TITLE SHEET

RATES, RULES AND REGULATIONS

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service for long distance telecommunications, including the provision of operator and interexchange services provided by Intellicall Operator Services, Inc. with principal offices located at 16200 Addison Rd., #100, Addison, TX - 75001. This tariff applies for services furnished within the state of Kentucky. This tariff is on file with the Kentucky Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business. (T)

FILED WITH THE PUBLIC SERVICE COMMISSION
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MAY 03 2000

PURSUANT TO 807 KAR 5:011,
SECTION 9 (1)
BY: Stephan O Bell
SECRETARY OF THE COMMISSION

Title Sheet and Sheets 1 -32, inclusive of this tariff are effective as of the date shown. Revised sheets, named below, contain all changes from the original tariff that are in effect on the date indicated.
Sheets in this tariff are as follows:

Sheet	Revision	Sheet	Revision
1	1ST Revised	24.2	Original
1.1	10th Revised*	24.3	Original
2	3rd Revised	25	2nd Revised
3	Original	26	Original
4	Original	27	Original
5	Original	28	Original
6	Original	29	2nd Revised
7	Original	30	1st Revised
8	Original	31	Original
9	Original	32	1st Revised*
10	1st Revised	33	2nd Revised*
10.1	Original	34	Original*
11	Original	35	Original*
12	1ST Revised		
12.1	1ST Revised		
12.2	1ST Revised		
12.3	1ST Revised		
13	Original		
14	Original		
15	Original		
16	1ST Revised		
16.1	Original		
16.2	Original		
17	Original		
18	Original		
19	Original		
20	1ST Revised		
21	Original		
22	Original		
23	Original		
24	2nd Revised		
24.1	2nd Revised		

An * indicates a new or revised sheet.

ISSUED: September 25, 2006 EFFECTIVE: October 5, 2006

ISSUED BY: Dennis Stoutenburg, President
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CONCURRING CARRIERS

None

CONNECTING CARRIERS

None

PARTICIPATING CARRIERS

None

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SECTION 1

1.1 EXPLANATION OF SYMBOLS

(C) To signify changed listing, rule, or condition which may affect rates or charges.

(D) To signify discontinued material, including listing, rate, rule or condition.

(I) To signify increase.

(M) To signify material relocated from or to another part of tariff schedules with no change in text, rate, rule or condition.

(N) To signify new material including listing, rate, rule, or condition.

(R) To signify reduction.

(T) To signify change in wording of text but no change in rate, rule or condition.

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SECTION 1

1.2 TARIFF FORMAT

A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the Commission. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Consult the Check Sheet for the sheet currently in effect.

C. Paragraph Numbering Sequence - There are six levels of paragraph coding. Each level of coding is subservient to its next higher level:

2.
2.1.
2.1.1.
2.1.1.1.
2.1.1.1.1.
2.1.1.1.1.1.

D. Check Sheets - When a tariff filing is made with the Commission an updated check sheet accompanies the tariff filing. The check sheet lists the sheet contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the Commission.

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SECTION 2

2.1 TECHNICAL TERMS AND ABBREVIATIONS

Automatic Numbering Identification (ANI)
A type of signalling provided by a local exchange telephone company that automatically identifies the local exchange line number from which a call originates.

Account Code
A number issued by the Company used by Card Holders for identification when accessing the Service Platform and used as a means for charging for the use of the Services.

Affinity Group
Any person, firm, partnership, corporation or other entity that provides telecommunications services in its name and contracts with the Company to provide such services in accordance with the provisions of this tariff.

Affinity Travel Card
A plastic or paper card issued by the Company to Card Holders that indicates the Card Holder's name and Account Code and provides instructions for use of the Company's Affinity Telecommunications Services.

Affinity Telecommunications Services
Long distance voice communications services available to Subscribers who have an active account with the Company or its Affinity Group customers and whose accounts are not delinquent.

Aggregator
Means any customer, other than a subscriber to Company's Inmate Collect Only Service, who has entered into a contract with the Company or its agent whereby the customer will be compensated for presubscribing telephones to the Company's "0+" service.

Aggregator Surcharge
An additional surcharge added to the price of a call which is billed and collected on behalf of IOS' aggregator customers and returned to them in full.

Base Rate
The postalized per minute rate used to establish a Prepaid Long Distance Card's Face Value and the rate at which usage will be decremented.

Called Station
The terminating point of a call (i.e. the called number).

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SECTION 2

2.1 TECHNICAL TERMS AND ABBREVIATIONS (continued)

Calling Card Call
A billing arrangement whereby a customer may charge a call to a valid calling card issued by a regulated local exchange company with whom the Company has a billing and collection arrangement either directly or indirectly through a third party billing agent.

Calling Station
The originating point of a call (i.e. the calling number).

Card Holder
Any person, firm, corporation or other entity that uses the Company's Service through the use of an Affinity Travel Card or a Prepaid Long Distance Card issued by the Company, a Card Issuer and/or Affinity Group and is responsible for payment for the use of the Services.

Card Issuer
Any person, firm, partnership, corporation or other entity that issues and distributes Prepaid Long Distance Cards in its own name and contracts with the Company to provide Prepaid Long Distance Services in accordance with the provisions of this tariff.

Collect Call
A billing arrangement by which the charge for a call may be charged to the called station, provided the called station accepts responsibility for such charge when asked by the Company Operator.

Company
Intellicall Operator Services, Inc. or IOS.

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SECTION 2

2.1 TECHNICAL TERMS AND ABBREVIATIONS (continued)

Credit Card Call
A billing arrangement whereby a customer may charge a call to a valid commercial credit card. American Express, VISA and MasterCard are examples of cards accepted by the Company.

Customer
Any person, firm, partnership, corporation, or other end user furnished telecommunication services under the provisions and regulations of this tariff.

Dial Calling Card Station to Station
A service whereby the customer dials zero, then the called station number and their calling card number; and where the call is completed without the assistance of a Company Operator.

Face Value
The initial balance of a Prepaid Long Distance Card, expressed in dollars or minutes.

