Professional Appraisal Practice and in compliance with the Code of Professional Ethics and Standards of Professional Practice of the Appraisal Institute. The reports are reviewed and approved by a member of the Appraisal Institute with the professional designation MAI as well as an independent valuation consultant retained by the MPT.

Properties are appraised using common methods of analysis: the cost, sales comparison and income capitalization approach, with the final estimated fair value giving most consideration to the method(s) deemed most applicable to the specific characteristics of the property.

The cost approach includes analyzing comparable land sales to determine the underlying land value of the property, which is valued based upon its highest and best use. Replacement cost is estimated using actual cost comparison and/or the current version of a nationally recognized cost estimating service.

The sales comparison approach utilizes market comparable properties, and includes analysis of the properties, the nature of the buyers and sellers, and a description of the transaction including terms of the sale and the source of the data.

The income capitalization approach includes analysis of market rent, existing contract rent, competitive occupancy rates, existing property vacancy and forecast absorption, historical, current and market expenses, projected capital expenditures, and the derived net operating income and cash flow. In this valuation, net operating income is converted to value under the direct capitalization and discounted cash flow methods. The following significant inputs were made available in the third-party appraisals of the MPT's real assets, the significant inputs by property type at December 31, 2015:

	Weighted-Average Discount Rate	Year-One Capitalization rate
Retail – Regional Mall	6.00%	5.11%
Retail – Non-Regional Mall	7.00%	5.84%
Office	6.57%	4.40%
Industrial	6.66%	4.93%
Residential	6.47%	3.63%

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

The estimated fair values may vary significantly from the prices at which the properties would actually sell, since market prices of the investments can only be determined by negotiation between a willing buyer and seller. Management believes these estimates to be reasonable approximations of market prices.

The table below sets forth a summary of changes in the fair value of the MPT's Level 3 investment assets for the year ended December 31, 2015.

	Equities	Preferred Interest	Corporate and Other Bonds and Notes	Real Assets	Total
Balance, beginning of year	\$ 84	\$ 9,020,800	\$ 52,333	\$ 2,209,119	\$ 11,282,336
Realized gains (losses)	(1,400)		(19,023)	246,789	226,366
Unrealized gains (losses)	1,399	(307,200)	15,514	189,070	(101,217)
Transfers in	463	-	-	-	463
Purchases	891	-	509	195,397	196,797
Sales	(596)	-	(4,754)	(712,330)	(717,680)
Balance, end of year	\$ 841	\$ 8,713,600	\$ 44,579	\$ 2,128,045	\$ 10,887,065

The realized gains (losses) and unrealized gains (losses) on Level 3 investments are reflected in the net appreciation/depreciation in fair value of the MPT's investments and are included in each plan's Net Investment gain (loss) from Plan's Interest in SBC Master Pension Trust.

Derivatives

In the normal course of operations, MPT assets and liabilities may include derivative financial instruments (futures, options, and foreign currency contracts). These derivatives may involve, in varying degrees, elements of credit and market risks in excess of more traditional investment holdings, such as equity and debt instruments. The contract or notional amounts disclosed in this footnote and the amounts of realized and unrealized gain and loss on derivative instruments during the period presented below provide a measure of the MPT's involvement in such instruments but are not indicative of potential loss. The intent is to use derivative financial instruments as investments to gain exposure to certain markets and as economic hedges to manage equity price and foreign currency exchange rate risk associated with the MPT's investments. The MPT's fiduciaries do not anticipate any material adverse effect on the MPT's financial position resulting from its involvement in these instruments.

The following tables show the gross amounts of recognized financial assets and liabilities (i.e., before offsetting) and the amounts offset in the MPT statement of net assets. Financial assets and liabilities are only offset when the MPT currently has a legally enforceable right to set off the recognized amounts and the MPT intends to either settle on a net basis or realize the asset and settle the liability simultaneously. A right of offset is the MPT's legal right to settle an amount payable to a creditor by applying against it an amount receivable from the same counterparty. The relevant legal jurisdiction and laws applicable to the relationships between the parties need to be considered when assessing whether a current legally enforceable right to set off exists. The MPT has collateral held at the futures clearing house related to futures contracts in the tables below.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

As of December 31, 2016 gross and offset amounts reflected in the MPT statement was:

	Gross Amount Recognized	Gross Amount Offset	Net Amount Recognized	Cash Collateral received/ (pledged)	Net Amount
Forward foreign currency exchange rate contracts:					
Assets	\$ 7,280	\$ -	\$ 7,280	\$ 580	\$ 7,860
Liabilities	(5,818)	-	(5,818)	(2,229)	(8,047)
Net	1,462	-	1,462 ¹	(1,649)	(187)
Futures contracts:					
Assets					
Bond index	1,776,466	(1,768,095)	8,371	22,416	30,787
Equity index	1,314,506	(1,314,506)	-	6,383	6,383
Interest rate	133,933	(133,919)	14	1,029	1,043
Liabilities					
Bond index	(1,523,574)	1,520,861	(2,713)	-	(2,713)
Equity index	-	(4,654)	(4,654)	(2,479)	(7,133)
Interest rate	(89,063)	89,060	(3)	-	(3)
Net	1,612,268	(1,611,253)	1,015 ²	27,349	28,364
Options contracts:					
Purchased options	1,342	-	1,342 ³	-	1,342
Written options	(128)	-	(128) ³	-	(128)
Net	1,214	-	1,214	-	1,214
Total derivatives	\$ 1,614,944	\$ (1,611,253)	\$ 3,691	\$ 25,700	\$ 29,391

(1) These amounts are included within the balance of interest bearing investments and unrealized depreciation on foreign currency contracts of the Net Assets of the MPT.

(2) Recognized as variation margin receivable in the Net Assets of the MPT.

(3) Recognized as purchased options and written option payable in the Net Assets of the MPT.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

As of December 31, 2015 gross and offset amounts reflected in the MPT statement was:

	Gross Amount Recognized	Gross Amount Offset	Net Amount Recognized	Cash Collateral received/ (pledged)	Net Amount
Forward foreign currency exchange rate contracts:					
Assets	\$ 24,583	\$ -	\$ 24,583	\$ 2,808	\$ 27,391
Liabilities	(8,927)	-	(8,927)	(11,040)	(19,967)
Net	15,656	-	15,656 ¹	(8,232)	7,424
Futures contracts:					
Assets					
Bond index	3,061,594	(3,048,754)	12,840	31,112	43,952
Equity index	914,449	(918,834)	(4,385)	6,013	1,628
Interest rate	94,302	(94,292)	10	843	853
Liabilities					
Bond index	(2,154,474)	2,152,485	(1,989)	-	(1,989)
Equity index	-	-	-	(4,211)	(4,211)
Interest rate	(398,347)	398,293	(54)	-	(54)
Net	1,517,524	(1,511,102)	6,422 ²	33,757	40,179
Options contracts:					
Purchased options	52	-	52 ³	-	52
Written options	(888)	-	(888) ³	-	(888)
Net	(836)	-	(836)	-	(836)
Total derivatives	\$ 1,532,344	\$ (1,511,102)	\$ 21,242	\$ 25,525	\$ 46,767

(1) These amounts are included within the balance of interest bearing investments and unrealized depreciation on foreign currency contracts of the Net Assets of the MPT.

(2) Recognized as variation margin receivable in the Net Assets of the MPT.

(3) Recognized as purchased options and written option payable in the Net Assets of the MPT.

The following table presents the effect of realized and changes in unrealized gains (losses) with respect to these derivative instruments, by type of derivative. The gains (losses) are located on the Statement of Changes in Net Assets Available for Benefits as Net investment gain (loss) from Plan's interest in SBC Master Pension Trust.

	Year Ended December 31, 2016	Year Ended December 31, 2015
Futures contracts	\$ 247,752	\$ 26,272
Option contracts	\$ 3,293	\$ 3,605
Forward foreign currency exchange rate contracts	\$ 17,661	\$ 17,649

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

Futures Contracts

On behalf of the Pension Plans, investment managers for the MPT enter into various futures contracts to economically hedge investments in domestic equity, international equity and fixed income securities. The futures contracts held in the MPT are used primarily for two reasons: 1) a cost-effective way to manage the overall asset allocation of the MPT, and 2) a cost-effective way to implement and manage duration and yield curve strategy in the fixed income portfolio. The investments in the MPT are subject to equity price risk and interest rate risk, in the normal course of pursuing investment objectives.

Futures contracts, which are considered derivatives under ASC Topic 815, *Derivative and Hedging*, are agreements between two parties to buy or sell a security at a set price on a future date and are standardized and exchange-traded. Upon entering into such a contract on behalf of the Pension Plans, the investment managers are required to pledge to the broker an amount of cash or securities equal to the minimum “initial margin” requirements of the exchange on which the contract is traded. Pursuant to the contract, the investment managers agree to receive from or pay to the broker an amount of cash or securities equal to the daily fluctuation in the value of the contract. Such receipts or payments are known as variation margin and are recorded on a daily basis by the trustee as a realized gain or loss equal to the difference in the value of the contract between daily closing prices. Upon entering into such contracts, the MPT bears the risk of interest or exchange rates or securities prices moving unexpectedly, in which case the MPT may not achieve the anticipated benefits of the futures contracts and may realize a loss. With futures, there is minimal counterparty credit risk to the MPT because futures are exchange-traded and the exchange’s clearinghouse, as counterparty to all exchange-traded futures, guarantees the futures against default.

The fair value of the open futures contracts disclosed below, includes cumulative appreciation/ (depreciation) of futures contracts, but only the current day’s variation margin receivable or payable is reported separately in the net assets of the MPT and are included in the statements of net assets available for benefits to the extent of each plan’s ownership in the MPT. Similarly, the gains and losses on open futures contracts are reflected in the net change in fair value of net assets for the MPT and are included within each plan’s net investment gain (loss) from Plan’s interest in SBC Master Pension Trust.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

At December 31, 2016, open futures contracts held in the MPT were as follows

Risk Type	Type of Contract	Number of Contracts		Expiration	Notional Value	Fair Value
		Buy/(Sell)				
Bond Index	US Long Bonds CBT Future	352	Mar-17		53,193	(162)
Bond Index	Euro Bond Future	13	Mar-17		1,850	36
Bond Index	US Long Bonds CBT Future	-1685	Mar-17		(255,425)	1,570
Bond Index	Japanese 10 Yr Bond	-11	Mar-17		(14,309)	(8)
Bond Index	US Ultra Bond CBT Future	7,580	Mar-17		1,224,024	(9,329)
Bond Index	US Ultra Bond CBT Future	-248	Mar-17		(40,249)	507
Bond Index	U.S. 10-Year Ultra Future	464	Mar-17		62,361	(136)
Bond Index	U.S. 10-Year Ultra Future	-192	Mar-17		(25,917)	177
Bond Index	Euro Bond Future	-162	Mar-17		(28,023)	(430)
Bond Index	5-Year Notes CBT Future	-806	Mar-17		(94,985)	148
Bond Index	5-Year Notes CBT Future	2,153	Mar-17		253,695	(364)
Bond Index	10-Year Notes CBT Future	298	Mar-17		36,907	129
Bond Index	10-Year Notes CBT Future	-2,154	Mar-17		(268,729)	1,027
Bond Index	2-Year Notes CBT Future	712	Mar-17		154,428	(147)
Bond Index	2-Year Notes CBT Future	-3,687	Mar-17		(799,058)	131
Equity Index	Russell 1000 Mini Future	844	Mar-17		52,639	(320)
Equity Index	Russell 2000 Mini Future	1350	Mar-17		92,367	(776)
Equity Index	Mini MSCI EAFE Future	271	Mar-17		22,800	(96)
Equity Index	Mini MSCI Emerging Market	861	Mar-17		37,717	(741)
Equity Index	Taiwan Index Future	23	Jan-17		779	11
Equity Index	S&P 400 EMINI Future	612	Mar-17		103,390	(1,853)
Equity Index	S&P 500 EMINI Future	7,783	Mar-17		871,394	(1,177)
Equity Index	SGX CNX Nifty Future	239	Jan-17		3,811	101
Equity Index	SPI 200 Futures	97	Mar-17		10,005	223
Equity Index	FTSE 100 Index	247	Mar-17		21,472	564
Equity Index	S&P 60 IX Futures	143	Mar-17		19,652	(92)
Equity Index	CAC 40 Index	289	Jan-17		14,651	280
Equity Index	DAX Index Future	43	Mar-17		12,827	269
Equity Index	Euro Stoxx 50	324	Mar-17		10,962	307
Equity Index	FTSE/MIB Future	28	Mar-17		2,757	97
Equity Index	Future AEX Index	40	Jan-17		4,027	84
Equity Index	IBEX 35 Index	38	Jan-17		3,737	28
Equity Index	Hang Seng Index	29	Jan-17		4,025	80
Equity Index	Topix Index	192	Mar-17		24,899	685
Equity Index	OMXS30 Ind Future	176	Jan-17		2,963	(42)
Interest Rate	90 Day Eurodollar Future	544	Dec-17		133,846	87
Interest Rate	90 Day Eurodollar Future	-360	Mar-17		(88,838)	(226)
	Total				\$1,621,645	(\$9,358)

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

At December 31, 2015, open futures contracts held in the MPT were as follows:

