

**AMENDMENT NO. 2
TO THE
CELLULAR SYSTEM CONNECTION AND TRAFFIC INTERCHANGE AGREEMENT
BETWEEN
VERIZON WIRELESS
AND
CINCINNATI BELL TELEPHONE COMPANY**

DATED _____, 2002

THIS AMENDMENT is made by and between Cincinnati Bell Telephone Company (“Company”) and Cellco Partnership as successor in interest to New Par and Airtouch Cellular d/b/a Verizon Wireless (“Carrier”), as of the ____ day of January, 2002. Company and Carrier are collectively referred to as the “Parties”.

WHEREAS, the Parties executed a Cellular System Connection And Traffic Interchange Agreement on February 18, 1997 and amended such agreement on March 20, 1998 (the “Interconnection Agreement”); and

WHEREAS, the Parties desire to amend the Interconnection Agreement to set forth the terms and conditions for intercarrier compensation between the Parties for Local Traffic and for telecommunications traffic delivered to Internet Service Providers (ISPs) as mandated by the FCC’s Order on Remand and Report and Order in CC Docket Nos. 96-98, 99-68 FCC 01-131;

NOW, THEREFORE, for and in consideration of the promises contained herein, the parties to this Amendment, intending to be legally bound, hereby agree to amend the Interconnection Agreement as follows:

1. Airtouch Cellular has changed its name to Verizon Wireless and this Agreement is amended so that all references to Airtouch Cellular and Carrier will instead refer to Verizon Wireless.
2. **Section 1**, Definitions, is amended to include the definitions for “Information Access Traffic”, and “Local Traffic.” The definitions will read as follows:
 - (cc) “Information Access Traffic” is defined in FCC’s Order on Remand and Report and Order in CC Docket Nos. 96-98 and 99-68, Paragraph 44, released on April 27, 2001 and includes exchange services used for Information Access Traffic.
 - (dd) “Local Traffic” means (1) telecommunications traffic exchanged between a LEC and a telecommunications carrier other than a CMRS provider, except for telecommunications traffic that is interstate or intrastate exchange access, information access or exchange services for such access; or (2) telecommunications traffic exchanged between a LEC and a CMRS provider that, at the beginning of

the call, originates and terminates within the same Major Trading Area, as defined in 47 C.F.R. § 24.202(a).

3. **Section 5(f)(2)** of the Interconnection Agreement is modified to read as follows:

(2) Billing Option 2

Carrier pays for all M/L calls within the LATA and Company pays for all L/M calls originating in the COA under the appropriate rate elements as identified in Attachment II.

The Parties shall compensate each other for the transport and termination of L/M Traffic and M/L Traffic over the terminating carrier's switch in accordance with Section 251(b)(5) of the Act and the FCC's Order on Remand and Report and Order in CC Docket Nos. 96-98 and 99-68, released on April 27, 2001 at the rates provided in Attachment II.

4. The points of contact for Notices for Company in **Section 20**, are amended to read as follows:

To Carrier:

Verizon Wireless
Contract Administration
180 Washington Valley Road
Bedminster, NJ 07921

With a copy to:

John Clampitt
Verizon Wireless
2785 Mitchell Drive MS 7-1
Walnut Creek, CA 94598

With a copy to:

Director of Regulatory
Verizon Wireless
1300 I Street, N.W. - Ste. 400W
Washington, DC 20005

To Company:

Cincinnati Bell Telephone Company
201 E. Fourth Street, 102-1000
Cincinnati, Ohio 45201-2301
Attn: Vice President & General Manager – Carrier Services
Facsimile: (513) 241-8735

with a copy to:

Cincinnati Bell Telephone Company
201 E. Fourth Street, Room 620
Cincinnati, Ohio 45201-2301
Attn: General Counsel
Facsimile: (513) 397-9557

5. Attachment II to the Interconnection Agreement has been replaced in its entirety by Attachment II of this Amendment.

6. In the event of a conflict between the terms of this Amendment and the terms of the Interconnection Agreement, the terms of this Amendment shall prevail. All of the other provisions of the Interconnection Agreement shall remain in full force and effect.