Operator Station-to-Station
A service other than person-to-person whereby the assistance of a Company operator is required to complete a call originated by the customer.

Pay Telephone
A pay station instrument equipped with devices that permit the instrument to access the Company's services, that is authorized to provide such service in the state of Kentucky and conforms with all Kentucky Public Service Commission regulations and orders governing such equipment.

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SECTION 2

2.1 TECHNICAL TERMS AND ABBREVIATIONS (continued)

Person-to-Person Call
A service whereby the Customer originating the call specifies to a Company operator the particular person to be reached, or a particular station, room number, department, or office to be reached through a PBX attendant.

Prepaid Long Distance Services
Direct dialed voice telecommunications services prepaid by customers in advance of use. Sold by the Company, its agents and Card Issuer customers at various locations throughout the United States in specific dollar increments that are indicated on the face of a Prepaid Long Distance Service Card

Prepaid Long Distance Service Card
A plastic or paper card issued by the Company that indicates the original account value, the account code, and instructions for use of the Company's services.

Recharge
A process by which a Customer can add funds to an existing prepaid account balance prior to its expiration date by charging the additional funds to a valid commercial credit card.

Service Charge
A fee in addition to the underlying long distance charge for using the Company's operator services.

Service Platform
An intelligent network switch that stores active account codes, controls network access, manages account balances based on usage, bridges calling and called stations and creates call detail records for all calls.

Subscriber
The person, firm, corporation or other entity whose application for use of the Company's telecommunications services has been approved by the Company and which is thereby responsible for payment of charges and from compliance with the terms of this tariff.

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SECTION 2

2.1 TECHNICAL TERMS AND ABBREVIATIONS (cont'd)

Third Party Billing Agent
A Corporation which has established billing and collection agreements with various Bell Operating Companies and independent telephone companies whose services are available to the Company for billing and collection.

Third Party Billed Call
A billing arrangement by which the charges for a call are billed to a number that is different from the calling number and the called number; provided that the third party accepts responsibility for such charge when asked by the Company operator.

Time Period
Time period means the interval of hours that distinguish day, evening, night, weekend, peak and off-peak rate periods. Day and peak are from 8:00 am up to but not including 5:00 pm local time Monday through Friday. Evening is from 5:00 pm up to but not including 11:00 pm local time Monday through Friday. Night is from 11:00 pm up to but not including8:00 am local time Monday through Friday. Weekend is from 5:00 pm local time Friday through 8:00 am Monday. Off-peak is from 5:00 pm through 8:00 am local time Monday through Friday and from 5:00 pm Friday through 8:00 am local time on Monday.

Uncompleted Call
Any call wherein a voice communication link between the called and calling stations cannot be established (busy, ring/no answer, etc)

Post Paid Travel Card
A plastic or paper card issued by the Company to Card Holders that indicates the Card Holder's name and Account Code and provides instructions for use of the Company's Postpaid Travel Card Services. (N)

Postpaid Travel Card Services
Long distance services available to customers through use of toll free access codes and Personal Identification Numbers (PINs) issued by the Company for identification and billing. Travel cards may be issued to business entities for use by employees and issued to individuals as members of affinity groups who sponsor travel card programs as a membership benefit. (N)

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BY Effective July 12, 2002
EXECUTIVE DIRECTOR

SECTION 2

2.1 TECHNICAL TERMS AND ABBREVIATIONS (cont'd)

Public Payphone Surcharge
A charge for use of a public payphone imposed by the FCC on all completed calls originating from public/semi-public payphones that access the Company's long distance services using a dialing sequence other than 0+ or 0. (N)

800YOUSAVE[SM] & 800FAIRCALL[SM]
Operator services available to consumers via toll-free access numbers. 800YOUSAVE is a registered trademark of Coral Telephone, Inc and 800FAIRCALL is a registered service mark of Faircall, Inc.

800 ROLLCALL[SM]
An on-demand conference call service offered by the Company and a registered service mark of the Company.

Conference Originator
The initiator of an on-demand conference session.

Conferee
A participant in a conference session

Conference Bridge
A feature of a telecommunications switch that permits multiple parties to be interconnected for voice communications.

Conference Session
A telephonic meeting initiated by a conference originator with multiple conferees interconnected by a conference bridge.

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SECTION 2

2.2 SERVICE OFFERINGS

2.2.1 Service Offerings

The Company's Long Distance Services are available twenty-four (24) hours a day, seven (7) days a week.

2.2.1.1 Service Offerings - Operator Services

Telecommunication and operator services for intrastate and interstate calls are offered customers from residences, businesses and aggregator locations in the state of Kentucky. Such services are available for use 24 hours per day.

2.2.1.2 Service Offerings - Prepaid Long Distance

Prepaid Telecommunications Services are available to Card Holders with a valid Account Code issued by the Company with a current account balance equal to or greater than the charge for a one minute call as dialed. All services are provided through the Company's Prepaid Service Platform and resold interexchange carrier transmission facilities.

Card Holders access the Platform via toll free carrier access codes dialed from any dual tone multifrequency signalling telephone located within the United States, Puerto Rico and US Virgin Islands.

Upon access, customers are prompted to enter their account code and, if valid, are advised of the account balance associated with that code. Card Holders are then advised as to the time available at the rate for the call as dialed.

The Platform decrements the Card Holder's account balance in real time at the rate applicable to the call in progress. Card Holders are alerted when three and one minutes remain.

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2.2 SERVICE OFFERINGS (continued)

2.2.1.3 Service Offerings - Affinity Long Distance

Affinity Long Distance Services are available to Subscribers with a valid Account Code issued by the Company and whose account is current. Available services include

* travel card long distance services
* 1+ residential and business direct dial long distance services
* 800 inward dialing long distance services

All Affinity Long Distance Services are provided through the Company's Service Platform and/or resold interexchange carrier Inward 800 services are offered only in conjunction with 1+ residential or business long distance services.

(D)

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SECTION 2

(D)

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2.2.2 Limitations

2.2.2.1 Service is offered subject to the availability of the necessary facilities or equipment, and subject to the provisions of this tariff.