Risk Type	Type of Contract	Number of Contracts		Expiration	Notional Value	Fair Value
		Buy/(Sell)				
Bond Index	US Long Bonds CBT Future	3,016	Mar-16		463,442	268
Bond Index	Euro Bond Future	13	Mar-16		1,914	(21)
Bond Index	U.S. Long Bond	(964)	Mar-16		(148,090)	(125)
Bond Index	US Ultra Bond CBT Future	9,706	Mar-16		1,531,068	9,153
Bond Index	U.S. 10-Year Note Future	2,690	Mar-16		340,011	(1,323)
Bond Index	Euro Bond Future	(135)	Mar-16		(23,463)	332
Bond Index	5-Year Notes CBT Future	(1,476)	Mar-16		(175,132)	491
Bond Index	5-Year Notes CBT Future	5,090	Mar-16		603,559	(1,309)
Bond Index	10-Year Notes CBT Future	(3,368)	Mar-16		(425,418)	1,366
Bond Index	2-Year Notes CBT Future	438	Mar-16		95,294	(146)
Bond Index	2-Year Notes CBT Future	(6,373)	Mar-16		(1,386,491)	2,057
Bond Index	Australian 3-Year Bond	242	Mar-16		19,643	40
Equity Index	Russell 1000 Mini Future	207	Mar-16		23,021	349
Equity Index	Russell 2000 Mini Future	357	Mar-16		40,293	102
Equity Index	Mini MSCI EAFE Future	178	Mar-16		14,946	168
Equity Index	Mini MSCI Emerging Market	2,237	Mar-16		87,761	321
Equity Index	Taiwan Index Future	5	Jan-16		154	(2)
Equity Index	S&P 400 EMINI Future	260	Mar-16		36,383	(152)
Equity Index	S&P 500 EMINI Future	3,585	Mar-16		363,135	1,711
Equity Index	SGX CNX Nifty Future	88	Jan-16		1,394	5
Equity Index	SPI 200 Futures	239	Mar-16		21,027	1,532
Equity Index	FTSE 100 Index	682	Mar-16		61,118	2,458
Equity Index	S&P 60 IX Futures	279	Mar-16		30,387	416
Equity Index	CAC 40 Index	716	Jan-16		35,913	472
Equity Index	DAX Index Future	106	Mar-16		30,254	1,056
Equity Index	Euro Stoxx 50	704	Mar-16		24,856	501
Equity Index	FTSE/MIB Future	66	Mar-16		7,648	81
Equity Index	Future AEX Index	108	Jan-16		10,159	266
Equity Index	IBEX 35 Index	109	Jan-16		11,371	(28)
Equity Index	Hang Seng Index	79	Jan-16		11,245	(79)
Equity Index	Topix Index	682	Mar-16		87,306	(1,225)
Equity Index	OMXS30 Ind Future	477	Jan-16		7,965	163
Interest Rate	90 Day Eurodollar Future	380	Mar-16		94,421	(120)
Interest Rate	90 Day Eurodollar Future	(420)	Mar-16		(103,519)	(32)
Interest Rate	90 Day Eurodollar Future	(673)	Dec-16		(166,169)	(11)
Interest Rate	90 Day Eurodollar Future	(520)	Sep-16		(128,860)	244
	Total				\$1,498,546	\$18,980

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

Option Contracts

The primary risk managed by the Pension Plans using option contracts is the price risk associated with investments. On behalf of the Pension Plans, investment managers for the MPT have purchased and written various option contracts, which are agreements between two parties giving the owner, under a purchased option, the right, but not the obligation, to buy or sell a specified item at a fixed price (exercise or strike) during a specified period, and under a written option the obligation to sell or buy a specified item at a fixed price. These option contracts are intended to economically hedge the MPT's investments in foreign and domestic securities. When the investment manager buys or writes an option contract, a nonrefundable fee (the premium) is paid or received by the MPT and is recorded as an asset or liability and is subsequently adjusted to the current market value of the option purchased or written. The premiums paid or received from buying or writing options are recorded as realized gains or losses when the options expire. The difference between the premium and the amount paid or received on effecting a closing purchase or sale transaction is also treated as a realized gain or loss. If an option is exercised, the premium paid or received is recorded as a realized gain or loss if sold or as an adjustment to the cost of the underlying security if acquired upon exercise.

The fair value of the written and purchased option contracts is disclosed below, and is separately listed in the net assets of the MPT and is included in the statements of net assets available for benefits to the extent of each plan's ownership in the MPT. Similarly, the gains and losses on written and purchased option contracts are reflected in the net change in fair value of net assets for the MPT and are included within each plan's net investment gain (loss) from Plan's interest in SBC Master Pension Trust.

As of December 31, 2016 the total number of written options held by the MPT was:

Risk Type	Type of Contract	Number of Contracts	Cost (Premium paid)	Notional Value	Fair Value
Interest Rate	US Dollar Options	(18,950,036)	\$ (129)	\$ 1,144,892	\$ (128)
Foreign Exchange	Foreign Exchange Option	(8,974,000)	(14)	143,584	-
	Total	(27,924,036)	\$ (143)	\$ 1,288,476	\$ (128)

As of December 31, 2015, the total number of written options held by the MPT was:

Risk Type	Type of Contract	Number of Contracts	Cost (Premium paid)	Notional Value	Fair Value
Interest Rate	US Dollar Options	(627)	\$ (1,040)	\$ 79,002	\$ (578)
Foreign Exchange	Foreign Exchange Option	(15,100,000)	(232)	(702,104)	(310)
	Total	(15,100,627)	\$ (1,272)	\$ (623,102)	\$ (888)

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

As of December 31, 2016, the total number of purchased options held by the MPT was:

Risk Type	Type of Contract	Number of Contracts	Cost (Premium received)	Notional Value	Fair Value
Interest Rate	US Dollar Options	46,350,000	\$ 544	\$ (328,900)	\$ 1,341
	Foreign Exchange Option	8,974,000	153	(170,506)	1
	Total	55,324,000	\$ 697	\$ (499,406)	\$ 1,342

As of December 31, 2015, the total number of purchased options held by the MPT was:

Risk Type	Type of Contract	Number of Contracts	Cost (Premium received)	Notional Value	Fair Value
Interest Rate	US Dollar Options	15,800	\$ 26	\$ (18,800)	\$ 52
	Total	15,800	\$ 26	\$ (18,800)	\$ 52

Foreign Currency Contracts

The primary risk managed by the Pension Plans using foreign currency forward contracts is the foreign currency exchange rate risk associated with the Pension Plans' investments denominated in foreign currencies. On behalf of the Pension Plans, investment managers for the MPT entered into forward foreign currency contracts, which are agreements to exchange foreign currencies at a specified future date at a specified rate, the terms of which are not standardized on an exchange. These contracts are intended to minimize the impact of currency fluctuations on the performance of investments denominated in foreign currencies. All of the MPT's contracts address the currency risk of the U.S. dollar versus foreign currencies. Risk arises both from the possible inability of the counterparties to meet the terms of the contracts (credit risk) and from the movements in foreign currency exchange rates (market risk). Forward contracts are entered into only with major banks to minimize counterparty default risk. The contracts are recorded at fair value on the date the contract is entered into, which is typically zero.

The fair value presented in the table below is included in the net assets of the MPT as unrealized appreciation on foreign currency contracts (asset) for 2016, foreign currency contracts (asset) for 2015 and unrealized depreciation on foreign currency contracts (liability). The gains and losses on foreign currency contracts are reflected in the net change in fair value of net assets for the MPT and are included within each plan's net investment gain (loss) from Plan's interest in SBC Master Pension Trust.

At December 31, 2016 and 2015, the foreign currency contracts held by the MPT were:

	Notional Value		Fair Value	
	2016	2015	2016	2015
Derivative assets	\$ 554,071	\$ 1,290,954	\$ 7,280	\$ 24,583
Derivative liabilities	\$ (554,071)	\$ (1,290,954)	\$ (5,819)	\$ (8,927)

Securities Lending

During 2016 and 2015, the MPT was authorized to engage in the lending of certain MPT assets. Securities lending is an investment management enhancement that utilizes the existing securities (domestic and international equities and

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(dollars in thousands)

fixed income investments) of the MPT to earn additional income. Securities lending involves the loaning of securities to a selected group of approved banks and broker-dealers. In return for the loaned securities, the trustee, prior to or simultaneous with delivery of the loaned securities to the borrower, receives collateral in the form of cash or U.S. Government securities as a safeguard against possible default of any borrower on the return of the loan. Each loan is initially collateralized, in the case of: (a) loaned securities denominated in U.S. dollars or whose primary trading market is located in the U.S. or sovereign debt issued by foreign governments to the extent of 102% of the market value of the loaned securities, or (b) loaned securities not denominated in U.S. dollars or whose primary trading market is not located in the U.S. to the extent of 105% of the market value of the loaned securities. The collateral is marked to market on a daily basis. In the event the counterparty is unable to meet its contractual obligation under the securities lending arrangement, the MPT may incur losses equal to the amount by which the market value of the securities differ from the amount of collateral held. The MPT mitigates credit risk associated with securities lending arrangements by monitoring the fair value of the securities loaned on a daily basis, with additional collateral obtained or refunded as necessary. None of the securities lending arrangements provide for offsetting.

The MPT classifies the loaned securities as investments because it maintains effective control over the transferred financial assets. Since the securities received as collateral may be repledged or sold, the MPT recognizes the amount of collateral received and a corresponding obligation to return such collateral on the statement of net assets available for benefits. Securities on loan and collateral held under this program at December 31, 2016 and 2015 are reported on the accompanying MPT statements of net assets available for benefits at December 31, 2016 and 2015. The fair value of securities on loan was \$2,134,726 and \$3,944,830 as of December 31, 2016 and 2015 and the value of collateral held was \$2,184,565 and \$4,050,532 at December 31, 2016 and 2015. The amount of income earned for the years ended December 31, 2016 and 2015 was \$7,629 and \$7,317.

Collateral received under such agreements that the Plan is obligated to return to borrowers at the end of each period was as follows:

	2016	2015
Cash & Cash Equivalents	\$ 1,682,850	\$ 2,515,834
Non Cash Securities	\$ 501,715	\$ 1,534,698

Exempt Party-In-Interest Transactions

At December 31, 2016 and 2015, the MPT held \$80,684 and \$62,475 in AT&T common stock and \$84,164 and \$62,427 of bonds guaranteed by AT&T. Certain Private Equity, Fixed Income and Real Asset investments of the MPT are managed by JP Morgan Investment Management Inc., an affiliate of the Trustee. These investments qualify as party-in-interest transactions, which are exempt from the prohibited transactions rules of ERISA.

10. Subsequent and Other Events

Management evaluated subsequent events for the Pension Plans through September 12, 2017, the date the financial statements were available to be issued.

EIN 43-1301883/PN 007

AT&T Puerto Rico Pension Benefit Plan
2016 Schedule SB, Line 26 — Schedule of Active Participant Data

The following page shows the schedule of active participant data used in the 2016 plan year valuation. In any age/service bin that contains 20 or more participants, the average compensation and/or average cash balance account are shown.

AT&T Puerto Rico Pension Benefit Plan

[illegible]

EIN 43-1301883/PN 007

AT&T Puerto Rico Pension Benefit Plan
2016 Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Description of Actuarial Assumptions

The following pages fully describe the actuarial assumptions used to calculate the amounts shown in the Schedule SB.

Summary of actuarial assumptions

	2016	2015
The interest rates for minimum funding are based on the IRS 24-month average segment rates with September look-back, each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA interest rate stabilization.		
Effective interest rates for minimum funding		
AT&T PR PBP	6.09%	6.29%
Segment rates for minimum funding		
1st segment rate (years 0 to 4)	4.43%	4.72%
2nd segment rate (years 5 to 19)	5.91%	6.11%
3rd segment rate (years 20 and after)	6.65%	6.81%
The segment rates used for purposes other than minimum funding are based on the IRS 24-month average segment rates with September look-back, without regard to interest rate stabilization under HATFA.		
Effective interest rates for purposes other than minimum funding		
AT&T PR PBP	4.33%	4.40%
Segment rates for purposes other than minimum funding		
1st segment rate (years 0 to 4)	1.34%	1.15%
2nd segment rate (years 5 to 19)	4.03%	4.06%
3rd segment rate (years 20 and after)	5.06%	5.15%

Summary of actuarial assumptions (continued)

	2016	2015
Interest rate assumptions subject to the 30-year Treasury rate are based on the rate in effect for the month of November prior to the valuation date.		
30-year Treasury lump sum conversion rate	3.03%	3.04%
Cash balance crediting rate subject to 30-year Treasury rate		
Legacy AT&T CWA Contract	3.75%	3.75%
All others	3.03%	3.04%

The annuity substitution method was used to determine Target Funding Liability and Target Funding Normal Cost.

Summary of actuarial assumptions (continued)

Current year valuation earnings

Pension Compensation for the prior year, net of commissions, increased for one year by the salary scale, plus prior year commissions increased for one year by 2.50%.

Maximum earnings

For 2016: \$265,000.

Maximum benefit

The maximum benefit payable under IRC Section 415 at Normal Retirement Age.

Spouse age

Actual if available, else husband is 3 years older than wife.

Mortality

The mortality table, in accordance with Treasury regulations 1.430(h)(3), is the prescribed 2016 static mortality table, with separate rates for annuitants and non-annuitants.

Expected rate of return on plan assets

The expected rate of return on assets for purposes of determining the Value of Plan Assets is assumed to be 7.75%, which reflects arithmetic returns for a one-year period. The third segment rate limitation is 6.99% for 2014 and 6.81% for 2015.

Decrement

Decrement is assumed to be mid-year.

Expenses included in target normal cost

The expenses included in the target normal cost are based on the expected administration expenses and PBGC premiums for 2016.