7. Either or both of the Parties is authorized to submit this Amendment to the Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

New Par d/b/a Verizon Wireless
By Verizon Wireless (VAW)
LLC, Its General Partner

Cincinnati Bell Telephone Company

By: _____

By: _____

Name: Edward A. Salas

Name: Christian Gartner

Title: Vice President Network Planning

Title: Vice President & General Manager –
Carrier Services

Date: _____

Date: _____

Attachment II

to

CELLULAR SYSTEM CONNECTION AND TRAFFIC INTERCHANGE AGREEMENT

between

Cincinnati Bell Telephone Company

and

Verizon Wireless

Effective June 14, 2001

Facilities, Services and Charges

* * * *

I. Description and Application of Rates and Charges

There are three types of charges that may apply to Company and Carrier. These are monthly recurring rates, usage rates and nonrecurring charges.

(A) Monthly Rates

Monthly rates are flat recurring rates that apply each month or fraction thereof that a specific rate element is provided. For billing purposes, each month is considered to have 30 days. Monthly rates apply to the Cellular Dedicated Trunk (CDT) rate element for both Type 2A service and Type 2B service. When CDTs are used for two-way traffic the cost of such facility shall be equitably shared by Carrier and Company. (e.g., If the traffic volume is 60% Carrier and 40% Company, Carrier shall pay 60% of the rates in this Attachment for the CDT.)

(B) Usage Rates

Usage rates are rates that apply only to M/L and L/M Traffic. These are applied on a per conversation minute basis. Conversation minute charges are accumulated over a monthly period. For Type 2A and Type 2B calls, the Party whose customer originates the call will compensate the Party who terminates the call for usage at the Type 2 Interconnection rates shown in this Attachment II, Sections IV and V.

(C) Nonrecurring Charges

Nonrecurring charges are one-time charges applied to the work activities on the following pages and defined below:

(1) Installation of Services

Nonrecurring charges apply to each service installed by one Party for use by the other Party.

II. Measuring Conversation Minutes

Carrier's traffic terminating on Company's network will be measured by Company at end office switches or tandem switches. Company's traffic terminating on Carrier's network will be measured by Carrier at its MTSO. The conversation time of Type 2 interface traffic is billed to the originating Party.

For L/M calls over Type 2A services, usage measurement begins when Carrier's switch sends answer supervision to the Company's originating end office. The measurement of L/M call usage ends when Carrier's switch receives disconnect supervision from either the terminating end user or Company's originating end office, whichever is recognized first by Carrier's switch.

For M/L calls over Type 2A and Type 2B service, the measurement of conversation minutes begins when the terminating Company entry switch receives answer supervision from the terminating end user's end office, indicating the terminating end user has answered. Measurement of the call usage ends when the Company's entry switch receives disconnect supervision from either the terminating end user's end office or Carrier's POT, whichever is recognized first by the entry switch.

For M/L traffic, usage rated Type 2A and Type 2B service conversation minutes or fractions thereof, the exact value of the fraction being a function of the switch technology where the measurement is made, are accumulated over the billing period for each end office, are then rounded up to the nearest conversation minute for each end office. Access minutes measured for traffic between a Carrier and an Interexchange Carrier (IC) using Type 2A service via Company's access tandem are not charged to Carrier.

III. Mileage Measurement

The mileage to be used to determine the monthly rate for the Cellular Dedicated Trunk (CDT) rate element of Type 2A and Type 2B services is calculated on the airline distance between the two locations involved, i.e., between Carrier's point of termination and Company's tandems for Type 2A service, and between Carrier's point of termination and Company's end office for Type 2B service. The mileage to be used to determine the usage rate for the Cellular Common Trunk (CCT) rate element of Type 2A service is calculated based on the airline distance between Company's tandem and Company's end office where the call carried over the CCT originates or terminates.

Mileage is shown in the attachment following in terms of mileage bands. To determine the rate to be billed, first compute the mileage using the V&H coordinates method, then find the band into which the computed mileage falls and apply the rates shown for that band. When the calculation results in a fraction of a mile, always round up to the next whole mile before determining the mileage band and applying the rates.