2.2.2.2 The Company reserves the right to temporarily suspend service when necessitated by conditions beyond its control, including but not limited to network outages and equipment failures, when a Card Holder's prepaid account is depleted, when a Card Holder's Affinity account is suspended for non-payment or when a customer is using the service in violation of the provisions of this tariff.

2.2.2.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

2.2.2.4 The Company reserves the right to refuse service to customers due to insufficient or invalid billing information and/or refusal of a third or called party to accept billing.

2.2.2.5 The following call types may not be completed using the Company's Services:

calls to 700 numbers
calls to 800 numbers
calls to 900 numbers

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SECTION 2

2.2 SERVICE OFFERINGS (continued)

2.2.3 Use

2.2.3.1 Services provided under this tariff may be used only for the transmission of voice communications by customers in a manner consistent with the terms of this tariff.

2.2.3.2 Services provided under this tariff shall not be used for unlawful purposes.

2.2.3.3 The use of the Company's services without payment for service or attempting to avoid payment for service by fraudulent means, schemes, false or invalid account codes is prohibited.

2.2.3.4 The Company's services are available for use twenty-four hours a day, seven days a week.

2.2.3.5 Customers of services provided under this tariff may authorize or permit others to use such services, and may resell or share such services subject to the provisions contained in this tariff. The Customer remains responsible to the Company for payment of all charges due the Company for services used by others pursuant to this paragraph, with or without the Company's knowledge, and is responsible for notifying the Company immediately of any unauthorized use of services.

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SECTION 2

2.2 RULE 2 - SERVICE OFFERINGS (continued)

2.2.4 Liability

2.2.4.1 The Company's liability, if any, for its willful misconduct is not limited by this tariff. With respect to any other claim or suit, by a Customer, Subscriber or any other, for damages associated in any way with the installation, provision, termination, maintenance, repair, restoration or use of services governed by this tariff, including any and all equipment and facilities incidental to or associated with such services, the Company's liability, if any, shall not exceed an amount equal to the charge applicable under this tariff to the period during which services were affected. This liability for damages shall be in addition to any amounts that may otherwise be due the Customer under other provisions of this tariff, if any, as a credit allowance.

2.2.4.2 The Company is not liable for any damages caused in whole or in part by, or associated with, any service (including but not limited to channels, maintenance, repair or restoration) or equipment which it did not furnish.

2.2.4.3 In the event the Company is subjected to any liability or damages for its acts or omissions, other than willful misconduct, notwithstanding the provisions of the two preceding sections, the Company shall be indemnified, defended, and held harmless by the Subscriber and Customer against all claims, losses, or damages arising in whole or in part from, or in any way associated with, the installation, provision, termination, maintenance, repair, restoration or use of services governed by this tariff, including any and all equipment and facilities incidental to or associated with such services.

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SECTION 2

2.2 RULE 2 - SERVICE OFFERINGS (continued)

2.2.4.4 The Company's failure to provide, maintain or restore service under this tariff shall be excused by labor difficulties, governmental orders, civil commotions, acts of God, and other circumstances beyond the Company's reasonable control, subject to the Credit Allowances in this tariff, if any, applicable to interruptions in service.

2.2.4.5 In the event any provision of this tariff, either in whole or in part, is deemed unreasonable, declared invalid, or for any reason found or held to be inapplicable, either as a general matter or in the circumstances, the terms of the contract between the Company and the Subscriber shall control.

2.2.5 Claims

The Company shall be indemnified and saved harmless by the Card Holder or Card Issuer from and against all loss, liability, damage and expense, including reasonable counsel fees, due to claims for libel, slander, or infringement of copyright in connection with the material transmitted over the Company's facilities; acts or omissions of Card Holders or Card Issuers relating to the use of the Company's facilities.

2.2.6 Cancellation or Interruption of Services

Service may be temporarily suspended by the Company without notice to the Customer, by blocking traffic from certain cities or exchanges, or individual line numbers, or by blocking access to certain Account Codes when the Company deems it necessary to take such action to prevent unlawful use of its services. If suspended pursuant to the above, the Company will restore services as soon as is practical without undue risk.

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SECTION 2

2.3 UNDERTAKING OF THE COMPANY

2.3.1 Operator Services

Operator Services will be offered to the Company customers served from equal access offices, and to users accessing the Company's services through public payphones or customer provided stations. Charges for Operator Services may be billed to a customer's commercial credit card account or local exchange company (LEC) calling card account, or to the calling station, called station or a designated third party station. Charges may not be billed to public payphones or customer-provided stations, or to stations outside the United States.

2.3.2 Prepaid Long Distance Services

The Company's Prepaid Long Distance Services are provided to Card Holders who have purchased or otherwise received a Prepaid Service Card from the Company, its agents and distributors or from Card Issuers. Card Holders are entitled to use the Company's service up to the face value of the card or any such additional amounts that may be added by Account Renewal.

2.3.3 Affinity Long Distance Services

The Company's Affinity Long Distance Services are available to residential and business Subscribers who have received an account number from the Company pursuant to an application for Affinity Long Distance Services approved by the Company

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SECTION 2 (cont'd)

2.3 UNDERTAKING OF THE COMPANY (cont'd)

2.3.5 "800" Operator Services

"800" Operator Services offer the full range of operator services for billing options to the caller's local exchange carrier's account or that of the called party (collect) or to a third party (3rd party billing). Access however is via unique 800 access codes and calls may be placed from any touchtone telephone.

Calls will be billed at the established per minute rates in this tariff plus the appropriate service charges. Billing is in one-minute increments, and the Company will not bill for uncompleted calls. Charges will appear on the callers' monthly phone bills issued by heir local exchange provider.

Callers are typically alerted to the availability and rates of these services by advertising "stickers" placed on their payphones by payphone owners who in turn receive a commission for such advertising.

2.3.6 Post-paid Travel Card Services

Travel card services are available to those entities who have entered into a contract with the Company to obtain such services for their employees at attractive rates based on projected and actual traffic volumes achieved on an annual basis. Employees shall be issued individual cards with unique PINs for identification when obtaining the services.