Summary of actuarial assumptions (continued)

Expected rate of salary increase

Assumed rates of salary increase vary by age or service and bargained/nonbargained status. Specific rates can be found in Exhibits A-1 and A-2.

Retirement rates

Retirement rates are assumed to follow age and service graded tables and vary by bargained/nonbargained status and by gender. Specific rates can be found in Exhibits B-1 and B-2.

Withdrawal rates

Withdrawal rates are assumed to follow age and service graded tables and vary by bargained/nonbargained status and by gender. Specific rates can be found in Exhibits C-1 and C-2.

Disability rates

Disability rates are assumed to follow age and service graded tables and vary by bargained/nonbargained status and by gender. Specific rates can be found in Exhibits D-1 through D-4.

Form of payment election

Form of payment elections are assumed to vary by program. Specific rates can be found in Exhibits F-1 and F-2.

Percent married

Active participants: 80% of males and 55% of females are assumed to be married

Retirees: Specific rates can be found in Exhibit G-2. Prior to 12/31/2015, Legacy AT&T program rates were assumed to follow exhibit G-1.

Exhibit A-1

**Annual rates of salary increase
Bargained employees**

Years of service	Annual increase
0 - 1	10.00%
1 - 2	10.00
2 - 3	10.00
3 - 4	10.00
4 - 5	10.00
5 & over	2.50

Exhibit A-2

**Annual rates of salary increase
Nonbargained employees**

Age	Annual increase	Age	Annual increase	Age	Annual increase
15	14.00%	35	4.40%	55	2.81%
16	14.00	36	4.20	56	2.78
17	14.00	37	4.00	57	2.75
18	13.40	38	3.90	58	2.72
19	12.80	39	3.80	59	2.69
20	12.20	40	3.70	60	2.66
21	11.60	41	3.60	61	2.63
22	11.00	42	3.50	62	2.60
23	10.40	43	3.40	63	2.60
24	9.80	44	3.30	64	2.60
25	9.20	45	3.20	65	2.60
26	8.60	46	3.10	66	2.60
27	8.00	47	3.00	67	2.60
28	7.40	48	2.98	68	2.60
29	6.80	49	2.96	69	2.60
30	6.20	50	2.94	70 & over	2.60
31	5.60	51	2.92		
32	5.00	52	2.90		
33	4.80	53	2.87		
34	4.60	54	2.84		

Exhibit B-1

**Annual rates of retirement
Bargained male employees**

Age	Male							
	Years of service							
	10	11-19	20	21-24	25	26-29	30	> 30
45	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.125	0.070
46	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.125	0.070
47	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.125	0.070
48	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.125	0.070
49	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.125	0.070
50	n.a.	n.a.	n.a.	n.a.	0.060	0.060	0.125	0.095
51	n.a.	n.a.	n.a.	n.a.	0.065	0.060	0.125	0.100
52	n.a.	n.a.	n.a.	n.a.	0.075	0.070	0.125	0.110
53	n.a.	n.a.	n.a.	n.a.	0.080	0.075	0.125	0.115
54	n.a.	n.a.	n.a.	n.a.	0.090	0.085	0.125	0.125
55	n.a.	n.a.	0.100	0.100	0.100	0.095	0.140	0.135
56	n.a.	n.a.	0.100	0.100	0.110	0.105	0.150	0.145
57	n.a.	n.a.	0.150	0.100	0.115	0.110	0.165	0.150
58	n.a.	n.a.	0.200	0.100	0.120	0.115	0.175	0.175
59	n.a.	n.a.	0.200	0.100	0.120	0.145	0.190	0.205
60	n.a.	n.a.	0.200	0.150	0.150	0.175	0.220	0.230
61	n.a.	n.a.	0.250	0.200	0.250	0.225	0.250	0.300
62	n.a.	n.a.	0.300	0.300	0.350	0.275	0.350	0.350
63	n.a.	n.a.	0.350	0.300	0.350	0.275	0.350	0.350
64	n.a.	n.a.	0.350	0.300	0.350	0.325	0.350	0.350
65	0.350	0.350	0.350	0.350	0.350	0.375	0.350	0.350
66-69	0.350	0.300	0.300	0.300	0.300	0.325	0.300	0.300
70	1.000	1.000	1.000	1.000	1.000	1.000	1.000	1.000

Note: Employees must meet the Modified Rule of 75 to be eligible to retire
Based on AT&T experience 2009-2012

Exhibit B-1 (continued)

**Annual rates of retirement
Bargained female employees**

Age	Female							
	Years of service							
	10	11-19	20	21-24	25	26-29	30	> 30
45	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.200	0.130
46	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.200	0.130
47	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.200	0.130
48	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.200	0.130
49	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.200	0.130
50	n.a.	n.a.	n.a.	n.a.	0.110	0.110	0.200	0.130
51	n.a.	n.a.	n.a.	n.a.	0.115	0.105	0.200	0.135
52	n.a.	n.a.	n.a.	n.a.	0.120	0.110	0.200	0.140
53	n.a.	n.a.	n.a.	n.a.	0.125	0.115	0.200	0.145
54	n.a.	n.a.	n.a.	n.a.	0.135	0.125	0.200	0.155
55	n.a.	n.a.	0.190	0.150	0.135	0.135	0.200	0.165
56	n.a.	n.a.	0.200	0.150	0.145	0.145	0.200	0.175
57	n.a.	n.a.	0.205	0.150	0.150	0.150	0.200	0.180
58	n.a.	n.a.	0.215	0.150	0.160	0.160	0.215	0.190
59	n.a.	n.a.	0.220	0.190	0.165	0.165	0.225	0.210
60	n.a.	n.a.	0.300	0.190	0.180	0.180	0.250	0.230
61	n.a.	n.a.	0.350	0.240	0.200	0.240	0.280	0.280
62	n.a.	n.a.	0.350	0.240	0.325	0.325	0.400	0.325
63	n.a.	n.a.	0.350	0.300	0.300	0.300	0.375	0.300
64	n.a.	n.a.	0.350	0.300	0.300	0.300	0.375	0.300
65	0.350	0.350	0.350	0.350	0.350	0.350	0.425	0.350
66-69	0.350	0.300	0.300	0.350	0.300	0.300	0.375	0.300
70	1.000	1.000	1.000	1.000	1.000	1.000	1.000	1.000

Note: Employees must meet the Modified Rule of 75 to be eligible to retire
Based on AT&T experience 2009-2012

Exhibit B-2

**Annual rates of retirement
Nonbargained male employees**

Age	Male							
	Years of service							
	10	11-19	20	21-24	25	26-29	30	> 30
45	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.080	0.050
46	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.080	0.050
47	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.080	0.050
48	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.080	0.050
49	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.080	0.050
50	n.a.	n.a.	n.a.	n.a.	0.020	0.020	0.080	0.050
51	n.a.	n.a.	n.a.	n.a.	0.030	0.030	0.080	0.050
52	n.a.	n.a.	n.a.	n.a.	0.040	0.040	0.080	0.050
53	n.a.	n.a.	n.a.	n.a.	0.050	0.050	0.080	0.050
54	n.a.	n.a.	n.a.	n.a.	0.050	0.050	0.080	0.050
55	n.a.	n.a.	0.080	0.080	0.080	0.070	0.080	0.070
56	n.a.	n.a.	0.090	0.085	0.080	0.080	0.080	0.080
57	n.a.	n.a.	0.100	0.095	0.090	0.090	0.090	0.090
58	n.a.	n.a.	0.110	0.105	0.100	0.100	0.100	0.100
59	n.a.	n.a.	0.130	0.125	0.120	0.120	0.120	0.120
60	n.a.	n.a.	0.160	0.155	0.150	0.150	0.150	0.150
61	n.a.	n.a.	0.180	0.175	0.170	0.150	0.170	0.170
62	n.a.	n.a.	0.250	0.250	0.250	0.250	0.250	0.225
63	n.a.	n.a.	0.250	0.250	0.250	0.250	0.250	0.225
64	n.a.	n.a.	0.250	0.250	0.250	0.250	0.250	0.225
65	0.275	0.275	0.400	0.350	0.350	0.350	0.250	0.225
66-69	0.275	0.275	0.400	0.300	0.300	0.250	0.250	0.225
70	1.000	1.000	1.000	1.000	1.000	1.000	1.000	1.000

Note: Employees must meet the Modified Rule of 75 to be eligible to retire
Based on AT&T experience 2009-2012

Exhibit B-2 (continued)

**Annual rates of retirement
Nonbargained female employees**

Age	Female							
	Years of service							
	10	11-19	20	21-24	25	26-29	30	> 30
45	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.100	0.075
46	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.100	0.075
47	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.100	0.075
48	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.100	0.075
49	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	0.100	0.075
50	n.a.	n.a.	n.a.	n.a.	0.050	0.050	0.100	0.075
51	n.a.	n.a.	n.a.	n.a.	0.060	0.060	0.100	0.080
52	n.a.	n.a.	n.a.	n.a.	0.070	0.070	0.100	0.090
53	n.a.	n.a.	n.a.	n.a.	0.080	0.080	0.100	0.100
54	n.a.	n.a.	n.a.	n.a.	0.090	0.090	0.110	0.110
55	n.a.	n.a.	0.090	0.090	0.100	0.090	0.110	0.110
56	n.a.	n.a.	0.110	0.110	0.110	0.110	0.110	0.110
57	n.a.	n.a.	0.130	0.130	0.120	0.130	0.130	0.130
58	n.a.	n.a.	0.150	0.150	0.130	0.150	0.150	0.150
59	n.a.	n.a.	0.170	0.170	0.140	0.170	0.170	0.170
60	n.a.	n.a.	0.180	0.180	0.150	0.180	0.190	0.190
61	n.a.	n.a.	0.200	0.200	0.160	0.200	0.210	0.210
62	n.a.	n.a.	0.275	0.250	0.250	0.250	0.250	0.250
63	n.a.	n.a.	0.275	0.250	0.300	0.250	0.250	0.250
64	n.a.	n.a.	0.275	0.250	0.300	0.250	0.250	0.250
65	0.300	0.300	0.400	0.350	0.350	0.300	0.300	0.250
66-69	0.300	0.300	0.300	0.300	0.300	0.250	0.300	0.275
70	1.000	1.000	1.000	1.000	1.000	1.000	1.000	1.000

Note: Employees must meet the Modified Rule of 75 to be eligible to retire
Based on AT&T experience 2009-2012

Exhibit C-1

**Annual rates of withdrawal
Bargained employees**

Age	Male								
	Years of service								
	0	1	2	3	4	5	6	7	8
<25	0.35	0.31	0.25	0.22	0.20	0.15	0.11	0.09	0.05
25-49	0.33	0.28	0.22	0.18	0.15	0.14	0.11	0.09	0.05
50+	0.33	0.28	0.22	0.18	0.15	0.14	0.11	0.09	0.05

Age	Female								
	Years of service								
	0	1	2	3	4	5	6	7	8
<25	0.42	0.35	0.29	0.25	0.21	0.20	0.15	0.12	0.11
25-49	0.40	0.32	0.26	0.22	0.17	0.16	0.15	0.12	0.11
50+	0.40	0.28	0.23	0.16	0.14	0.15	0.14	0.11	0.09

Note: Based on AT&T experience 2009-2012

Exhibit C-1 (continued)

**Annual rates of withdrawal
Bargained employees**

9+ Years of service			9+ Years of service		
Age	Male	Female	Age	Male	Female
15	0.050	0.110	35	0.035	0.080
16	0.050	0.110	36	0.035	0.080
17	0.050	0.110	37	0.035	0.080
18	0.050	0.110	38	0.035	0.080
19	0.050	0.110	39	0.035	0.080
20	0.050	0.110	40	0.030	0.060
21	0.050	0.110	41	0.030	0.060
22	0.050	0.110	42	0.030	0.060
23	0.050	0.110	43	0.030	0.060
24	0.050	0.110	44	0.030	0.060
25	0.050	0.110	45	0.030	0.060
26	0.050	0.110	46	0.030	0.060
27	0.050	0.110	47	0.030	0.060
28	0.050	0.110	48	0.030	0.060
29	0.050	0.110	49	0.030	0.060
30	0.040	0.095	50+	0.025	0.040
31	0.040	0.095			
32	0.040	0.095			
33	0.040	0.095			
34	0.040	0.095			

Note: Based on AT&T experience 2009-2012

Exhibit C-2

**Annual rates of withdrawal
Nonbargained employees**

Age	Male								
	Years of service								
	0	1	2	3	4	5	6	7	8
<25	0.25	0.25	0.19	0.15	0.14	0.13	0.12	0.07	0.06
25-39	0.20	0.16	0.12	0.12	0.10	0.10	0.09	0.07	0.06
40+	0.16	0.14	0.11	0.08	0.07	0.07	0.075	0.06	0.06

Age	Female								
	Years of service								
	0	1	2	3	4	5	6	7	8
<25	0.27	0.29	0.23	0.22	0.14	0.14	0.095	0.09	0.07
25-39	0.20	0.18	0.16	0.13	0.11	0.11	0.095	0.09	0.07
40+	0.17	0.14	0.11	0.10	0.08	0.08	0.075	0.075	0.065

Note: Based on AT&T experience 2009-2012

Exhibit C-2 (continued)

