

B. Disputes as to Time Class Members Worked in Covered Positions.

The Claim Forms mailed to Class Members will list the time period (between April 10, 2003 and _____ (date of preliminary approval)) that the individual worked for AT&T in California in the positions of Implementation Manager, Senior Implementation Manager, Systems Manager, Senior Systems Manager, Network Technical Manager (except for: (1) those weeks Network Technical Managers held this position at SBC Advanced Solutions, Inc.; and (2) those weeks Network Technical Managers held this position at SBC DataComm, Inc., for those persons who also held this position at SBC Advanced Solutions, Inc.), and Senior Network Manager; and will list the time period (between June 1, 2005 and _____ (date of preliminary approval)) that the individual worked for YellowPages.com LLC in the positions of Senior Administrator/Engineer (SADME), Senior Network Engineer or Senior Network Manager (SNE), and Senior Database Administrator (SDBA).

Issues of dispute may only include the time period in which the Settlement Class Positions were held. Claimants will have an opportunity to challenge the amount of time worked in Settlement Class Positions, as identified on the Claim Form, by submitting a written challenge along with the signed Claim Form and any supporting evidence or documentation to the Claims Administrator within the time period provided for submitting the Claim Form. Defendants' records will be presumed determinative, but the Claims Administrator will evaluate the information and evidence submitted by the claimant. Any disputes, including those concerning the period of time a claimant worked in a Covered Position, not resolved by the Claims Administrator, will be submitted to the Magistrate Judge for resolution.

C. Objecting to the Settlement.

You may object to the terms of the Settlement before final approval, either by filing a written objection or filing a notice of your intent to appear and object at the final approval hearing. However, if the Court rejects your objection and you have not filed a Claim Form, you will not receive a Settlement Payment, but you will be bound by the terms of the Settlement, unless you also submit an Exclusion Form.

To object, you must send a written notice of objection or a written notice of your intent to appear and object at the final approval hearing to the Court and to Counsel at the addresses shown below. **DO NOT TELEPHONE THE COURT OR DEFENDANTS' COUNSEL.** Any written objection and/or notice of your intent to appear at the hearing must state: (1) your full name; (2) your address; (3) your date of birth; (4) your dates of employment and positions held at AT&T and/or YellowPages.com LLC in California;

and (5) each specific reason for your objection and any legal support for your position. To be valid and effective, the Court and Counsel must receive any written objections and/or notices of intent to appear at the hearing not later than _____, 2008 [thirty (30) days of mailing of the Class Notice]. A Class Member who fails to file and serve a written statement of objection in the manner described above and by the specified deadline will be deemed to have waived any objections and will be foreclosed from making any objection (whether by appeal or otherwise) to the Settlement.

File Your Notice With :

District Court Magistrate Judge Alicia G. Rosenberg

United States District Court
Central District of California
312 N. Spring Street, Room G-8
Los Angeles, CA 90012-4793

And Also Send Copies of Your Notice to:

CLASS COUNSEL

V. James DeSimone, Esq.
SCHONBRUN DESIMONE SEPLOW HARRIS & HOFFMAN, LLP
723 Ocean Front Walk, Suite 100
Venice, CA 90291

DEFENDANTS' COUNSEL

Deborah S. Weiser, Esq.
PAUL, HASTINGS, JANOFSKY & WALKER LLP
515 South Flower Street, 25th Floor
Los Angeles, CA 90071

D. Excluding Yourself from the Settlement.

If you do not wish to participate in the Settlement, you must complete the enclosed Exclusion Form. To be valid, the Exclusion Form must be completed, signed by you under penalty of perjury, and returned to:

AT&T/Shoff Claims Administrator
Rust Consulting, Inc.
P. O. Box _____
Minneapolis, Minnesota 55440-_____

The Exclusion Form must be postmarked not later than _____, 2008 [thirty (30) days of mailing of the Class Notice]. A Class Member who fails to mail an Exclusion Form in the manner and by the deadline specified above will be bound by all terms and conditions of the Settlement, if the Settlement is approved by the Court, and the Judgment, regardless of whether he or she has objected to the Settlement.