Each subscribing entity will be billed monthly by the Company for services charged to their accounts on a call-by-call basis according to the rates in this tariff and the volume discount earned. Billing is in one-minute increments, and the Company will not bill for uncompleted calls. Access to the Company operator is obtained by dialing [illegible] access number followed by PIN entry.

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BY [illegible]
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SECTION 2 (cont'd)

2.3 UNDERTAKING OF THE COMPANY (cont'd)

2.3.7 Conference Services

Conference Services are available on an ad hoc basis to those who access the Company's network by dialing 800ROLLCALL[SM] and who have a valid PIN (issued by the Company)and valid credit card as determined by the Company. Conferences may be set-up "on the fly" or in the more traditional "MEET ME" mode. All instructions by voice command to add conferees by name and telephone number are accepted by advanced voice recognition technology and recorded for automatic conference set-up.

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SECTION 2

2.4 TIMING OF CALLS

2.4.1 Timing of Calls - Operator Services

2.4.1.1 On Calling Card calls (dialed or Operator Assisted) and Credit Card calls, chargeable time begins when connection is established between the calling and called stations.

2.4.1.2 On collect calls, chargeable time begins when the called station accepts the charges.

2.4.1.3 On person-to-person calls, chargeable time begins when the called person is connected with the calling party.

2.4.1.4 On third party billed calls, chargeable time begins after the third party accepts the charges and the calling station is connected to the called station.

2.4.1.5 Chargeable time ends when the calling station "hangs up" thereby releasing the network connection. If the calling station does not hang up, chargeable time ends when the network connection is released by automatic timing equipment in the network.

2.4.1.6 For billing purposes, chargeable time is based on the actual connection duration as defined above, rounded to the next full minute, i.e. a call duration of one minute and ten seconds will be billed two minutes, the initial minute plus one additional minute.

2.4.2 Timing of Calls - Prepaid Long Distance Service and Affinity Services

2.4.2.1 On Prepaid Long Distance calls and Affinity Service calls, chargeable time begins when a voice communication link is established between the calling and called stations based on Answer Supervision received from the distant end Local Exchange Carrier and ends when the calling or called station hangs up. Hardware answer supervision is used in all areas where Equal Access Service is available.

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SECTION 2

2.4 TIMING OF CALLS (continued)

2.4.2 Timing of Calls - Prepaid Long Distance Services and Affinity Services (continued)

2.4.2.2 Chargeable time ends when the calling station "hangs up" thereby releasing the network connection. If the calling station does not hang up, chargeable time ends when the network connection is released by automatic timing equipment in the network.

2.4.2.3 For billing purposes, chargeable time for Prepaid Long Distance and Affinity Travel Card Services is based on the actual connection duration as defined above, rounded to the next full minute, i.e. a call duration of one minute and ten seconds will be decremented at two full minutes, the initial minute plus one additional minute.

2.4.2.4 For billing purposes, chargeable time for Affinity 1+ and 800 inward dialing is based on the actual connection duration as defined above, in increments of six (6) seconds.

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2.5 INCOMPLETE CALLS

2.5.1 Calls which are not completed (busy numbers, no answer, etc.) are not billed.

2.6 CREDITS AND REFUNDS

2.6.1 Credits and Refunds

Customers may receive credit adjustments up to an allowable amount for contested charges by contacting the Company or the billing agency whose number is shown on the customer's bill. Adjustments exceeding these allowances, if any, will be authorized after appropriate investigation. Credit card companies will credit the contested amount(s) and notify the Company for investigation and rebilling if appropriate.

SECTION 2

2.7 CALCULATION OF DISTANCE

2.7.1 Calculation of Distance - Operator Services

The rates set forth following for Operator Services are mileage sensitive and based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline distance between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers and associated vertical and horizontal coordinates that are produced by Bell Communications Research in their NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

Formula:

$$\sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

2.7.2 Calculation of Distance - Prepaid Long Distance Services and Affinity Services

The Company's domestic Prepaid and Affinity Long Distance Services are offered at fixed per minute rates independent of distance between originating and terminating points at all hours of the day or week.

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SECTION 2

2.8 BILLING OF SERVICES

2.8.1 Payment for Operator Services (T)

All charges due by the customer are payable to any agency duly authorized to receive such payments. The billing agency may be a Local Exchange Company with whom the Company has Billing and Collection Agreements; or a Third Party Billing Agent through Local Exchange Companies with whom it has Billing and Collection Agreements; or a credit card company. Due dates and methods of payment are those specified by the billing agency.

2.8.2 Payment for Services - Prepaid Long Distance Services and Affinity Services

2.8.2.1 General

The Company's domestic Prepaid and Affinity Long Distance Services are offered at fixed per minute rates regardless of distance between originating and terminating points at all hours of the day or week. The fixed rate applicable to each call is determined by the Card Holder's account code that references the particular Rate Plan(s) (established pursuant to Sections 3.2 and 3.3) and other unique program features applicable to all calls placed using that Account Code.

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2.8.2.2 Distribution

The Company does not own or operate its own distribution and sales network but rather markets its services to distributors and Card Issuers who in turn market and distribute the Company's Prepaid and Affinity Long Distance Services to the public and affinity groups through their own distribution channels in different denominations (if Prepaid), volumes, card materials and packaging schemes. These entities may select a rate plan that enables them to recover marketing and distribution costs and that are attractive to prospective Card Holders.

SECTION 2

2.8 BILLING OF SERVICES (continued)

2.8.2 Payment for Services - Prepaid Long Distance Services and Affinity Services (continued)

2.8.2.3. Rounding Fractional Charges

When the application of the rates set forth in this Section results in a fractional charge for an individual call, the total charge for that particular call will be rounded up to the nearest higher cent.

2.8.2.4 Extra Copies of Bill of Call Detail Records

Extra copies of a Card Holder's monthly Affinity Long Distance Services bill or a copy of a Card Holders Prepaid Call Detail Records will be provided on request by the Company at the rate of $0.25 per copy, per page with a minimum charge of $1.50.