**Annual rates of withdrawal
Nonbargained employees**

9+ Years of service			9+ Years of service		
Age	Male	Female	Age	Male	Female
15	0.075	0.065	35	0.040	0.055
16	0.075	0.065	36	0.040	0.055
17	0.075	0.065	37	0.040	0.055
18	0.075	0.065	38	0.040	0.055
19	0.075	0.065	39	0.040	0.055
20	0.075	0.065	40	0.035	0.040
21	0.075	0.065	41	0.035	0.040
22	0.075	0.065	42	0.035	0.040
23	0.075	0.065	43	0.035	0.040
24	0.075	0.065	44	0.035	0.040
25	0.075	0.065	45	0.035	0.040
26	0.075	0.065	46	0.035	0.040
27	0.075	0.065	47	0.035	0.040
28	0.075	0.065	48	0.035	0.040
29	0.075	0.065	49	0.035	0.040
30	0.045	0.055	50+	0.030	0.030
31	0.045	0.055			
32	0.045	0.055			
33	0.045	0.055			
34	0.045	0.055			

Note: Based on AT&T experience 2009-2012

Exhibit D-1

**Annual rates of disability
Bargained employees (except AT&T Mobility)**

Age	Male	Female	Age	Male	Female
29 & under	0.0007	0.0014	50	0.0019	0.0030
30	0.0007	0.0016	51	0.0021	0.0032
31	0.0007	0.0016	52	0.0022	0.0033
32	0.0007	0.0016	53	0.0024	0.0035
33	0.0007	0.0016	54	0.0025	0.0037
34	0.0007	0.0016	55	0.0027	0.0037
35	0.0007	0.0017	56	0.0031	0.0041
36	0.0007	0.0017	57	0.0034	0.0044
37	0.0007	0.0018	58	0.0040	0.0049
38	0.0007	0.0018	59	0.0046	0.0053
39	0.0008	0.0019	60	0.0058	0.0059
40	0.0008	0.0021	61	0.0067	0.0065
41	0.0009	0.0022	62	0.0081	0.0073
42	0.0010	0.0024	63	0.0101	0.0086
43	0.0011	0.0025	64	0.0119	0.0097
44	0.0012	0.0027	65 & over	0.0121	0.0097
45	0.0013	0.0029			
46	0.0015	0.0031			
47	0.0016	0.0034			
48	0.0017	0.0035			
49	0.0019	0.0036			

Exhibit D-2

**Annual rates of disability
Nonbargained employees (except AT&T Mobility)**

Age	Male	Female	Age	Male	Female
29 & under	0.0004	0.0006	50	0.0015	0.0023
30	0.0004	0.0007	51	0.0016	0.0025
31	0.0004	0.0008	52	0.0018	0.0026
32	0.0004	0.0008	53	0.0020	0.0027
33	0.0004	0.0008	54	0.0022	0.0029
34	0.0004	0.0009	55	0.0023	0.0030
35	0.0004	0.0009	56	0.0026	0.0032
36	0.0004	0.0009	57	0.0030	0.0036
37	0.0004	0.0010	58	0.0037	0.0039
38	0.0004	0.0011	59	0.0044	0.0043
39	0.0004	0.0012	60	0.0054	0.0048
40	0.0005	0.0013	61	0.0067	0.0052
41	0.0005	0.0014	62	0.0085	0.0061
42	0.0006	0.0016	63	0.0106	0.0076
43	0.0007	0.0018	64	0.0114	0.0080
44	0.0008	0.0019	65 & over	0.0114	0.0080
45	0.0009	0.0021			
46	0.0011	0.0024			
47	0.0012	0.0025			
48	0.0014	0.0025			
49	0.0015	0.0026			

Exhibit D-3

**Annual rates of disability
AT&T Mobility bargained employees**

Age	Male	Female	Age	Male	Female
30 & under	0.0003	0.0003	50	0.0014	0.0014
31	0.0003	0.0003	51	0.0015	0.0015
32	0.0003	0.0003	52	0.0016	0.0016
33	0.0003	0.0003	53	0.0017	0.0017
34	0.0003	0.0003	54	0.0018	0.0018
35	0.0004	0.0004	55	0.0020	0.0019
36	0.0004	0.0004	56	0.0022	0.0021
37	0.0005	0.0004	57	0.0023	0.0022
38	0.0005	0.0004	58	0.0025	0.0023
39	0.0006	0.0005	59	0.0027	0.0025
40	0.0007	0.0005	60	0.0030	0.0026
41	0.0007	0.0006	61	0.0032	0.0029
42	0.0008	0.0007	62	0.0034	0.0030
43	0.0008	0.0008	63	0.0036	0.0032
44	0.0010	0.0008	64	0.0038	0.0034
45	0.0010	0.0009	65 & over	0.0000	0.0000
46	0.0011	0.0010			
47	0.0012	0.0011			
48	0.0012	0.0012			
49	0.0013	0.0013			

Exhibit D-4

**Annual rates of disability
AT&T Mobility nonbargained employees**

Age	Male	Female
All	0.00051	0.00103

Exhibit F-1

**Form of payment
Retirements and terminations from active status**

AT&T PR PBP				
Retirements - Modified Rule of 75 reached				
	<u>Immediate commencement</u>		<u>Commencement at age 65</u>	
	<u>Lump Sum</u>	<u>Annuity</u>	<u>Lump Sum</u>	<u>Annuity</u>
Bargained Retirements				
AT&T Legacy Bargained				
Under age 55	15%	0%	0%	85%
Age 55 and over	30%	0%	0%	70%
Mobility	100%	0%	0%	0%
Management Retirements				
AT&T Legacy Management	50%	0%	0%	50%
Mobility	100%	0%	0%	0%

Additional note: for married participants not electing a lump sum, it is assumed that 90% will elect the survivor option with their spouse as the designated beneficiary

Exhibit F-1 (continued)

**Form of payment
Retirements and terminations from active status**

AT&T PR PBP				
Terminations - Modified Rule of 75 not reached				
	<u>Immediate commencement</u>		<u>Commencement at age 65</u>	
	<u>Lump Sum</u>	<u>Annuity</u>	<u>Lump Sum</u>	<u>Annuity</u>
Bargained Terminations				
Mobility	60%	0%	40%	0%
AT&T Legacy Bargained	60%	0%	28%	12%
Management Terminations				
Mobility	50%	0%	50%	0%
AT&T Legacy Management ¹	50%	0%	35%	15%

¹Lump sum commencement assumption for lump sum eligible portion of benefit only

Additional note: for married participants not electing a lump sum, it is assumed that 90% will elect the survivor option with their spouse as the designated beneficiary

Exhibit F-2

**Form of payment
Terminated vested participants**

AT&T PR PBP				
	<u>Immediate commencement</u>		<u>Commencement at age 65</u>	
	<u>Lump Sum</u>	<u>Annuity</u>	<u>Lump Sum</u>	<u>Annuity</u>
Bargained Terminations				
Mobility	0%	0%	100%	0%
AT&T Legacy Bargained	0%	0%	70%	30%
Management Terminations				
Mobility	0%	0%	100%	0%
AT&T Legacy Management ¹	0%	0%	70%	30%

¹Lump sum commencement assumption for lump sum eligible portion of benefit only

Exhibit G-1

**Married percentage of retired participants
Legacy AT&T bargained employees
Assumption used prior to 12/31/2015**

Age	Male	Female	Age	Male	Female	Age	Male	Female
50 & under	0.90	0.63	70	0.78	0.36	90	0.52	0.09
51	0.89	0.63	71	0.78	0.36	91	0.50	0.08
52	0.88	0.63	72	0.77	0.31	92	0.48	0.07
53	0.87	0.63	73	0.77	0.27	93	0.46	0.06
54	0.86	0.63	74	0.77	0.24	94	0.44	0.05
55	0.85	0.60	75	0.76	0.22	95	0.42	0.04
56	0.85	0.57	76	0.75	0.20	96	0.40	0.03
57	0.85	0.54	77	0.74	0.19	97	0.38	0.02
58	0.85	0.51	78	0.73	0.18	98	0.36	0.01
59	0.85	0.48	79	0.72	0.18	99	0.34	0.00
60	0.85	0.45	80	0.71	0.17	100	0.32	0.00
61	0.84	0.42	81	0.70	0.17	101	0.30	0.00
62	0.83	0.40	82	0.68	0.16	102	0.28	0.00
63	0.82	0.38	83	0.66	0.16	103	0.26	0.00
64	0.81	0.36	84	0.64	0.15	104	0.24	0.00
65	0.80	0.36	85	0.62	0.14	105	0.22	0.00
66	0.79	0.36	86	0.60	0.13	106	0.20	0.00
67	0.79	0.36	87	0.58	0.12	107	0.18	0.00
68	0.79	0.36	88	0.56	0.11	108	0.16	0.00
69	0.78	0.36	89	0.54	0.10	109	0.14	0.00
						110 & over	0.12	0.00

Source: Legacy AT&T experience 1985-1987

Exhibit G-2

**Married percentage of retired participants
Assumption as of 12/31/2015**

Age	Male	Female	Age	Male	Female	Age	Male	Female
50 & under	0.70	0.39	70	0.74	0.38	90	0.49	0.07
51	0.70	0.39	71	0.74	0.36	91	0.46	0.06
52	0.70	0.39	72	0.74	0.34	92	0.42	0.05
53	0.70	0.39	73	0.74	0.32	93	0.38	0.04
54	0.70	0.39	74	0.74	0.30	94	0.34	0.03
55	0.70	0.39	75	0.73	0.29	95	0.30	0.02
56	0.70	0.39	76	0.73	0.28	96	0.26	0.02
57	0.70	0.39	77	0.73	0.27	97	0.22	0.02
58	0.70	0.39	78	0.73	0.25	98	0.18	0.01
59	0.70	0.39	79	0.73	0.23	99	0.14	0.01
60	0.70	0.39	80	0.72	0.21	100	0.11	0.00
61	0.70	0.39	81	0.70	0.20	101	0.08	0.00
62	0.70	0.39	82	0.68	0.19	102	0.05	0.00
63	0.70	0.39	83	0.66	0.17	103	0.02	0.00
64	0.70	0.39	84	0.64	0.15	104	0.00	0.00
65	0.72	0.39	85	0.61	0.14	105 & over	0.00	0.00
66	0.72	0.39	86	0.59	0.12			
67	0.72	0.39	87	0.56	0.11			
68	0.72	0.39	88	0.54	0.09			
69	0.72	0.39	89	0.52	0.08			

Note: Based on plan experience from 2007 - 2014

Actuarial methods

Actuarial methods

Valuation date

The valuation date is January 1, 2016

Calculation of normal costs and liabilities

The method used to calculate the ERISA target normal cost and funding target and PBGC premium funding target liabilities is the unit credit cost method.

Under this method, benefits are estimated at each decrement age using service and earnings as of the valuation date. The present value of these estimated benefits using the applicable ERISA assumptions is the ERISA funding target actuarial present value of accumulated plan benefits. The target normal cost is the present value of the benefits earned during the year.

For calculating the actuarial present value of vested benefits, including the PBGC premium funding target, benefits at each decrement age are determined in the same manner, but are then multiplied by each participant's vesting percentage as of the valuation date. The present value of these estimated vested benefits is determined without recognition of any benefit for which a participant will become entitled only through the advancement in service or age while actively employed. In addition, the following ancillary benefits have been treated as vested: disability and temporary supplemental retirement benefits in pay status and pension death benefits.

Per Treasury regulation section 1.430(d)-1(f)(4)(iii), the liabilities for the funding valuation are determined using the annuity substitution method for benefits assumed to be paid as a lump sum and where the amounts are impacted by changes in lump sum interest rates.

Actuarial value of assets

The actuarial value of assets is used to calculate contribution requirements under ERISA. The actuarial value of assets is determined by recognizing asset gains and losses over a period of three years. Asset gains and losses are defined as the difference between the expected return on the market value of assets, using a return assumption not to exceed the third segment rate, and the actual return on the market value of assets. This gain or loss is recognized over a period of three years at 33% per year, beginning in the current year. The actuarial value of assets must be within 10% of the market value of assets.

EIN 43-1301883/PN 007

AT&T Puerto Rico Pension Benefit Plan
2016 Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to potential software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. To the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB, the values on the signed Schedule SB will govern.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan AT&T PUERTO RICO PENSION BENEFIT PLAN	B Three-digit plan number (PN) ►	007
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF AT&T Inc.	D Employer Identification Number (EIN) 43-1301883	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information				
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>				
2 Assets:				
a Market value.....				24,728,000
b Actuarial value.....				25,386,000
3 Funding target/participant count breakdown				
	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target	
a For retired participants and beneficiaries receiving payment	62	6,007,000	6,007,000	
b For terminated vested participants	292	2,707,000	2,707,000	
c For active participants	945	14,692,000	15,660,000	
d Total	1,299	23,406,000	24,374,000	
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐				
a Funding target disregarding prescribed at-risk assumptions.....				4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....				4b
5 Effective interest rate.....				6.09%
6 Target normal cost				1,630,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Brian J. Walker <i>BJW</i> Signature of actuary Brian J. Walker, ASA, EA Type or print name of actuary AON CONSULTING, INC. Firm name 2711 NORTH HASKELL AVENUE, 8TH FLOOR DALLAS TX 75204 Address of the firm	10/03/2017 Date 1706719 Most recent enrollment number 214-989-2679 Telephone number (including area code)
------------------	--	--

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8).....	0	0
10	Interest on line 9 using prior year's actual return of <u>1.57%</u>	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year).....		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.29%</u>		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
	c Total available at beginning of current plan year to add to prefunding balance.....		0
	d Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	104.15%
15	Adjusted funding target attainment percentage.....	15	104.15%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	112.09%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV		Contributions and Liquidity Shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/15/2017	683,000	0			
Totals ▶			18(b)	683,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	618,000

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 59
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6)	31a	1,630,000										
b Excess assets, if applicable, but not greater than line 31a	31b	1,012,000										
32 Amortization installments:	<table border="1"> <tr> <td></td> <td>Outstanding Balance</td> <td>Installment</td> </tr> <tr> <td>a Net shortfall amortization installment</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td></td> </tr> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	0	0	b Waiver amortization installment	0	
	Outstanding Balance	Installment										
a Net shortfall amortization installment	0	0										
b Waiver amortization installment	0											
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	618,000										
	Carryover balance	Prefunding balance	Total balance									
35 Balances elected for use to offset funding requirement			0									
36 Additional cash requirement (line 34 minus line 35)	36	618,000										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	618,000										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

EIN 43-1301883/PN 007

AT&T Puerto Rico Pension Benefit Plan
Summary of Attachments to 2016 Form 5500 Schedule SB

Attachments	Description
Line 3	Description of Funding Target/Participant Count breakdown
Line 19	Discounted Employer Contributions
Line 22	Description of Weighted Average Retirement Age
Part V	Statement of Actuarial Assumptions/Methods
	Summary of Plan Provisions
Line 24	Change in Non-Prescribed Actuarial Assumptions
Line 26	Schedule of Active Participant Data

EIN 43-1301883/PN 007

AT&T Puerto Rico Pension Benefit Plan

2016 Schedule SB, Line 3 — Description of Funding Target / Count Breakdown

Description of Funding Target / Count Breakdown

- Funding target liability/counts under line 3a are determined for the participants who are currently receiving or have received benefits.
- Funding target liability/counts under line 3b are determined for the retired/separated participants who are entitled to future benefits.