Any Class Member who files a complete and timely Exclusion Form, upon receipt by the Court and counsel for the parties, will no longer be a member of the Settlement Class, will be barred from participating in any portion of the Settlement, and will receive no benefits from the Settlement. Any such person, at his or her own expense, may pursue any claims he or she may have against Defendants, or their affiliates, predecessor, or acquired companies.

DO NOT SUBMIT BOTH AN EXCLUSION FORM AND A CLAIM FORM.

IF YOU SUBMIT BOTH, THE REQUEST FOR EXCLUSION FORM WILL BE DEEMED INVALID, AND THE TIMELY CLAIM FORM WILL BE ACCEPTED FOR PAYMENT PURSUANT TO THE TERMS OF THE SETTLEMENT, AND YOU WILL BE BOUND BY THE TERMS OF THE SETTLEMENT.

E. Claiming a Share of the Settlement Proceeds.

To receive your share of the Settlement proceeds, you must sign the enclosed Claim Form and return it in the enclosed pre-addressed, postage-paid envelope to:

AT&T /Shoff Claims Administrator
Rust Consulting, Inc.
P. O. Box _____
Minneapolis, Minnesota 55440-_____

To be valid, the Claim Form must include your social security number and be dated and signed by you under penalty of perjury. The Claim Form must be postmarked not later than _____, 2008 (sixty (60) days of the mailing the Class Notice). A Class Member who fails to mail a Claim Form in the manner and by the deadline specified above **will not** receive a share of the Settlement proceeds. If that Class Member also fails to file a valid and timely Exclusion Form, the Class Member will be bound by all terms and conditions of the Settlement, if the Settlement is approved by the Court, and the Judgment, even though the Class Member did not receive a share of the Settlement proceeds.

V. FINAL SETTLEMENT APPROVAL HEARING

The Court will hold a final approval hearing in Courtroom ___ of the United States District Court for the Central District of California, _____, on _____, 2008, at _____, to determine whether the Settlement should be finally approved as fair, reasonable, and adequate. The Court will also be asked to approve Class Counsel's request for costs, attorneys' fees and the enhancement payments made to Plaintiffs as the Class Representatives.

The hearing may be postponed without further notice to the Class. It is not necessary for you to appear at this hearing. If you have given notice of your objection to the settlement, you may appear at the hearing at your option if you have filed a notice of intent to appear by _____, 2008.

VI. GETTING MORE INFORMATION

The above is a summary of the basic terms of the Settlement. For the precise terms and conditions of the Settlement, you are referred to the detailed Settlement Agreement and Joint Stipulation between Plaintiffs and Defendants, which will be on file with the Clerk of the Court. The pleadings and other records in this litigation including the Settlement Agreement and Joint Stipulation, may be examined at any time during regular business hours in the United States District Court, Central District of California, _____. You may also contact the Claims Administrator at: 1-8 _____ . You also may contact Class Counsel listed below for more information:

V. James DeSimone, Esq.
SCHONBRUN DESIMONE SEPLOW
HARRIS & HOFFMAN, LLP
723 Ocean Front Walk, Suite 100
Venice, CA 90291
Telephone: (310) 396-0731
Facsimile: (310) 399-7040

IMPORTANT:

- 1. PLEASE DO NOT TELEPHONE THE COURT OR DEFENDANTS' COUNSEL FOR INFORMATION REGARDING THIS SETTLEMENT OR THE CLAIM PROCESS!**

- 2. If you move, please send the Claims Administrator your new address. It is your responsibility to keep a current address on file with the Claims Administrator to ensure receipt of your Settlement Payment.**
- 3. It is strongly recommended that you keep a copy of the completed claim form and proof of timely mailing and/or faxing until after you have received your Settlement Payment.**

LEGAL_US_W # 57846181.1

EXHIBIT B

CLAIM FORM

COMPLETE IN ORDER TO BE ELIGIBLE FOR MONETARY RECOVERY

YOU MUST COMPLETE, SIGN AND FAX OR MAIL THIS CLAIM FORM BY FIRST CLASS U.S. MAIL OR EQUIVALENT, POSTAGE PAID, POSTMARKED ON OR BEFORE _____, 2008, ADDRESSED AS FOLLOWS, IN ORDER TO BE ELIGIBLE TO RECEIVE A RECOVERY.