2.8.2.5 Service Dispute Resolution

For consideration of any disputed charges related to either Prepaid or Affinity Long Distance Service, a Subscriber may contact a Company Customer Service Representative to discuss the basis for such dispute. After investigation, the Customer Service Representative may adjust the Subscriber's account balance in an amount not to exceed the disputed charge. Alternatively, the Subscriber may submit to the Company, in writing and within thirty (30) days from the date the disputed charges were incurred (if Prepaid) or from the billing date (if Affinity Services), detailed information describing the basis for the dispute and the amount of the disputed charge. The Company will promptly investigate and inform the Subscriber as to its findings and disposition.

2.8.2.6 Maximum Outstanding Account Balance for Affinity Service

Affinity Service Subscribers may not incur weekly charges exceeding $200.00 without prior written approval of the Company. A Subscriber's Account Code may be temporarily suspended pursuant to Section 2.8.2.7 of this Tariff in the event the maximum limit is exceeded during any monthly billing period without prior approval.

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SECTION 2

2.8 BILLING OF SERVICES (continued)

2.8.2 Payment for Services - Prepaid Long Distance Services and Affinity Services (continued)

2.8.2.7 Discontinuance or Temporary Suspension of Service

The Company may discontinue or temporarily suspend service under the following circumstances:

(a) Nonpayment of any sum due the Company for service more than thirty (30) days beyond the payment due date. In the event Company terminates service for nonpayment, Subscriber will be liable for all reasonable costs of collection including court costs, expenses and actual attorney's fees.

(b) Payment for services with a check returned for insufficient funds or account closed.

(c) Exceeding the Maximum Account Balance limit during any weekly billing period.

(d) A violation of, or failure to comply with, any regulation governing the provision of service under this tariff.

(e) Provision by Subscriber of false and/or inaccurate information of a material nature in order to obtain Service.

(f) For lack of use by Card Holder for three (3) full billing cycles.

2.8.2.8 Notice for Discontinuance or Suspension

Upon occurrence of any of the circumstances detailed in 2.8.2.6, Subscriber's Account Code will be temporarily deactivated and the Subscriber referred to Customer Service for resolution and terms for restoral of service. Company will provide Subscriber with written notice of discontinuance or termination, the reason(s) therefor and the terms for reactivation of their account. Such notice shall be deemed given upon deposit, first class postage prepaid, in the U.S. mail to the Subscriber's last known address.

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SECTION 2

2.8 BILLING OF SERVICES (continued)

2.8.2 Payment for Services – Prepaid Long Distance Services and Affinity Services (continued

2.8.2.9 Restoration of Service Charge

In the event service is discontinued or temporarily suspended pursuant to Section 2.8.2.7 (a), the Company may restore such Service upon receipt of payment for all amounts past due together with a restoration of Service Charge up to $15.00

The Company may refuse to accept a personal check in payment if a Subscriber's check for payment of service has been dishonored, excepting for bank error, within the last twelve (12) months.

2.8.2.10 Returned Check Charge

When payment for Service in the form of a bank check is returned for insufficient funds, the Subscriber may be assessed a service charge of $25.00 to cover the cost of processing the check. **(I)**

2.8.3 Prepaid Long Distance Services

Payment for Prepaid Long Distance Services provided under this tariff is on an advanced payment basis. Card Holders are entitled to use the Company's service up to the face value of the card or any such additional amounts that may be added by Account Renewal. Prepaid Service Charges may be purchased from the Company or its agents/distributors at various locations throughout the United States and in foreign countries in various denominations (typically $10, $20 and $50). Account Codes automatically expire six months from first use or from the last recharge or at a date certain printed on the Card. Unexpired account balances may also be combined with the balance of any other unexpired account code issued by the Company.

The Company is not responsible for lost or stolen Prepaid Service Cards and makes no refunds for unused balances.

2.8.4 Affinity Long Distance Services

Affinity Long Distance Subscribers are responsible for payment of charges for long distance services billed to their account. All charges due by the Subscriber are payable when presented and become past due no less than thirty (30) days after postmarked. Charges may be paid to a credit card company if the Company has approved the Subscriber's request for credit billing. The terms and conditions for billing, payment and collection, including without limitation, any late payment, returned check or service restoration charges, is specified by the Company (if billed direct) or by the credit card company who issues the bill.

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By
Executive Director

ISSUED BY: Dennis Stoutenburgh, President **(T)**
Intellicall Operator Services, Inc. |
16200 Addison Road, Suite 100 |
Addison, TX 75001 **(T)**

2.8.5 Complaints

Customer complaints are handled by a full service customer service department. Customers may call toll free 8:00AM, CST to 5:30 PM CST Monday through Friday or submit a written complaint detailing the nature of the complaint of dispute to:

Intellicall Operator Services, Inc. dba ILD
16200 Addison Rd., #100
Addison, TX - 75001

If the customer is not satisfied with the Company's response, they may contact the Commonwealth of Kentucky, Public Service Commission P.O Box 615, Frankfort, KY - 40602-0615, telephone (502) 564-3940.

SECTION 3

3.1 Rates - Operator Services

3.1.1 The rates and service charges below apply to "0+", "0-" and "00-" calls, including calls using a 10XXXX or other access number, routed to a Company operator or to an automated operator or calling card interface from the premises of:

1) residential and business subscribers; or
2) local exchange carrier customers not presubscribed to the Company; or
3) aggregator payphones or telephones presubscribed to the Company.