EIN 43-1301883/PN 007

AT&T Puerto Rico Pension Benefit Plan
2016 Schedule SB, Line 19 — Discounted Employer Contributions

Line 19c. Contributions Allocated Toward Minimum Required Contribution for Current Year

<u>Date of Contribution (mm/dd/yyyy)</u>	<u>Amount paid by employer(s)</u>	<u>Year Applied</u>	<u>Effective Interest Rate</u>	<u>Interest Adjusted Contribution as of January 1, 2016</u>	<u>Period during which rate(s) apply</u>
9/15/2017	\$683,000	2016	6.09%	\$618,000	1/1/2016 - 9/15/2017

AT&T Puerto Rico Pension Benefit Plan
2016 Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Description of Weighted Average Retirement Age Calculation

The rates of retirement at each age depend on the following factors:

- age
- gender
- service
- bargained/nonbargained status

The detailed description of the exact rates that apply at each age for each of the various categories is contained in the attachment to Part V — Statement of Actuarial Assumptions/Methods.

In computing the weighted-average retirement age, the weight applied to each age is $(a)/(b)$, where (a) and (b) are defined as follows:

(a) The number of participants expected to retire at the retirement age to which the weight is being applied. The number of participants expected to retire is estimated by applying the assumed rates of decrement to the current active population.

(b) The total number of participants expected to retire. The number of participants expected to retire is estimated by applying the assumed rates of decrement to the current active population.

EIN 43-1301883/PN 007

AT&T Puerto Rico Pension Benefit Plan
2016 Schedule SB, Part V — Statement of Plan Provisions

Description of Plan Provisions

The following pages fully describe the plan provisions used to calculate the amounts shown in the Schedule SB.

Summary of plan provisions AT&T Puerto Rico Pension Benefit Plan

Effective date

The AT&T Pension Plan and Cingular Wireless Pension Plan were merged into the AT&T Puerto Rico Pension Benefit Plan on December 31, 2009. All programs were last restated effective January 1, 2012.

Contributions

The Company will, from time to time, pay to the Trustee such sums of money as the enrolled actuary shall certify as the amounts necessary to provide the retirement income benefits specified by the Plan and to prevent the Plan from having an accumulated funding deficiency within the meaning of IRC Section 412. The Company may also provide additional sums of money to the Trustee as deemed appropriate.

Employee contributions are neither required nor permitted under the Plan.

Expenses

All expenses incurred in connection with the administration of the Plan and the Trust are paid by the fund to the extent they are not paid by the Company.

Changes from prior plan year

- The monthly pension bands will increase 1% on 1/1/2016, 1/1/2017, and 1/1/2018 for AT&T Legacy Bargained PR (CWA)
- The cash balance credits will increase by 1% on 1/1/2016, 1/1/2017, and 1/1/2018 for AT&T Legacy Bargained PR (CWA)

Summary of plan provisions AT&T Legacy Bargained Program of the AT&T Puerto Rico Pension Benefit Plan

Employees eligible for participation

Any (i) Puerto Rico employee represented by a union which agrees to the pension plan, (ii) Puerto Rico nonsalaried employee whose position is subject to wage progression or who is paid weekly or biweekly, (iii) Puerto Rico nonsalaried employee temporarily promoted to a salaried management position, (iv) Puerto Rico salaried-graded employee, or (v) Puerto Rico occupational employee in a sales commission plan, who is employed by an AT&T Corp. Participating Company becomes a participant immediately upon attaining at least age 21. Effective April 1, 2010, employees hired or rehired on or after on or after August 8, 2009 are not eligible.

Definitions

Vesting service

A year of Vesting Service is earned for every calendar year in which an employee is credited with 1,000 hours of service. Vesting Service does not begin until the year of the employee's 18th birthday. An employee is credited with 50 hours of service for any week in which the employee completes at least one hour. For actives on January 1, 2010, accrued benefits will now be vested after three years.

Net credited service

Net Credited Service (NCS) includes years, months and days of employment with a Participating Company. Under Interchange Agreements, service with certain Interchange Companies is also credited.

Service pension eligible

Attainment of age 65 with 10 years of Net Credited Service, attainment of age 55 with 20 years of Net Credited Service, attainment of age 50 with 25 years of Net Credited Service, or attainment of any age with 30 years of Net Credited Service.

Pension band formula

Under the pension band formula, the benefit is frozen as of December 31, 1998 unless a participant has 15 or more years of Net Credited Service on June 30, 1998 and was on the active roll of a Participating Company on May 10, 1998. The pension band formula benefit is the sum of a basic monthly pension benefit and a supplemental monthly pension benefit, if applicable. The basic monthly pension benefit is the monthly benefit factor from the Pension Band Amount shown in the tables for the pension band which applies to the participant's job title multiplied by Net Credited Service. Special rules apply for certain promotions and demotions. The supplemental monthly pension benefit is (i) x (ii) x (iii), where (i) is average annual supplemental pay for the final three years prior to termination or freeze, (ii) is 0.001, and (iii) Net Credited Service at termination or freeze.

Crediting period

Under the Cash Balance formula, the crediting period is the calendar year commencing January 1, 2000. The initial crediting period was July 1, 1998 through June 30, 1999. The six-month period July 1, 1999 through December 31, 1999 was used as a crediting period. When a pension begins, the last crediting period ends the last day of the month prior to benefit commencement.

Cash balance account

For active participants on both May 10, 1998 and July 1, 1999, the conversion credit is equal to $\{[(i) \times (ii)] + (iii)\} \times (iv)$, where (i) is the pension band amount as of July 1, 1998, (ii) is Net Credited Service as of June 30, 1998, (iii) is any supplemental pension benefit as of June 30, 1998, and (iv) is the conversion factor. The Cash Balance Account as of July 1, 1999 is the conversion credit plus an interest credit of 7% for July 1, 1998 through June 30, 1999 and the pension band credit and differential pay credit, if any, for July 1, 1998 through June 30, 1999. The Cash Balance Account earns interest credits, pension band credits, differential pay credits (if applicable), and special promotion credits (if applicable) as follows:

■ **Interest credits**

After January 1, 2010, interest is to be credited to the Cash Balance Account at the 30-year Treasury annual rate as of the November preceding the plan year. For July 1, 1998 through December 31, 2002, the interest crediting rate was 7%, for 2003 the interest crediting rate was 5.5%, for 2004 through 2005 the interest crediting rate was 4.5%, and for 2005 through 2009 the interest crediting rate was 4%. Effective January 1, 2013, the interest crediting rate shall not be less than 3.75%.

■ **Pension band credits**

The Pension Band Credit is based on the pension band credit amounts shown in the tables and Net Credited Service (in whole years) as of the end of the crediting period. The pension band credit will be adjusted for part-time work, less than 12 months of work or changes in pension band during a crediting period.

■ **Differential pay credits**

The Differential Pay Credit equals a credit for each \$100 of differential pay, if any, received during a crediting period. The credit is shown in the following table:

NCS (in whole years)	Differential pay credit
0-4	\$3.00
5-9	\$3.50
10-14	\$4.00
15-19	\$5.00
20-24	\$6.00
25-29	\$7.00
30-34	\$8.50
35 & over	\$10.00

■ **Special promotion credits**

The Special Promotion Credit is added to an account on June 30 or December 31 (special promotion crediting date) for promotions if the participant works in the higher pension band until the next special promotion crediting date that is at least six months after the promotion. The credit is the difference between the higher pension band credit and the lower pension band credit multiplied by Net Credited Service on the special promotion crediting date.

■ **Additional credits**

On December 31, 2012, an additional credit was added to the account of certain participants represented by the Communications Workers of America. The additional credit is shown in the tables based on pension band amounts and Net Credited Service.

Pension benefit

The pension benefit is, in general, determined under the Cash Balance formula. For participants with a Pension Band formula benefit, the pension benefit is the greater of this benefit or the Cash Balance formula benefit, based on age at commencement and the form of benefit elected.

Cash balance formula benefit

The Cash Balance formula monthly accrued benefit is calculated by projecting the current Cash Balance Account to the Normal Retirement Date using the current schedule of Interest Crediting Rates and then dividing by the applicable Simplified Monthly Payment Factor at the Normal Retirement Age. For benefit commencement prior to Normal Retirement Age, early retirement factors based on benefit commencement age and calendar year of commencement from the plan document are applied.

- **Eligibility**

Upon termination if vested.

- **Date payments begin**

At or after termination but not later than Normal Retirement Date. Any annuity form must commence at the same time the Cash Payment option is elected.

Pension band formula benefit

The Pension Band Formula monthly benefit is unreduced if it commences at or after age 55. Prior to age 55, it is reduced 0.5% each month commencement is prior to age 55 if Net Credited Service is less than 30 years. There is no reduction if commencement is prior to age 55 if Net Credited Service is at least 30 years.

- **Eligibility**

Upon termination if vested.

- **Date payments begin**

At or after termination but not later than Normal Retirement Age.

Surviving spouse's benefit

Eligibility

Surviving spouse of an active vested or deferred vested participant in the event of the participant's death.

Forms of payment

Single life annuity or cash payment under same conditions as Cash Balance Formula Benefit.

Annuity benefit if participant active at death

Greatest of (i) Single life annuity derived from the Cash Balance Account, (ii) 50% of the greater of the Pension Band Formula Benefit reduced as though the participant had terminated on the date of death and elected the 50% J&S or (iii) the same as (ii) without reduction if active participant as of May 10, 1998 and as of June 30, 1999 had at least 15 years of Net Credited Service or was Service Pension Eligible.

Annuity benefit if participant not active at death

Greater of (i) Single life annuity derived from the Cash Balance Account or (ii) 50% of the greater of the Pension Band Benefit reduced as though the participant had terminated on the date of death and elected the 50% J&S.

Death benefit if no surviving spouse

Eligibility

Death of an active vested or deferred vested participant that does not have a surviving spouse.

Lump sum benefit

The full balance of the Cash Balance Account is paid to the estate.

Forms of payment

The normal form of payment for a Participant who is married at the benefit commencement date is a reduced qualified joint and survivor annuity equal to 92% of the Accrued Benefit, with 46% of the Accrued Benefit continuing to the surviving spouse upon the earlier death of the Participant. If the spouse predeceases the Participant that retired from the plan, the 8% reduction factor is removed for the future payments. The normal form with respect to all other Participants is a single life annuity.

In lieu of the normal form of retirement benefit, a married Participant may elect, with the proper spousal consent, to waive the qualified joint and survivor annuity and to receive an actuarial equivalent retirement benefit in the form of a single life annuity, a 75% or 100% joint and survivor annuity or single life annuity with 10-years certain. J&S options are with pop-up.

The cash balance account can also be received as a lump sum, subject to IRC Section 417(e).

Benefits not valued

No benefits are excluded that would materially affect the liabilities.