IV. Type 2 Interconnect for Mobile to Land (M/L) Calls:

The following rates and charges for Type 2A and Type 2B interfaces are subject to change in accordance with the provisions of paragraph 5(b) of the agreement. For M/L calls where Carrier pays the Company for transport and termination of traffic, the following rates apply if Carrier chooses to purchase facilities from the Company:

(A) Cellular Dedicated Trunk¹:

(1) Voice Grade Trunks	Nonrecurring	Monthly		
	<u>Charge</u>	<u>Rate</u>		
- Per Trunk (4 Wire)	NONE	\$ 49.60		
Trunk (4 Wire)				
Mileage	Fixed			
<u>Band</u>	<u>Monthly</u>	<u>Per Mile</u>		
0	NONE	NONE		
Over 0-4	\$61.00	\$ 0.64		
Over 4-8	\$61.00	\$ 0.64		
Over 8-25	\$61.00	\$ 0.64		
Over 25	\$61.00	\$ 0.64		
(2) DS1 Facilities	Non-	36	60	
	recurring	Monthly	Month	Month
	<u>Charge</u>	<u>Rate</u>	<u>Rate</u>	<u>Rate</u>
- Per MercNET 1.5 (24 Trunks)				
Standard Type 2A Access	NONE	\$135.79	\$129.00	\$122.21
FGD IC Access (for Originating and Terminating Traffic)	NONE	135.79	129.00	122.21
DS1 to Voice Multiplexing ²	NONE	285.45		

¹ Call allowances are not applicable under Type 2 interconnect (e.g. Directory Assistance Service).

² May not be necessary if working in Digital Offices.

- Mileage Charges Per MercNET 1.5:

<u>Mileage Band</u>	<u>Fixed Monthly</u>	<u>Per Mile</u>
0	NONE	NONE
Over 0-4	\$ 100.00	\$ 8.40
Over 4-8	\$ 100.00	\$ 8.40
Over 8-25	\$ 100.00	\$ 8.40
Over 25	\$ 100.00	\$ 8.40

(3) DS3 Facilities

- Per MercNET 45 (28 DS1)

	<u>Recurring Charges</u>	<u>Optional Payment Plan</u>	
	<u>Monthly³ Rate</u>	<u>36 Mo</u>	<u>60 Mo</u>
-MercNET 45			
- 1st CT	\$1,500.00	\$ 1,200.00	\$ 1,000.00
- 2nd CT	\$1,300.00	\$855.00	\$676.00
- 3rd CT and above	\$1,151.00	\$836.00	\$654.00

- All MercNET 45 CT's Nonrecurring Charge, each - NONE

	<u>Nonrecurring Charge</u>	<u>Recurring Monthly</u>
DS3 to DS1 Multiplexing ⁴	None	\$678.02

	<u>Fixed Monthly</u>	<u>Per Mile</u>
Mileage Charge Per MercNET 45	\$760.00	\$69.58

³ Requires 12 month minimum agreement.

⁴ May not be necessary if working in Digital Offices

(B) Type 2 Interconnection for all M/L Traffic beginning June 14, 2001⁵:

\$.0015 per minute from June 14, 2001 to December 13, 2001
\$.0010 per minute from December 14, 2001 to June 13, 2003
\$.0007 per minute from June 14, 2003 to June 13, 2004 or further
FCC Order, whichever occurs later

V. Type 2 Interconnection for Land to Mobile (L/M) Calls:

(A) Calling Party Pays⁶ (Billing Option 1):

Compensation whereby Company's end-user pays for use of both Carrier's and Company's Type 2 Interconnection networks. Compensation for use of Company's network to be subtracted from charges to Company's end-user customer before remittance is made to Carrier, as per Section 5(f) of this agreement. Compensation for use of Carrier's network to be included as part of the charges to the end-user and not billed to the Company.

(1) Charges for Use of Company Network:

- Billing & Collection (per message) \$0.0653

Transport beginning June 14, 2001:

- Per Conversation Minute

\$.0015 per minute from June 14, 2001 to December 13, 2001
\$.0010 per minute from December 14, 2001 to June 13, 2003
\$.0007 per minute from June 14, 2003 to June 13, 2004 or further
FCC Order, whichever occurs later

(2) Charges for Use of Carrier Network

Beginning June 14, 2001:

- Per Conversation Minute

\$.0015 per minute from June 14, 2001 to December 13, 2001
\$.0010 per minute from December 14, 2001 to June 13, 2003
\$.0007 per minute from June 14, 2003 to June 13, 2004 or further
FCC Order, whichever occurs later

⁵ Transport and Termination rates as of June 14, 2001 were set by the FCC's Order on Remand and Report and Order in CC Docket Nos. 96-98 FCC 01-131 on remand from the Court of Appeals for the District of Columbia adopted on April 18, 2001, and are not subject to true up.

⁶ Non-tariffed related item - see Paragraph 5(c) of the Agreement.

(B) Billing Option 2 beginning June 14, 2001⁷:

Company pays Carrier for transport and termination of L/M traffic.