3.1.2 Per Minute Rate Schedules

3.1.2.1 Rate Plan A

	Business Day		Evening		Night/Weekend	
Mileage	1st Min	Addl. Min	1st Min	Addl Min	1st Min	Addl Min
1-293+	$0.6900	$0.6900	$0.6900	$0.6900	$0.6900	$0.6900

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SECTION 3 (Cont'd)

3.1 Rates - Operator Services(Cont'd)

3.1.2Per Minute Rate Schedules (Cont'd)

3.1.2.1 "800" FAIRCALL Plan – IntraLATA

(T)

	Business Day		Evening		Night/Weekend	
Mileage	1st Min	Add'l Min	1st Min	Add'l Min	1st Min	Add'l Min
1-10	$0.2700 (I)	$0.2700 (I)	$0.1620 (R)	$0.1620 (I)	$0.1620 (I)	$0.1620 (I)
11-16	$0.2700 (I)	$0.2700 (I)	$0.1620 (R)	$0.1620 (I)	$0.1620 (I)	$0.1620 (I)
17-22	$0.2700 (I)	$0.2700 (I)	$0.1620 (R)	$0.1620 (I)	$0.1620 (I)	$0.1620 (I)
23-30	$0.2700 (I)	$0.2700 (I)	$0.1620 (R)	$0.1620 (I)	$0.1620 (I)	$0.1620 (I)
31-55	$0.2700 (I)	$0.2700 (I)	$0.1620 (R)	$0.1620 (R)	$0.1620 (I)	$0.1620 (I)
56-85	$0.2700 (R)	$0.2700 (R)	$0.1620 (R)	$0.1620 (R)	$0.1620 (R)	$0.1620 (R)
86-124	$0.2700 (R)	$0.2700 (R)	$0.1620 (R)	$0.1620 (R)	$0.1620 (R)	$0.1620 (R)
125-196	$0.2700 (R)	$0.2700 (R)	$0.1620 (R)	$0.1620 (R)	$0.1620 (R)	$0.1620 (R)
196 +	$0.2700 (R)	$0.2700 (R)	$0.1620 (R)	$0.1620 (R)	$0.1620 (R)	$0.1620 (R)

3.1.2.2"800" FAIRCALL Plan - InterLATA

	Business Day		Evening		Night/Weekend	
Mileage	1st Min	Addl. Min	1st Min	Addl Min	1st Min	Addl Min
1-293+	$0.4618(N)	$0.4618(N)	$0.4618(N)	$0.4618(N)	$0.4618(N)	$0.4618(N)

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SECTION 3

3.1 Rates - Operator Services (Cont'd)

3.1.3 Per Call Surcharges (T), (M)

(T), (M)

Description	Rate Plan A	800 FAIRCALL IntraLATA	800 FAIRCALL InterLATA
Customer Dialed Automated	$4.95	$0.80	$0.80(N)
Calling Card/Operator Assisted	$5.50	$3.02	$3.72(N)
Collect/Automated	$3.95	$2.10	$3.72(N)
Collect Operator Assisted	$5.50	$3.02	$3.72(N)
Third Party/Automated	$3.95	$2.10	$2.10(N)
Third Party Operator Assisted	$6.50	$2.10	$2.10(N)
Person-to-person	$9.95	$3.90	$3.90(N)
Operator Dialed Surcharge[1]		$1.00	$1.00(N)
Dial Around Compensation Fee[2]		$0.50	$0.50(N)

3.1.4 800 YOUSAVE™ Plan (N)

3.1.4.1 Per Minute Rate Schedules – IntraLATA/InterLATA

	Business Day		Evening		Night/Weekend	
Mileage	1st Min	Addl. Min	1st Min	Addl Min	1st Min	Addl Min
1-293+	$0.4900	$0.4900	$0.1000	$0.1000	$0.1000	$0.1000

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BY [illegible]

EXECUTIVE DIRECTOR

Effective July 12, 2002

[1] A surcharge applies to Operator Station calls in which the customer has the capacity to dial the number but has the operator dial instead.

[2] A fee imposed by the FCC on each 800 access call completed from a payphone

SECTION 3 (Cont'd)

3.1 Rates - Operator Services (Cont'd)

3.1.4 800 YOUSAVE™ Plan (Cont'd) (N)

(N)

3.1.4.2 800 YOUSAVE - Per Call Surcharges

Description	Intrastate
Automated Calling/Credit Card	$2.99
Calling Card/Operator Assisted	$3.95
Collect/Automated	$2.99
Collect Operator Assisted	$3.95
Third Party/Automated	$2.99
Third Party Operator Assisted	$3.95
Person-to-person	$3.95
Operator Dialed Charge[3]	$1.00
Payphone Compensation Charge[4]	$0.50

Note: **All material on this page is new**

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BY _____
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[3] A surcharge applies to Operator Station calls in which the customer has the capacity to dial the number bus has the operator dial instead.
[4] A fee imposed by the FCC on each 800 access call completed from a payphone.

SECTION 3 (Cont'd)

(M)

3.2 Rates - Prepaid Long Distance Service

The Company's Prepaid Long Distance Cards may be purchased by consumers through a variety of distribution channels including universities, military bases, convenience and grocery stores and other retail outlets. Consumers may also purchase Prepaid Long Distance Cards from non-profit and charitable organization as a fundraising product.

3.2.1 Rate Plans

The Company's Prepaid Long Distance Cards will be made available in various denominations incorporating a flat per minute rate from one of the Rate Plans detailed below. The exact rate plan adopted for each distribution program shall be uniform for all Cards issued and distributed under that program. Rates shown are inclusive of all applicable telecommunications taxes and apply to all distances and at all time.

3.2.1.1 Fundraiser Plan

Per Minute Rate - $0.50

This rate applies to all plans using the Company's Prepaid Long Distance Service as a fundraising product for non-profit organizations, charities and affinity groups. A portion of the purchase price is retained by the fundraising organization.

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3.2.1.2 Retail Plans

Each retail distribution program implemented by the Company or its Card Issuer Customers will incorporate a Base Rate for the initial Card Face Value from the Rate Plans detailed below with purchase incentives for Cards with higher initial face values as specified in Section 3.2.1.2.5 as applicable. The rate plan selected by the Company and/or its Card Issuer customers will be determined by competitive necessity and based on such factors as marginal costs of providing service, distribution costs, card and card packaging costs and anticipated card sales volume. All rates are inclusive of applicable telecommunications taxes and are applicable regardless of distance or time of day.

3.2.1.2.1 Standard Plan

Per Minute Rate - $0.35

This rate applies to low-to-medium Card volume programs marketed through merchandisers with single location local or regional distribution outlets.