**Monthly pension band amounts
AT&T Legacy Bargained Program
(bands 101 to 135)**

Pension Band	Terminations			Pension Band	Terminations		
	On or after 1/1/2013 and before 1/1/2014	On or after 1/1/2014 and before 1/1/2015	On or after 1/1/2015 and before 1/1/2016		On or after 1/1/2013 and before 1/1/2014	On or after 1/1/2014 and before 1/1/2015	On or after 1/1/2015 and before 1/1/2016
101	\$38.00	\$38.38	\$38.76	119	\$66.88	\$67.55	\$68.23
102	39.59	39.99	40.39	120	68.46	69.14	69.83
103	41.21	41.62	42.04	121	70.05	70.75	71.46
104	42.78	43.21	43.64	122	71.69	72.41	73.13
105	44.41	44.85	45.30	123	73.25	73.98	74.72
106	46.02	46.48	46.94	124	74.88	75.63	76.39
107	47.67	48.15	48.63	125	76.51	77.28	78.05
108	49.25	49.74	50.24	126	78.08	78.86	79.65
109	50.87	51.38	51.89	127	79.69	80.49	81.29
110	52.45	52.97	53.50	128	81.28	82.09	82.91
111	54.07	54.61	55.16	129	82.89	83.72	84.56
112	55.64	56.20	56.76	130	84.49	85.33	86.18
113	57.27	57.84	58.42	131	86.11	86.97	87.84
114	58.84	59.43	60.02	132	87.70	88.58	89.47
115	60.46	61.06	61.67	133	89.29	90.18	91.08
116	62.08	62.70	63.33	134	90.95	91.86	92.78
117	63.66	64.30	64.94	135	92.50	93.43	94.36
118	65.28	65.93	66.59				

**Monthly pension band amounts
AT&T Legacy Bargained Program
(bands 101 to 135)**

Pension Band	Terminations			Pension Band	Terminations		
	On or after 1/1/2016 and before 1/1/2017	On or after 1/1/2017 and before 1/1/2018	On or after 1/1/2018		On or after 1/1/2016 and before 1/1/2017	On or after 1/1/2017 and before 1/1/2018	On or after 1/1/2018
101	\$39.15	\$39.54	\$39.94	119	\$68.91	\$69.60	\$70.30
102	40.79	41.20	41.61	120	70.53	71.24	71.95
103	42.46	42.88	43.31	121	72.17	72.89	73.62
104	44.08	44.52	44.97	122	73.86	74.60	75.35
105	45.75	46.21	46.67	123	75.47	76.22	76.98
106	47.41	47.88	48.36	124	77.15	77.92	78.70
107	49.12	49.61	50.11	125	78.83	79.62	80.42
108	50.74	51.25	51.76	126	80.45	81.25	82.06
109	52.41	52.93	53.46	127	82.10	82.92	83.75
110	54.04	54.58	55.13	128	83.74	84.58	85.43
111	55.71	56.27	56.83	129	85.41	86.26	87.12
112	57.33	57.90	58.48	130	87.04	87.91	88.79
113	59.00	59.59	60.19	131	88.72	89.61	90.51
114	60.62	61.23	61.84	132	90.36	91.26	92.17
115	62.29	62.91	63.54	133	91.99	92.91	93.84
116	63.96	64.60	65.25	134	93.71	94.65	95.60
117	65.59	66.25	66.91	135	95.30	96.25	97.21
118	67.26	67.93	68.61				

**Pension band credits
AT&T Legacy Bargained Program
(bands 101 to 118)**

Pension Band	On or after 1/1/2015 and before 1/1/2016 Years of service in whole years at end of crediting period							
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35+
101	\$1,094	\$1,278	\$1,456	\$1,821	\$2,186	\$2,556	\$3,099	\$3,643
102	1,131	1,323	1,515	1,891	2,268	2,654	3,214	3,782
103	1,181	1,380	1,573	1,967	2,357	2,753	3,347	3,935
104	1,225	1,431	1,636	2,044	2,449	2,855	3,469	4,083
105	1,271	1,483	1,701	2,122	2,535	2,963	3,604	4,238
106	1,310	1,534	1,750	2,186	2,620	3,066	3,718	4,376
107	1,359	1,585	1,809	2,262	2,723	3,168	3,852	4,523
108	1,401	1,636	1,872	2,340	2,810	3,277	3,975	4,677
109	1,451	1,693	1,930	2,415	2,900	3,379	4,109	4,829
110	1,488	1,738	1,987	2,484	2,985	3,475	4,222	4,972
111	1,539	1,796	2,050	2,562	3,072	3,584	4,352	5,117
112	1,578	1,840	2,109	2,638	3,163	3,694	4,478	5,270
113	1,629	1,898	2,165	2,711	3,260	3,795	4,607	5,423
114	1,668	1,948	2,225	2,780	3,342	3,891	4,727	5,560
115	1,713	2,000	2,280	2,855	3,430	4,000	4,855	5,714
116	1,757	2,057	2,346	2,934	3,521	4,109	4,988	5,864
117	1,809	2,102	2,409	3,008	3,609	4,211	5,112	6,019
118	1,845	2,152	2,466	3,079	3,694	4,307	5,234	6,153

**Pension band credits
AT&T Legacy Bargained Program
(bands 119 to 135)**

Pension Band	On or after 1/1/2015 and before 1/1/2016 Years of service in whole years at end of crediting period							
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35+
119	\$1,891	\$2,210	\$2,523	\$3,158	\$3,782	\$4,415	\$5,360	\$6,306
120	1,935	2,262	2,580	3,226	3,878	4,518	5,495	6,459
121	1,981	2,313	2,644	3,303	3,969	4,631	5,618	6,612
122	2,020	2,357	2,695	3,373	4,051	4,727	5,732	6,746
123	2,069	2,415	2,759	3,449	4,140	4,829	5,864	6,900
124	2,122	2,472	2,825	3,528	4,230	4,932	5,999	7,053
125	2,160	2,518	2,883	3,604	4,319	5,041	6,122	7,206
126	2,204	2,569	2,940	3,674	4,403	5,143	6,236	7,341
127	2,254	2,638	3,008	3,764	4,511	5,264	6,395	7,520
128	2,306	2,683	3,072	3,834	4,601	5,367	6,523	7,671
129	2,340	2,735	3,118	3,898	4,677	5,458	6,632	7,793
130	2,382	2,780	3,174	3,969	4,760	5,553	6,746	7,936
131	2,428	2,831	3,239	4,043	4,849	5,663	6,874	8,089
132	2,472	2,883	3,298	4,119	4,937	5,770	7,002	8,243
133	2,518	2,940	3,354	4,198	5,034	5,873	7,137	8,388
134	2,562	2,990	3,412	4,262	5,117	5,968	7,252	8,530
135	2,602	3,036	3,469	4,339	5,208	6,077	7,379	8,682

**Pension band credits
AT&T Legacy Bargained Program
(bands 101 to 118)**

Pension Band	On or after 1/1/2016 and before 1/1/2017 Years of service in whole years at end of crediting period							
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35+
101	\$1,105	\$1,291	\$1,471	\$1,839	\$2,208	\$2,582	\$3,130	\$3,679
102	1,142	1,336	1,530	1,910	2,291	2,681	3,246	3,820
103	1,193	1,394	1,589	1,987	2,381	2,781	3,380	3,974
104	1,237	1,445	1,652	2,064	2,473	2,884	3,504	4,124
105	1,284	1,498	1,718	2,143	2,560	2,993	3,640	4,280
106	1,323	1,549	1,768	2,208	2,646	3,097	3,755	4,420
107	1,373	1,601	1,827	2,285	2,750	3,200	3,891	4,568
108	1,415	1,652	1,891	2,363	2,838	3,310	4,015	4,724
109	1,466	1,710	1,949	2,439	2,929	3,413	4,150	4,877
110	1,503	1,755	2,007	2,509	3,015	3,510	4,264	5,022
111	1,554	1,814	2,071	2,588	3,103	3,620	4,396	5,168
112	1,594	1,858	2,130	2,664	3,195	3,731	4,523	5,323
113	1,645	1,917	2,187	2,738	3,293	3,833	4,653	5,477
114	1,685	1,967	2,247	2,808	3,375	3,930	4,774	5,616
115	1,730	2,020	2,303	2,884	3,464	4,040	4,904	5,771
116	1,775	2,078	2,369	2,963	3,556	4,150	5,038	5,923
117	1,827	2,123	2,433	3,038	3,645	4,253	5,163	6,079
118	1,863	2,174	2,491	3,110	3,731	4,350	5,286	6,215

**Pension band credits
AT&T Legacy Bargained Program
(bands 119 to 135)**

Pension Band	On or after 1/1/2016 and before 1/1/2017 Years of service in whole years at end of crediting period							
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35+
119	\$1,910	\$2,232	\$2,548	\$3,190	\$3,820	\$4,459	\$5,414	\$6,369
120	1,954	2,285	2,606	3,258	3,917	4,563	5,550	6,524
121	2,001	2,336	2,670	3,336	4,009	4,677	5,674	6,678
122	2,040	2,381	2,722	3,407	4,092	4,774	5,789	6,813
123	2,090	2,439	2,787	3,483	4,181	4,877	5,923	6,969
124	2,143	2,497	2,853	3,563	4,272	4,981	6,059	7,124
125	2,182	2,543	2,912	3,640	4,362	5,091	6,183	7,278
126	2,226	2,595	2,969	3,711	4,447	5,194	6,298	7,414
127	2,277	2,664	3,038	3,802	4,556	5,317	6,459	7,595
128	2,329	2,710	3,103	3,872	4,647	5,421	6,588	7,748
129	2,363	2,762	3,149	3,937	4,724	5,513	6,698	7,871
130	2,406	2,808	3,206	4,009	4,808	5,609	6,813	8,015
131	2,452	2,859	3,271	4,083	4,897	5,720	6,943	8,170
132	2,497	2,912	3,331	4,160	4,986	5,828	7,072	8,325
133	2,543	2,969	3,388	4,240	5,084	5,932	7,208	8,472
134	2,588	3,020	3,446	4,305	5,168	6,028	7,325	8,615
135	2,628	3,066	3,504	4,382	5,260	6,138	7,453	8,769

**Pension band credits
AT&T Legacy Bargained Program
(bands 101 to 118)**

Pension Band	On or after 1/1/2017 and before 1/1/2018 Years of service in whole years at end of crediting period							
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35+
101	\$1,116	\$1,304	\$1,486	\$1,857	\$2,230	\$2,608	\$3,161	\$3,716
102	1,153	1,349	1,545	1,929	2,314	2,708	3,278	3,858
103	1,205	1,408	1,605	2,007	2,405	2,809	3,414	4,014
104	1,249	1,459	1,669	2,085	2,498	2,913	3,539	4,165
105	1,297	1,513	1,735	2,164	2,586	3,023	3,676	4,323
106	1,336	1,564	1,786	2,230	2,672	3,128	3,793	4,464
107	1,387	1,617	1,845	2,308	2,778	3,232	3,930	4,614
108	1,429	1,669	1,910	2,387	2,866	3,343	4,055	4,771
109	1,481	1,727	1,968	2,463	2,958	3,447	4,192	4,926
110	1,518	1,773	2,027	2,534	3,045	3,545	4,307	5,072
111	1,570	1,832	2,092	2,614	3,134	3,656	4,440	5,220
112	1,610	1,877	2,151	2,691	3,227	3,768	4,568	5,376
113	1,661	1,936	2,209	2,765	3,326	3,871	4,700	5,532
114	1,702	1,987	2,269	2,836	3,409	3,969	4,822	5,672
115	1,747	2,040	2,326	2,913	3,499	4,080	4,953	5,829
116	1,793	2,099	2,393	2,993	3,592	4,192	5,088	5,982
117	1,845	2,144	2,457	3,068	3,681	4,296	5,215	6,140
118	1,882	2,196	2,516	3,141	3,768	4,394	5,339	6,277

**Pension band credits
AT&T Legacy Bargained Program
(bands 119 to 135)**

Pension Band	On or after 1/1/2017 and before 1/1/2018 Years of service in whole years at end of crediting period							
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35+
119	\$1,929	\$2,254	\$2,573	\$3,222	\$3,858	\$4,504	\$5,468	\$6,433
120	1,974	2,308	2,632	3,291	3,956	4,609	5,606	6,589
121	2,021	2,359	2,697	3,369	4,049	4,724	5,731	6,745
122	2,060	2,405	2,749	3,441	4,133	4,822	5,847	6,881
123	2,111	2,463	2,815	3,518	4,223	4,926	5,982	7,039
124	2,164	2,522	2,882	3,599	4,315	5,031	6,120	7,195
125	2,204	2,568	2,941	3,676	4,406	5,142	6,245	7,351
126	2,248	2,621	2,999	3,748	4,491	5,246	6,361	7,488
127	2,300	2,691	3,068	3,840	4,602	5,370	6,524	7,671
128	2,352	2,737	3,134	3,911	4,693	5,475	6,654	7,825
129	2,387	2,790	3,180	3,976	4,771	5,568	6,765	7,950
130	2,430	2,836	3,238	4,049	4,856	5,665	6,881	8,095
131	2,477	2,888	3,304	4,124	4,946	5,777	7,012	8,252
132	2,522	2,941	3,364	4,202	5,036	5,886	7,143	8,408
133	2,568	2,999	3,422	4,282	5,135	5,991	7,280	8,557
134	2,614	3,050	3,480	4,348	5,220	6,088	7,398	8,701
135	2,654	3,097	3,539	4,426	5,313	6,199	7,528	8,857

**Pension band credits
AT&T Legacy Bargained Program
(bands 101 to 118)**

Pension Band	On or after 1/1/2018 Years of service in whole years at end of crediting period							
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35+
101	\$1,127	\$1,317	\$1,501	\$1,876	\$2,252	\$2,634	\$3,193	\$3,753
102	1,165	1,362	1,560	1,948	2,337	2,735	3,311	3,897
103	1,217	1,422	1,621	2,027	2,429	2,837	3,448	4,054
104	1,261	1,474	1,686	2,106	2,523	2,942	3,574	4,207
105	1,310	1,528	1,752	2,186	2,612	3,053	3,713	4,366
106	1,349	1,580	1,804	2,252	2,699	3,159	3,831	4,509
107	1,401	1,633	1,863	2,331	2,806	3,264	3,969	4,660
108	1,443	1,686	1,929	2,411	2,895	3,376	4,096	4,819
109	1,496	1,744	1,988	2,488	2,988	3,481	4,234	4,975
110	1,533	1,791	2,047	2,559	3,075	3,580	4,350	5,123
111	1,586	1,850	2,113	2,640	3,165	3,693	4,484	5,272
112	1,626	1,896	2,173	2,718	3,259	3,806	4,614	5,430
113	1,678	1,955	2,231	2,793	3,359	3,910	4,747	5,587
114	1,719	2,007	2,292	2,864	3,443	4,009	4,870	5,729
115	1,764	2,060	2,349	2,942	3,534	4,121	5,003	5,887
116	1,811	2,120	2,417	3,023	3,628	4,234	5,139	6,042
117	1,863	2,165	2,482	3,099	3,718	4,339	5,267	6,201
118	1,901	2,218	2,541	3,172	3,806	4,438	5,392	6,340