<p>MAIL TO:</p> <p>AT&T/Shoff Claims Administrator c/o Rust Consulting, Inc. P.O. Box Minneapolis, MN 55440</p> <p>1-800-874-5203 FAX 612-359-2050</p>
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INSTRUCTIONS

1. You must complete, sign and fax or mail this Claim Form in order to be eligible for a monetary recovery. You must include your social security number in the space provided below.
2. If you move, please send the settlement administrator your new address. It is your responsibility to keep a current address on file with the Claims Administrator.
3. If you wish to challenge the employment data below, you must submit your challenge by _____.

YOU MUST COMPLETE ALL PAGES OF THE CLAIM FORM.

CLAIM FORM

Name/Address Changes, if any:

<<Claim Number>>
 <<Name>>
 <<Address>>
 <<City>>, <<State>> <<Zip Code>>

(_____) _____ - _____
 Home Telephone Number

AT&T's records show that during the dates set forth below (which are just those between April 10, 2003 and ____), you held one or more of the following position(s) while working in California: (1) Implementation Manager; (2) Senior Implementation Manager; (3) Systems Manager; (4) Senior Systems Manager; (5) Network Technical Manager (except for: (1) those weeks Network Technical Managers held this position at SBC Advanced Solutions, Inc.; and (2) those weeks Network Technical Managers held this position at SBC DataComm, Inc., for those persons who also held this position at SBC Advanced Solutions, Inc.); and (6) Senior Network Manager:

EMPLOYMENT DATES	POSITION
<<DATES>>	Implementation Manager
<<DATES>>	Senior Implementation Manager
<<DATES>>	Systems Manager
<<DATES>>	Senior Systems Manager
<<DATES>>	Network Technical Manager
<<DATES>>	Senior Network Manager

"AT&T" is defined for these purposes as including the following entities: AT&T Services, Inc. (formerly SBC Services, Inc.), AT&T Corp., AT&T Global Network, SBC Internet Services, Inc., Pacific Bell Directory, Pacific Bell Information Services, Pacific Bell Telephone Company, Pacific Telesis Shared Services, SBC Long Distance Inc., SBC Advanced Solutions, Inc., SBC Datacomm, Inc., AT&T Management Services LP, Southwestern Bell Yellow Pages, Inc., AT&T Labs, Inc., AT&T Operations, Inc., and Callisma, Inc.

YellowPages.com LLC's (formerly IYP Group, LLC) records show that during the dates set forth below (which are just those between June 1, 2005 and ____), you held one or more of the following position(s) while working in California: (1) Senior Administrator/Engineer (SADME); (2) Senior Network Engineer or Senior Network Manager (SNE); and (3) Senior Database Administrator (SDBA).

EMPLOYMENT DATES	POSITION
<<DATES>>	Senior Administrator/Engineer
<<DATES>>	Senior Network Engineer or Senior Network Manager
<<DATES>>	Senior Database Administrator

Your total number of Compensable Workweeks are: ____.

FLSA CONSENT TO OPT IN

By submitting this Claim Form, I hereby give my consent to be a party plaintiff in this action pursuant to the Fair Labor Standards Act of 1938, 29 U.S.C. § 216(b).

CHALLENGE

Check one:

- I do not wish to challenge the dates listed above.
- I wish to challenge the Employment Dates listed above. I have included with my signed Claim Form a written statement with what I believe are my correct dates of employment in a Covered Position with Defendants in California from April 10, 2003 through _____. I have also included documentary evidence that supports my claim and I recognize that my claim will not be reviewed without such evidence. I understand that by submitting this challenge, I hereby authorize the Claims Administrator to review Defendants' records and make a determination based on Defendants' records and the records I submitted. Any disputes not resolved by the Claims Administrator will be resolved by the Court. I understand that this determination may increase or decrease the amount of my settlement share. I understand that such determinations are final and binding with no opportunity for further appeal.