3.2.1.2.2 Retail Merchandise Plans A, B & C

Per Minute Rate (Plan A) - $0.33
Per minute Rate (Plan B) - $0.30
Per Minute Rate (Plan C) - $0.28

These rates apply to medium-to-high Card volume programs marketed through merchandisers with multi-location regional and nationwide distribution outlets.

3.2.1.2.3 Military and Student Plan

Per Minute Rate - $0.30

This rate applies to programs with distribution to military personnel, university and college students at military installations, colleges and universities.

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3.2.1.2.4 Economy Plan

Plan A - Per Minute Rate - $0.20

Plan B - Per Minute Rate - $0.25

These rates apply to programs with distribution through regional and national merchandisers with annual sales levels above 500,000 Cards.

3.2.1.2.5 Purchase Incentive

The Company and/or its Card Issuer customers may establish a purchase incentive for Cards with Face Values of $10 or more. Such incentives may take the form of a per minute rate less than the Rate Plan per minute rate established pursuant to Sections 3.2.1.1 through 3.2.1.2.4. Such reductions may be expressed as a percentage discount or a lower per minute rate.

3.2.2 Renewal Rate

Minimum Per Minute Rate	Maximum Per Minute Rate
$0.20	$0.35

Renewal rates between the minimum and maximum rates detailed above will be established for each distribution program. Renewals may not exceed the Base Rate but may be offered at a discount from that rate.

3.2.3 Application of Charges

Card Holder Account Balances are maintained in the Company's Prepaid Service Platform and are decremented in real time at the appropriate per minute rate specified by the Card Holder's account code for each completed call pursuant to Sections 2.4.2.1 and 2.4.2.2.

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3.2.4 Directory Assistance

Directory Assistance as outlined below applies to all Prepaid Long Distance Service and Affinity Service plans.

Directory Assistance	$0.65

3.3 Rates - Affinity Long Distance Services

3.3.1 Rates - Affinity Travel Cards

The Company's Affinity Long Distance Travel Cards may be obtained from the Company or from various Affinity Groups with whom the Company has established an Affinity/Travel Card program.

3.3.1.1 Rate Plans

3.3.1.1.1 Affinity Plan 1

Per Call Surcharge	$0.21
Directory Assistance	$0.65
Usage Rate per Minute (All hours, all distances)	$0.158

3.3.1.1.2 Affinity Plan 2

Per Call Surcharge	$0.25
Directory Assistance	$0.65
Usage Rate per Minute (All hours, all distances)	$0.145

3.3.1.1.3 Affinity Plan 3

Per Call Surcharge	$0.00
Directory Assistance	$0.65
Usage Rate per Minute (All hours, all distances)	$0.169

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SECTION 3

3.3 Rates – Affinity Long Distance Services (Cont'd)

3.3.1 Rates – Affinity Travel Cards (Cont'd)

3.3.1.2 Credit Billing Discount
Subscribers to Affinity Plan A who authorize the Company to bill monthly usage charges to a credit card will receive a five percent (5%) discount on the per call surcharge, directory assistance charges and the usage rate.

3.3.2 Intrastate Rates – Affinity 1+ Residential and Business Service
Rate Plan A
Peak Usage Rate Per Minute - $0.138
Off Peak Usage Rate Per Minute - $0.115

(D)

3.3.3 Rates – ILD Corporate Postpaid Travel Card Service

3.3.2.1 Per Minute Charges *
Day, Evening ,Night & Weekend Rates

Rate Mileage	1st Minute	Add'l Minutes
ALL	$0.3300	`$0.3300

* Note: The maximum rate shown is subject to volume discounts of up to $0.28 per minute based on annual volume estimates subject to year-end true-up based on actual volume of all actual long distance traffic.

3.3.2.2 Per Call Charges

There are no per call service charges applicable. Dial Around Compensation (DAC) Fees for calls completed from payphones telephones using "800" access numbers will apply at a rate of $0.50 per call.

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BY: Stephanie (D)
SECRETARY OF THE COMMISSION

3.5 Taxes
In addition to the charges billed for use of the Company's Services, certain federal, state and municipal taxes will be added to the extent required by state and federal tax laws applicable to the use of telecommunications services.

3.6 Special Promotions
The Company. its distributors, Card Issuer customers and Affinity Group customers may, from time-to-time, offer special promotions to Card Holders, Subscribers and prospective Card Holders and Subscribers, including but not limited to complimentary Prepaid long Distance Cards, purchase discounts and free minutes.

SECTION 3 (Cont'd)

3.7 Rates - 800ROLLCAL[SM] Conference Services

3.7.1 Per Minute Per Conference Leg Intrastate Rates

Automated		Operator Assisted
Peak	$0.25	$0.25
Off-peak	$0.10	$0.10

Charges for each leg of the conference begin when the conferee number answers. On a Meet-Me conference call charges begin when the conferee's dial in call is answered by the conference bridge. Charges for each leg cease when either the conferee hangs up or when the last but one conferee hangs up.

3.7.2 Set-up Charges Per Conference Leg

Automated		Operator Assisted
Peak	$0.00	$4.00
Off-peak	$0.00	$2.00
DAC	$0.50	$0.50

Note that the set-up charge applies whether a conference connection is established or not. Note also the DAC charges are applicable only if the originating call is completed from a payphone.

3.7.3 Billing

As part of the conference set-up, the originator is cued audibly to enter a valid credit or bank card to whose account per-minute per leg and set-up charges will be billed. The Company will accept the proffered account number for billing after validation by the issuer database.

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Rates and Charges (Cont'd)

3.7 Intrastate Rate Plan ILDA5 - Intralata

	Day		Evening		Night		
Mileage	1st Min.	Add'l	1st Min.	Add'l	1st Min.	Add'l	(I)(T)
0-9999	$5.1750	$1.7250	$5.1750	$1.7250	$5.1750	$1.7250	

3.8 Intrastate Rate Plan ILDA5 - Interlata

	Day		Evening		Night		
Mileage	1st Min.	Add'l	1st Min.	Add'l	1st Min.	Add'l	
0-9999	$5.1750	$1.7250	$5.1750	$1.7250	$5.1750	$1.7250	*

3.8.1 Service Charges - Intra/InterLATA

	Person To Person	Automated	Operator Assisted	Live	
Calling Card	$12.50	$5.99	$5.99	$7.50	
Credit Card	$12.50	$5.99	$5.99	$7.50	
Collect	$12.50		$6.99	$7.50	(I)(T)
3rd Party	$12.50		$6.99	$9.99	

*The previous rate format has been changed to reflect new formatting.