**Pension band credits
AT&T Legacy Bargained Program
(bands 119 to 135)**

Pension Band	On or after 1/1/2018 Years of service in whole years at end of crediting period							
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35+
119	\$1,948	\$2,277	\$2,599	\$3,254	\$3,897	\$4,549	\$5,523	\$6,497
120	1,994	2,331	2,658	3,324	3,996	4,655	5,662	6,655
121	2,041	2,383	2,724	3,403	4,089	4,771	5,788	6,812
122	2,081	2,429	2,776	3,475	4,174	4,870	5,905	6,950
123	2,132	2,488	2,843	3,553	4,265	4,975	6,042	7,109
124	2,186	2,547	2,911	3,635	4,358	5,081	6,181	7,267
125	2,226	2,594	2,970	3,713	4,450	5,193	6,307	7,425
126	2,270	2,647	3,029	3,785	4,536	5,298	6,425	7,563
127	2,323	2,718	3,099	3,878	4,648	5,424	6,589	7,748
128	2,376	2,764	3,165	3,950	4,740	5,530	6,721	7,903
129	2,411	2,818	3,212	4,016	4,819	5,624	6,833	8,030
130	2,454	2,864	3,270	4,089	4,905	5,722	6,950	8,176
131	2,502	2,917	3,337	4,165	4,995	5,835	7,082	8,335
132	2,547	2,970	3,398	4,244	5,086	5,945	7,214	8,492
133	2,594	3,029	3,456	4,325	5,186	6,051	7,353	8,643
134	2,640	3,081	3,515	4,391	5,272	6,149	7,472	8,788
135	2,681	3,128	3,574	4,470	5,366	6,261	7,603	8,946

**2012 Additional credits
AT&T Legacy Bargained Program
(bands 101 to 135)**

Pension Band	Years of service in whole years On December 31, 2012			Pension Band	Years of service in whole years On December 31, 2012		
	0-13	14	15+		0-13	14	15+
101	\$0	\$6	\$0	119	\$0	\$9	\$0
102	0	4	0	120	0	14	0
103	0	7	0	121	0	11	0
104	0	4	0	122	0	14	0
105	0	2	0	123	0	12	0
106	0	7	0	124	0	7	0
107	0	8	0	125	0	11	0
108	0	6	0	126	0	8	0
109	0	9	0	127	0	11	0
110	0	9	0	128	0	8	0
111	0	4	0	129	0	12	0
112	0	7	0	130	0	12	0
113	0	12	0	131	0	9	0
114	0	8	0	132	0	12	0
115	0	14	0	133	0	15	0
116	0	9	0	134	0	13	0
117	0	8	0	135	0	17	0
118	0	4	0				

Table applies to additional credit made to cash balance accounts of CWA (AT&T of Puerto Rico, Inc.) participants on December 31, 2012

Summary of plan provisions

AT&T Legacy Management Program of the AT&T Puerto Rico Pension Benefit Plan

Employees eligible for participation

Any salaried management Puerto Rico employee who is employed by an AT&T Corp. Participating Company becomes a participant immediately upon attaining at least age 21. This plan was closed to new participants on December 31, 2006.

Definitions

Vesting service

A year of Vesting Service is earned for every calendar year in which an employee is credited with 1,000 hours of service. Vesting Service does not begin until the year of the employee's 18th birthday. The first year of Vesting Service (after attaining age 18) is the earlier of:

- the first 12 months after hire, or subsequent 12 months, in which the employee is credited with 1,000 hours of service, or
- the first calendar year in which the employee is credited with 1,000 hours of service.

For actives on January 1, 2010, accrued benefits will now be vested after three years.

Net credited service

Net Credited Service includes years, months and days of employment with a Participating Company. Under Interchange Agreements, service with certain Interchange Companies is also credited.

Eligible pay

Eligible pay is used in computing Pay Credits and Supplemental Pay Credits, if any, to a participant's Cash Balance Account and in determining the Cash Payment Option. Eligible pay is the sum of a participant's basic pay, shift and temporary work differential pay, lump sum merit wage payments (excluding short term incentive award payments), Team Management incentive compensation plan awards (APA), incentive compensation for directory or marketing employees, and area differential pay.

Compensation

Compensation is used to determine pension benefits under the terms of the Plan prior to January 1, 1998. Compensation is the sum of a participant's basic pay, shift and temporary work differential pay, lump sum merit wage payments, Team Management incentive compensation plan awards (APA), incentive compensation for marketing management employees, special project allowances for assignments begun before December 1, 1983, and area differential pay. Compensation is limited to the IRC Section 401(a)(17) and PR code section 1081.01(a)(12) compensation limits.

Special update

Active participants as of January 1, 1997 were eligible for the Special Update. The monthly pension benefit under the Special Update is $(i) \times (ii) \times .016 / 12$ where (i) is the average annual compensation for the period January 1, 1994 through December 31, 1996 and (ii) is the years of Net Credited Service through December 31, 1996 plus the special enhancement. The special enhancement is 5% of Net Credited Service but not more than 1.

Frozen accrued benefit

The Frozen Accrued Benefit is calculated as of July 31, 1997 and equals one-twelfth of $\{(i) \times (ii) \times (iii)\} + \{(iv) \times .016\}$ where

- (i) is average annual compensation for the Pay Base Averaging Period,
- (ii) is Net Credited Service through the end of the Pay Base Averaging Period,
- (iii) is .015 for the January 1, 1984 through December 31, 1986 or January 1, 1987 through December 31, 1989 Pay Base Averaging Periods and .016 for other Pay Base Averaging Periods, and
- (iv) is total compensation for all years of Net Credited Service after the Pay Base Averaging Period and through July 31, 1997.

The Pay Base Averaging Period is January 1, 1987 through December 31, 1992, January 1, 1987 through December 31, 1989, January 1, 1984 through December 31, 1986, January 1, 1978 through June 30, 1985, October 1, 1977 through September 30, 1982, October 1, 1976 through September 30, 1981, or January 1, 1975 through December 31, 1979, whichever produce the largest Frozen Accrued Benefit.

Cash balance account

For active participants as of January 1, 1998, the conversion credit is equal to $(i) \times (ii)$, where (i) is the greater of the monthly pension under the Special Update or the Frozen Accrued Benefit as of December 31, 1996 and (ii) is the conversion factor. The initial Cash Balance Account as of January 1, 1998 is the conversion credit plus an interest credit of 7% for 1997 and the pay credit and supplemental pay credit, if any, for 1997. The Cash Balance Account earns interest credits, pay credits, supplemental pay credits (if applicable), and other pay credits as follows:

■ Interest credits

Interest has been credited to the Cash Balance Account monthly at 4% since January 1, 2003. For January 1, 1998 through December 31, 2000, the interest credit was 7% and for the January 1, 2001 through December 31, 2002, the interest credit was 5.5%.

■ **Pay credits**

The Pay Credit equals Eligible Pay multiplied by the Pay Factor. The Pay Factor is based on age (in whole years) as of December 31 from the following Pay Factor table:

Attained age	Pay factor
Under 30	3.00%
30-34	3.50%
35-39	4.25%
40-44	5.00%
45-49	6.50%
50-54	8.00%
55 and Over	10.00%

■ **Supplemental pay credits**

The Supplemental Pay Credit equals Eligible Pay in excess of the Social Security Wage Base, if any, multiplied by the Pay Factor.

■ **Other pay credits (change in control)**

If a participant is involuntarily terminated or terminates for “Good Reason” within two years of a Change In Control, a Pay Credit equal to 5% of Eligible Pay per year of Net Credited Service (not in excess of 100% of Eligible Pay) is credited to the Cash Balance Account. Eligible Pay for this purpose is Eligible Pay for the calendar year preceding the calendar year in which the Change In Control occurs. Net Credited Service for this purpose is as of the last day of the month in which the Change In Control occurs.

Pension benefit

The pension benefit is, in general, determined under the Cash Balance formula. For participants with a Frozen Accrued benefit or Special Update benefit, the pension benefit is the greater of these benefits or the Cash Balance formula benefit, based on age at commencement and the form of benefit elected.

Cash balance formula benefit

The Cash Balance formula monthly accrued benefit is calculated by projecting the current Cash Balance Account to the Normal Retirement Date using the current schedule of Interest Crediting Rates and then dividing by the applicable Simplified Monthly Payment Factor at the Normal Retirement Age. For benefit commencement prior to Normal Retirement Age, early retirement factors based on benefit commencement age and calendar year of commencement from the plan document are applied.

■ **Eligibility**

Upon termination if vested (i.e. 3-year of vesting service).

■ **Date payment begins**

First day of any month after termination but not later than Normal Retirement Date. Any annuity form must commence at the same time the Cash Payment option if elected.

Special update formula benefit

The Special Update Formula monthly benefit is unreduced if it commences at or after age 55. Prior to age 55, it is reduced 0.5% per month commencement is prior to age 55 if Net Credited Service is less than 30 years and 0.25% per month commencement is prior to age 55 if Net Credited Service is at least 30 years.

■ **Eligibility**

Upon termination if vested.

■ **Date payment begins**

First day of any month after termination but not later than Normal Retirement Age.

Frozen accrued formula benefit

The Frozen Accrued Formula monthly benefit is unreduced if it commences at or after age 55. Prior to age 55, it is reduced 0.5% per month commencement is prior to age 55 if Net Credited Service is less than 30 years and 0.25% per month commencement is prior to age 55 if Net Credited Service is at least 30 years.

■ **Eligibility**

Attainment of age 65 with 10 years of Net Credited Service, attainment of age 55 with 20 years of Net Credited Service, attainment of age 50 with 25 years of Net Credited Service, or attainment of any age with 30 years of Net Credited Service (Service Pension Eligible).

■ **Date payment begins**

At or after eligibility but not later than Normal Retirement Age.

Deferred vested pension (frozen accrued benefit only)

Eligibility

Completion of 5 years of Vesting Service. Notwithstanding the preceding, all participants are fully vested as of the date of a qualified IRC Section 420 transfer.

Annuity benefit

The Frozen Accrued Benefit reduced for commencement prior to age 65 based on Early Commencement Factors.

Date payment begins

Age 65 but can commence earlier: age 55 or later with 20 years Net Credited Service or age 50 or later with 25 years of Net Credited Service.

Surviving spouse's benefit

Eligibility

Surviving spouse of an active vested or deferred vested participant in the event of the participant's death.

Forms of payment

Single life annuity or cash payment under same conditions as Cash Balance Formula Benefit.

Annuity benefit if participant active at death

Greatest of (i) Single life annuity derived from the Cash Balance Account, (ii) 50% of the greater of the Special Update or Frozen Accrued Benefit reduced as though the participant had terminated on the date of death and elected the 50% J&S or (iii) the same as (ii) without reduction if active participant as of January 1, 1998 and had 15 years of Net Credited Service or was Service Pension Eligible as of December 31, 1997.

Annuity benefit if participant not active at death

Greater of (i) Single life annuity derived from the Cash Balance Account or (ii) 50% of the greater of the Special Update or Frozen Accrued Benefit reduced as though the participant had terminated on the date of death and elected the 50% J&S.

Death benefit if no surviving spouse

Eligibility

Death of an active vested or deferred vested participant that does not have a surviving spouse.

Lump sum benefit

The full balance of the Cash Balance Account is paid to the estate.

Forms of payment

The normal form of payment for a Participant who is married at the benefit commencement date is a reduced qualified joint and survivor annuity equal to 92% of the Accrued Benefit, with 46% of the Accrued Benefit continuing to the surviving spouse upon the earlier death of the Participant. If the spouse predeceases the Participant that retired from the plan, the 8% reduction factor is removed for the future payments. The normal form with respect to all other Participants is a single life annuity.

In lieu of the normal form of retirement benefit, a married Participant may elect, with the proper spousal consent, to waive the qualified joint and survivor annuity and to receive an actuarial equivalent retirement benefit in the form of a single life annuity, a 75% or 100% joint and survivor annuity or single life annuity with 10-years certain. J&S options are with pop-up.

The cash balance account can also be received as a lump sum, subject to IRC Section 417(e) and but limited to the Highest Eligible Pay (for years prior to year of termination) with remainder paid in an annuity form. If cash balance account is less than or equal to the Highest Eligible Pay plus \$30,000, the entire cash balance account can be paid as a single cash payment.

Benefits not valued

No benefits are excluded that would materially affect the liabilities.

Summary of plan provisions

Mobility Program of the AT&T Puerto Rico Pension Benefit Plan

Employees eligible for participation

Any nonbargained Puerto Rico employee, or bargained employee that bargained to participate in the Plan, who is regularly employed by AT&T Mobility Puerto Rico will become a participant the day after completing one Year of Service. Any nonbargained employee or bargained employee that bargained to participate in the Plan, of Cingular Wireless that transferred from SBC Corporation or BellSouth Corporation is a participant in the Plan on the date of transfer. Any nonbargained employee, or bargained employee that bargained to participate in the Plan, hired by Cingular Wireless prior to December 31, 2001 becomes a participant in the Plan on January 1, 2002 if not already a participant in the Plan. Eligibility for nonbargained employees was closed December 31, 2005. Eligibility for bargained employees was closed December 31, 2011.