\$.0015 per minute from June 14, 2001 to December 13, 2001
 \$.0010 per minute from December 14, 2001 to June 13, 2003
 \$.0007 per minute from June 14, 2003 to June 13, 2004 or further
 FCC Order, whichever occurs later

VI. For Type 1 Interconnect for M/L Use Only:

(A) Facilities to Connect MTSO with the Various Cell Sites - Radio Landlines

These facilities are provided as private line channels. Any required intrastate channels (intraexchange or interexchange) or interstate channels would be provided in accordance with paragraph 5(b) preceding.

(B) Facilities to Connect End Offices with the MTSO - Central Office Connecting Circuits: Access Channel

<u>Rate Element</u>	<u>Nonrecurring Charge</u>	<u>Monthly Rate</u>
4 Wire Channel Termination-Cellular, each ⁸ - For use with trunk unit	None	\$49.60

- Mileage charges Per Trunk (4 Wire)¹⁷

<u>Mileage Band</u>	<u>Fixed Monthly</u>	<u>Per Mile</u>
0	None	None
Over 0-4	\$61.00	\$0.64
Over 4-8	61.00	0.64
Over 8-25	61.00	0.64
Over 25	61.00	0.64

⁷ Transport and Termination rates as of June 14, 2001 were set by the FCC's Order on Remand and Report and Order in CC Docket Nos. 96-98 FCC 01-131 on remand from the Court of Appeals for the District of Columbia adopted on April 18, 2001, and are not subject to true up.

⁸ Tariff Reference: F.C.C. No. 35, Section 7

	<u>Nonrecurring Charge</u>	<u>Monthly Rate</u>
Signaling Capability - Per point of termination ¹⁷	None	\$9.98

(C) For Type 1 Interconnection M/L Calls from Carrier's System:

MEASURED RATE SERVICES⁹

Exchange service is provided on a measured basis, i.e., billed for usage that varies depending upon the number, distance, duration, and time-of-day of originating calls. The usage rates are the same as those for Optional Measured Service as specified below in accordance with paragraph 5(b) preceding. Usage allowance credits are not applicable to this service.

<u>Mileage Tier</u>	<u>Usage Rates</u>		<u>Discount Rates¹⁰</u>	
	Initial	Add'l	Initial	Add'l
	<u>Min.</u>	<u>Min.</u>	<u>Min.</u>	<u>Min.</u>
1 (0 through 12 miles)	\$.060	\$.020	\$.030	\$.010
2 (13 through 26 miles)	.080	.040	.040	.020
3 (27 miles and over)	.120	.050	.060	.025

(D) Directory Assistance¹¹

For Type 2A interconnection mobile-to-land (M/L) calls to Directory Assistance (555-1212) or (411), Carrier shall pay the Company and the following rates apply:

	<u>Rate per Call</u>
(1)For call volumes of 10,000 calls or greater billed to carrier in the current one month billing period.	\$0.39
(2)For call volumes of less than 10,000 calls billed to carrier in the current one month billing period.	\$0.44

⁹ Tariff Reference: Exchange Rate Tariff, Section 1.

¹⁰ A 50% discount applies to:

- (1) Calls originated from 9:00 P.M. to but not including 8:00 A.M., on Monday through Friday.
- (2) Calls originated all day Saturday, Sunday and certain holidays. The holidays are New Year's Day (January 1), Independence Day (July 4), Christmas Day (December 25); and Labor Day and Thanksgiving Day (or their resulting legal holidays).

The appropriate Message Toll Service rates apply for originating calls to landline telephones not within the respective local service area.

¹¹ Call allowances are not applicable to this Service.

VII. Directory Listings for Type 1 and 2 Cellular Telephone Numbers

If Carrier's customer requests their assigned cellular telephone number listed in Company's alphabetical directory (white pages), Carrier will contact Company. Company will bill Carrier the Nonrecurring Charge and Monthly Rate associated with each Listing.

The monthly rate for a regular additional listing begins when the information records are posted. Information records are posted and charging begins when the listing is accepted or when the directory in which it will appear is issued, at the option of Carrier. A Cellular Telephone Number can be listed in the directory if Company is notified no later than March 1st of each year.

- Regular Additional Listing, each¹²:

	Nonrecurring <u>Charge</u>	Monthly <u>Rate</u>
Cellular Telephone Number	\$12.37	\$3.00

¹² Tariff Reference: General Exchange Tariff, Section 6.