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3. Rates and Charges (Cont'd)

3.9 Surcharges and Fees

3.9.A The Company, at its discretion, will pass through the costs of any regulatory fees or assessments to the end user customer (such as Universal Service Fund, etc.), as allowed by law.

3.9.B **Cost Recovery Charge** - The Company will impose, at its discretion, a Cost Recovery Charge of $0.81 to offset its costs incurred in complying with regulatory obligations imposed by state regulatory bodies. This charge is not a tax or fee imposed by a government entity.

3.9.C **Bill Statement Fee** - The Company will charge a $1.99 Bill Statement Fee on all calls which are billed to the customer's local exchange carrier bill (LEC bill). The customer will have the option of paying for the call by other means (credit card or coin), and therefore will not be charged the Bill Statement Fee on these types of calls.

3.9.D. **Payphone Compensation Surcharge** – Effective October 15, 2004, ILD will increase the Payphone Compensation Surcharge to $0.60 (includes administrative fee) for each coinless payphone-originated call. The increase will be applicable for both long distance, global calling card and operator service calls. The Payphone Compensation Surcharge for prepaid calling card calls will increase to $0.99 per call (includes administrative fee)

3.9.E **Long Distance Bill Processing Fee** – ILD offers a range of invoicing options to its customers. Invoice options include direct paper billing, e-mail, data files and transfer of detail to secured FTP sites. All forms of invoicing, except for paper billing, will be offered at no charge to the customer. Paper invoices will be charged at a rate of $1.95 per invoice.

The invoicing options will be provided to the customer when service is requested. If the customer does not make an election, ILD will assume the customer requires a traditional paper bill and will provide such bill in accordance herewith until an alternate method is requested by the customer.

3.9.F. **Non-Subscriber Surcharge** - A Non-Subscriber Surcharge of $3.50 is applicable to intrastate operator assisted calls billed to a Domestic End User Customer Account that is not pre-subscribed to IOS as the Primary Long Distance Carrier. (N) | (N)

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3.10 **Rate Plan 12A**

3.10.1 Usage Charges -IntraLATA

Billed in 1 minute increments.

Mileage	Day 1 Min.	Add'l Min.	Evening 1st Min.	Add'l Min.	Night/Weekend 1st Min.	Add'l Min
ALL	$1.1500	$1.1500	$1.1500	$1.1500	$1.1500	$1.1500

3.10.2 Usage Charges -InterLATA

Billed in 1 minute increments.

Mileage	Business Day 1 Min.	Add'l Min.	Evening 1st Min.	Add'l Min.	Night/Weekend 1st Min.	Add'l Min
ALL	$1.1500	$1.1500	$1.1500	$1.1500	$1.1500	$1.1500

3.10.3 Service Charges - Intra/InterLATA

	Person To Person	Automated	Operator Assisted	Live
Calling Card	$12.50	$5.99	$5.99	$7.50
Credit Card	$12.50	$5.99	$5.99	$7.50
Collect	$12.50		$6.99	$7.50
3rd Party	$12.50		$6.99	$9.99

3.11 **Rate Plan 12B**

3.11.1 Usage Charges -IntraLATA

Billed in 1 minute increments.

Mileage	Day 1 Min.	Add'l Min.	Evening 1st Min.	Add'l Min.	Night/Weekend 1st Min.	Add'l Min
ALL	$0.2300	$0.2300	$0.2300	0.2300	$0.2300	$0.2300

3.11.2 Usage Charges -InterLATA

Billed in 1 minute increments.

Mileage	Business Day 1 Min.	Add'l Min.	Evening 1st Min.	Add'l Min.	Night/Weekend 1st Min.	Add'l Min
ALL	$0.2800	$0.2800	$0.2800	$0.2800	$0.2800	$0.2800

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3.11.3 Service Charges - Intra/InterLATA

	Person To Person	Automated	Operator Assisted	Live
Calling Card				
Credit Card				
Collect			$1.50	
3rd Party				

3.12 **Rate Plan 801**

3.12.1 Usage Charges -IntraLATA

Billed in 1 minute increments.

Mileage	Day 1 Min.	Add'l Min.	Evening 1st Min.	Add'l Min.	Night/Weekend 1st Min.	Add'l Min
ALL	$0.4500	$0.4500	$0.4500	0.4500	$0.4500	$0.4500

3.12.2 Usage Charges -InterLATA

Billed in 1 minute increments.

Mileage	Business Day 1 Min.	Add'l Min.	Evening 1st Min.	Add'l Min.	Night/Weekend 1st Min.	Add'l Min
ALL	$0.4500	$0.4500	$0.4500	$0.400	$0.4500	$0.4500

3.12.3 Service Charges - Intra/InterLATA

	Person To Person	Automated	Operator Assisted	Live
Calling Card	$12.50	$5.99	$5.99	$7.50
Credit Card	$12.50	$5.99	$5.99	$7.50
Collect	$12.50		$1.99	$1.99
3rd Party	$12.50		$6.99	$9.99

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3.13 MESSAGE TOLL SERVICES (MTS)

Outgoing long distance service whereby the customer accesses the Company's underlying Carrier's network on an equal access or dial-up basis. In non-equal access areas, the customer will gain access to the Company's underlying carrier network by dialing a 101XXX access code which will be provided by the Company.

A. Direct Dial - Billed in 6 second increments with an 18 second minimum.

Rate per minute: $0.1040

B. Global Calling Card - Billed in 6 second increments with an 18 second minimum.

Rate per minute: $0.50

C. Toll Free - Billed in 6 second increments with an 18 second minimum.

Rate per minute: $0.1214

D. Directory Assistance - $1.40 per call

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