Definitions

Transferred employee

A former employee of SBC Corporation, BellSouth Corporation or an affiliate thereof who became an employee of Cingular in connection with the formation of Cingular.

Transferred participant

A former participant in the SBC Pension Benefit Plan - Nonbargained Plan or BellSouth Personal Retirement Account Pension Plan whose accrued benefit was transferred to the Plan, or a former participant in the Ameritech Management Pension Plan whose transfer resulted in the creation of a Transition Account.

Years of service

Years of Service will be calculated on an elapsed time basis for the number of whole 12-month periods of service. For actives on January 1, 2010, accrued benefits will now be vested after three years.

Years of vesting service credit

For a BellSouth Transferred Employee, the sum of his years of vesting service credit under the BellSouth Plan plus the number of whole and partial Years of Service earned on and after January 1, 2002.

Years of pension eligibility service

For a SBC Transferred Employee, the sum of his years of pension eligibility service under the SBC Plan plus the number of whole and partial Years of Service earned on and after January 1, 2002.

Years of net credited service

For a SBC Transferred Employee, the years of Pension Eligibility Service as of the employee's transfer date plus the Years of Service earned under the Plan after such transfer date. For a BellSouth Transferred Employee, the years of "Net Credited Service" under Section 10.02 of the BellSouth Plan as of the employee's transfer date plus the Years of Service earned under the Plan after such transfer date. For a SBC Transferred Employee who was previously a participant in the Ameritech Management Pension Plan, the term of employment defined under Section B-2(e) of the Ameritech Plan as of the employee's transfer date plus the Years of Service earned under the Plan after such transfer date.

Normal retirement age

Age 65.

Benefit compensation

The sum of a participant's W-2 wages, excluding certain amounts such as discretionary bonuses, plus any elective deferral not included in W-2 wages. Benefit Compensation is limited to the IRC section 401(a)(17) and PR code section 1081.01(a)(12) compensation limits.

SBC career-average benefit

For SBC Transferred Participants hired before June 1, 1997, a monthly benefit of one-twelfth of 1.6% of the adjusted career income as determined under the SBC Plan plus 1.6% of the Benefit Compensation paid to the participant through June 1, 2002. The SBC Career-Average Benefit was frozen as of June 1, 2002.

Special pension account (SPA)

For a SBC Transferred Participant eligible to retire as of December 31, 1999, a special pension account (SPA) was created at SBC equal to the lump sum value of the participant's December 31, 1999 retirement benefit assuming they retire on that date increased with interest to December 31, 2000 at 6.15%, and then frozen.

PTG Accelerated Transition Benefit

For a SBC Transferred Participant who was a participant in the Pacific Telesis Group Pension Plan for Salaried Employees on March 22, 1996, the accelerated transition benefit to which the participant was entitled under the SBC Plan on December 31, 2001.

PTG special ATB

For a SBC Transferred Participant who was a participant in the Pacific Telesis Group Pension Plan for Salaried Employees on March 22, 1996, the actuarial equivalent single life annuity of the lump sum value of the Accelerated Transition Benefit to which the participant was entitled under the SBC Plan on January 1, 1999 increased with interest for the period from January 1, 1999, through December 31, 2001.

BellSouth management pension plan benefit

For a BellSouth Transferred Participant who was a participant in the BellSouth Management Pension Plan on July 1, 1993 and who would have been eligible for a service pension under the BellSouth Plan if he had remained an active participant in that plan through December 31, 2005, the continuation of the career average formula through December 31, 2005. The career average formula provides a monthly benefit equal to one-twelfth of the sum of 1.6% of the BellSouth Transferred Participants adjusted career income determined under the BellSouth Plan as of the transfer date plus 1.6% of all Benefit Compensation paid to the participant through January 1, 2006 plus 0.3% of the adjusted career income plus compensation through January 1, 2006 divided by the corresponding service which is in excess of the Average Social Security Covered Wage Base multiplied by the corresponding service.

BellSouth pension plan benefit (combo benefit)

For a BellSouth Transferred Participant who was a bargained participant in the BellSouth Pension Plan and whose accrued benefit under the BellSouth Pension Plan was transferred to the BellSouth Personal Retirement Account Pension Plan, the accrued benefit shall never be less than the following. The accrued benefit attributable to service under the BellSouth Pension Plan based on the pension band multiplier in effect as of December 31, 2001 plus the accrued benefit based on service since transfer from the BellSouth Pension Plan as of the earlier of termination of employment or December 31, 2006.

BellSouth management pension plan minimum lump sum benefit

For a BellSouth Transferred Participant, the largest of the actuarial equivalent lump sum value of the BellSouth Management Pension Plan Benefit on December 31, 1999, December 31, 2000 or December 31, 2001 calculated at the interest rate applicable at the given date.

Ameritech transition account

For an Ameritech Transferred Employee, a bookkeeping account which as of December 31, 2001 is equal to the greater of a projected transition shortfall after 5 years or \$500. The Ameritech Transition Account shall be reduced at the end of each month by a monthly credit amount equal to the current balance divided by the number of whole months until December 31, 2006. The account shall receive interest credits at the end of each month at the same rate as the Cash Balance Account. The balance of the Ameritech Transition Account will be zero as of January 1, 2007.

Cash balance account

The cash balance account is a bookkeeping account which will periodically receive service credits, interest credits and transition credits (if applicable) as follows.

- **Transferred account balance**

For a Transferred Participant, the Cash Balance Account is set equal to the cash balance account under the SBC Plan or the BellSouth Plan at the time of transfer to Cingular Wireless.

- **Interest credits**

Interest is credited to the Cash Balance Account monthly, and the effective annual rate is based on the average 30-year Treasury bond yield for the middle month of the prior quarter.

- **Service credits**

Service Credits equal to 5% of a participant's Benefit Compensation are credited monthly to the Cash Balance Account.

▪ **BellSouth basic transition service credits**

As of the last day of each month ending prior to January 1, 2007, a Service Credit shall be credited to the Cash Balance Account of each Transferred Participant who was a participant in the BellSouth Plan equal to a percent of Benefit Compensation based on Years of Vesting Service Credit completed at the beginning of the plan year. The applicable percentage is 0% for service less than 10 years, 1% for service from 10 to 15 years, 2% for service from 15 to 20 years, 3% for service from 20 to 25 years, 4% for service from 25 to 30 years, 2% for service from 30 to 35 years and 0% for service on or in excess of 35 years.

▪ **BellSouth supplemental transition service credits**

As of the last day of each month ending prior to January 1, 2007, a Service Credit shall be credited to the Cash Balance Account of each Transferred Participant who was a participant in the BellSouth Plan equal to 3% of Benefit Compensation in excess of the Social Security taxable wage base.

▪ **Ameritech transition service credits**

The monthly credit from the Ameritech Transition Account (if any) is credited to the Cash Balance Account.

▪ **Initial account balance**

Upon participation in the plan, new participants, that are not Transferred Participants, receive retroactive service and interest credits back to the later of their date of employment with AT&T Mobility Puerto Rico or 12 months prior to becoming a participant in the Plan.

Service pension

Eligibility

For a SBC Transferred Participant, termination of employment after attaining age 65 with 10 years of Net Credited Service, age 55 with 20 years of Net Credited Service, age 50 with 25 years of Net Credited Service or 30 years of Net Credited Service. For a BellSouth Transferred Participant, termination of employment after attaining age plus Net Credited Service of 75 and at least 10 years of Net Credited Service.

Lump sum benefit

A lump sum benefit is available equal to the greater of the following, as applicable:

- the Cash Balance Account.
- the SBC Career-Average Benefit, reduced for distribution prior to age 55, times an immediate lump sum factor. Reduction is $\frac{1}{2}\%$ for each month the participant's age on the commencement date is prior to age 55. If the participant has attained 30 Years of Net Credited Service, then reduction is $\frac{1}{4}\%$ for each month the participant's age on the commencement date is prior to age 55.
- the SPA.
- the Accelerated Transition Benefit, reduced for distribution prior to age 55, times an immediate lump sum factor.
- the Special ATB.
- the BellSouth Management Pension Plan benefit, reduced for distribution prior to age 60 (age 61 for terminations during 2004, 2005 or age 62 for termination during 2006 or later) times an immediate lump sum factor. Reduction is $\frac{1}{2}\%$ for each month the participant's age on the commencement date is prior to the applicable age based on year of termination. If the participant has attained 30 Years of Net Credited Service, then reduction is $\frac{1}{4}\%$ for each month the participant's age on the commencement date is prior to applicable age based on year of termination.

- the BellSouth Pension Plan Benefit, reduced for commencement prior to age 56, times an immediate lump sum factor. Reduction is $\frac{1}{2}\%$ for each month the participant's age on the commencement date is prior to age 56. If the participant has attained 30 Years of Net Credited Service, then the benefit is not reduced for early commencement.
- the BellSouth Management Pension Minimum Lump Sum benefit.

Annuity benefit

In lieu of a lump sum benefit, a participant may receive an immediate monthly pension, payable for life, equal to the actuarial equivalent of the lump sum benefit.

Date payments begin

If a monthly pension is elected, the benefit commences on the first day of the month following the date of retirement, or a later date elected by the participant, not later than age 65. If a lump sum benefit is elected, payment is made upon retirement, or a later date elected by the participant, not later than age 65.

Termination benefit

Eligibility

Termination while vested, and for Transferred Participants, termination prior to eligibility for a Service Pension. All Cingular nonbargained employees, or bargained employees that bargained to participate in the Plan, hired prior to January 1, 2002 are considered fully vested. For those Cingular employees hired after December 31, 2001, a Termination Benefit is payable upon termination of employment after completing at least 5 years of Net Credited Service. A participant who terminates employment due to disability will be considered fully vested.

Lump sum benefit

A lump sum benefit is available equal to the greater of the following, as applicable:

- the Cash Balance Account.
- the SBC Career-Average Benefit times a deferred to age 65 lump sum factor.
- the Accelerated Transition Benefit reduced for distribution prior to age 55, times an immediate lump sum factor.
- the Special ATB.
- the BellSouth Management Pension Plan Benefit times a deferred to age 65 lump sum factor.
- the BellSouth Management Pension Plan Benefit reduced for early commencement.
- times an immediate lump sum factor.
- the BellSouth Management Pension Minimum Lump Sum Benefit.

Annuity benefit

In lieu of a lump sum benefit, a participant may receive an immediate monthly pension, payable for life, equal to the greater of the SBC Career-Average Benefit, the Accelerated Transition Benefit, the Special ATB, the BellSouth Management Pension Plan Benefit and the Cash Balance Account converted to an annuity. All annuity benefits are reduced as applicable for early commencement.

Date payments begin

If a monthly pension is elected, the benefit commences on the first day of the month following the date of termination, or a later date elected by the participant, not later than age 65. If a lump sum benefit is elected, payment is made upon termination, or a later date elected by the participant, not later than age 65.

Surviving spouse benefit

Eligibility

Surviving spouse of an active participant, regardless of net credited service amount, or deferred vested participant in the event of the participant's death.

Annuity benefit

The monthly benefit that would have been payable to the surviving spouse if the participant had retired or terminated his active employment on the earlier of his date of death or most recent termination of employment, commenced benefits in the form of a qualified joint and survivor annuity and died on the day of commencement, or the actuarial equivalent of the participant's Cash Balance Account.

Lump sum benefit

The eligible spouse of an active participant who dies prior to Normal Retirement Age and before benefit payments commence is entitled to a lump sum benefit which is the largest of the actuarial equivalent of the annuity benefit commencing at either the date of death or the participant's normal retirement date and the participant's cash balance account.

Death benefit if no surviving spouse

Eligibility

Death of an active participant, regardless of Net Credited Service amount, or deferred vested participant that does not have a surviving spouse.

Lump sum benefit

A lump sum death benefit equal to the Cash Balance Account is paid in accordance with the Cingular rules for employee beneficiary designation.

Forms of payment

The normal form is a straight life annuity. The automatic form of payment for a Participant who is married at the benefit commencement date is a reduced qualified joint and survivor annuity, with 50% of the benefit continuing to the surviving spouse upon the earlier death of the Participant. Cash balance accounts are converted to an annuity using the applicable mortality under IRC section 417(e) and the interest crediting rate at the time of conversion.

In lieu of the automatic form of payment, a Participant may elect, with the proper spousal consent, to waive the qualified joint and survivor annuity and to receive an actuarial equivalent retirement benefit in the form of a single life annuity or a 75% joint and survivor annuity. J&S options are with pop-up if service pension eligible.

A Participant may also elect to receive a lump sum. Benefits will be converted to lump sums based on an interest rate equal to the average 30-year Treasury bond yield for the middle month of the quarter preceding distribution and the mortality rates in Revenue Ruling 2001-62. Effective January 1, 2012, the applicable mortality table used for conversion will be the 417(e)(3) PPA mortality. The applicable interest rate used for conversion will be the 417(e)(3) PPA Interest Rate phased-in at 25% per year over four years beginning January 1, 2012. The applicable interest rate lookback month will be the middle month of the calendar quarter preceding distribution.

Benefits not valued

No benefits are excluded that would materially affect the liabilities.

EIN 43-1301883/PN 007

AT&T Puerto Rico Pension Benefit Plan
2016 Schedule SB, Line 24 — Change in Non-Prescribed Actuarial Assumptions

Effective January 1, 2016, the changes in actuarial assumptions are as follows:

- The percent married assumption for retirees eligible for the postretirement lump sum death benefit was updated to reflect plan experience from 2007-2014.