RELEASE AND SIGNATURE

My signature constitutes a full and complete release of AT&T and YellowPages.com LLC and their affiliates by me for any and all claims arising from or related to the lawsuit entitled *CHRIS SHOFF AND RICHARD TRAISTER, Plaintiffs, vs. AT&T, SBC Services, Inc., Southwestern Bell Yellow Pages, Inc., IYP Group, LLC, YellowPages.com LLC and/or DOES 1 through 25 Inclusive*, filed in the Superior Court of the State of California County of Los Angeles, Case No. BC 367856, and removed to United States District Court, Central District of California, and designated as Case No. CV 07-3289 DSF (AGRx), including, but not limited to, any and all wage-and-hour claims of every nature or description that relate to or arise from the Covered Positions (listed above). Subject to the limitations of the Covered Positions, released claims include, but are not limited to, any and all known or unknown claims of unpaid wages, including overtime, and payments for alleged meal and rest period violations, any and all available penalties, including, but not limited to record-keeping penalties, pay stub penalties, minimum wage penalties, meal and rest period penalties and waiting time penalties, interest and other claims or penalties under federal and state wage and hour law up to and including the date of the final court approval of the settlement.

If you are submitting this claim form on behalf of a class member who has passed away or become incapacitated, provide details about the capacity in which you are submitting this Claim Form on separate sheets and include them with this completed Claim Form.

TAXPAYER IDENTIFICATION NUMBER CERTIFICATION

Substitute IRS Form W-9

Enter your Social Security Number: -- --

Under penalties of perjury, I certify that:

- The social security number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. person (including a U.S. resident alien).

Note: If you have been notified by the IRS that you are subject to backup withholding, you must cross out item 2 above.

The IRS does not require your consent to any provision of this document other than this Form W-9 certification to avoid backup withholding.

Dated: ____ / ____ / _____

Signature _____

YOU MUST COMPLETE ALL PAGES OF THE CLAIM FORM.

EXHIBIT C

EXCLUSION FORM

IN THE UNITED STATES DISTRICT COURT OF CALIFORNIA
CENTRAL DISTRICT OF CALIFORNIA
Shoff v. AT&T Services, Inc. et al., U.S.D.C., Case No. CV 07-3289 DSF(AGRx)

DO NOT FILL OUT THIS FORM, if you want to be included in this class action settlement and to receive your portion of the settlement. If you do want to receive your portion of the settlement, you must complete the enclosed Claim Form and return it post-marked on or before _____, 2008.

INSTRUCTIONS

If you do not want to participate in the Settlement, you may "opt out" of the Settlement by returning this Exclusion Form. If you choose to opt out of the Settlement, (a) you will have no right to receive any money under the Settlement; (b) you will not be bound by the Settlement; and (c) you will have no right to object to the Settlement and/or be heard at the final approval hearing.

To opt out, you must sign and return this Request for Exclusion Form to the Claims Administrator, c/o Rust Consulting, Inc. at the address listed below, and return it postmarked **no later than** _____, 2008.

AT&T/Shoff Claims Administrator
c/o Rust Consulting, Inc.
P. O. Box _____
Minneapolis, MN 55402-_____

OPT OUT SIGNATURE

By signing this Request for Exclusion Form, I hereby opt out of the lawsuit and Settlement. By signing this Request for Exclusion Form, I understand that I will have no right to receive any money under the Settlement, and I will have no right to object to the Settlement and/or be heard at the final approval hearing.

Dated: _____, 2008.	
	(Signature (under penalty of perjury))
	(Typed or Printed Name)
	(Address)
	(City, State, Zip Code)
	(Telephone Number, Including Area Code)
	(Last Four Digits of Social Security Number)