

COMTEL TELCOM ASSETS LP
433 E. LAS COLINAS BLVD., SUITE 700, IRVING, TEXAS 75039

August 4, 2010

RECEIVED

AUG 05 2010

PUBLIC SERVICE
COMMISSION

VIA EXPRESS DELIVERY

Mr. Jeff R. Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

Re: Voluntary Certification Withdrawal by Comtel Telcom Assets LP d/b/a Excel Telecommunications, VarTec Telecom, Clear Choice Communications and VarTec Solutions and Notice of Asset Sale Closing

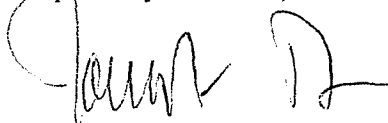
Dear Mr. Derouen:

Comtel Telcom Assets LP d/b/a Excel Telecommunications, VarTec Telecom, Clear Choice Communications and VarTec Solutions ("Comtel") hereby voluntarily withdraws its operating authorities to provide local exchange and interexchange telecommunications services within your state. By way of background for this request, Comtel entered into an asset purchase agreement ("APA") with Matrix Telecom, Inc. ("Matrix") to sell substantially all of its assets, including customers, to Matrix. The purchase and sale was ultimately consummated on July 31, 2010.

Following the consummation of the purchase and sale, Comtel no longer has an employee base, customers or other telecommunications operations in any jurisdiction. The existing customers and the associated operations were transferred to Matrix which has now stepped into Comtel's shoes to allow for a seamless transition as far as the end-user customers are concerned. All of the affected customers have been provided notice in compliance with the rules of this Commission and Federal Communications Commission, and where required, the parties have obtained the approvals of the Federal Communications Commission and State Commissions. Without impacting Matrix's operating authority, customers and/or ongoing operations, Comtel respectfully requests that your office take any steps necessary to immediately withdraw any remaining operating authority and tariffs/price lists on file for corporate entities of Comtel. As previously referenced, Matrix is now serving the customers acquired from Comtel.

Comtel sincerely appreciates your service and assistance over the years and now seek your prompt attention to this necessary request. Please direct any inquiries regarding the ongoing operations of Matrix to Leslie Ellis at leslie.ellis@excel.com or at (972) 910-1411. Acknowledgment and date of receipt of this filing are respectfully requested. Please date and file stamp the attached copy of this correspondence and return it in the enclosed pre-addressed, postage- prepaid envelope.

Respectfully submitted,



Jonathan Dennis
Senior Vice President, General Counsel, and
Secretary
Comtel Assets Inc., General Partner of
Comtel Telcom Assets LP

cc: Leslie Ellis
Manager, Regulatory Affairs



*This tariff replaces Kentucky PSC Tariff No. 7 issued by
Comtel Telecom Assets LP d/b/a VarTec Solutions in its entirety*

Comtel Telecom Assets LP
d/b/a Excel Telecommunications
433 E. Las Colinas Blvd., Ste. 1300
Irving, Texas 75039

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RATES, RULES and REGULATIONS for FURNISHING
RESALE TELECOMMUNICATIONS SERVICES
Filed with the
PUBLIC SERVICE COMMISSION OF KENTUCKY

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for the Commercial Interexchange Telecommunication Services provided by Comtel Telecom Assets LP d/b/a Excel Telecommunications between points within the Commonwealth of Kentucky.

Issued: February 13, 2007

Effective: February 15, 2007

Issued By: Becky Gipson
Senior Director – Regulatory Affairs
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CHECK SHEET

The pages that comprise this tariff are effective as of the date shown. Original and revised pages, as named below, contain all changes from the original tariff that are in effect on the date thereon except as otherwise noted.

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TARIFF FORMAT

Page Numbering - Page numbers appear in the upper right hand corner of the page. Pages are numbered sequentially. From time to time new pages may be added to the tariff. When a new page is added between existing pages a decimal is added to the preceding page number. For example, a new page added between Pages 3 and 4 would be numbered Page 3.1.

Explanation of Symbols - When changes are made in any tariff sheet, a revised sheet will be issued canceling the tariff sheet affected. Changes will be identified on the revised page(s) through the use of the following symbols:

- (C) - To signify changed regulation.
- (D) - To signify discontinued rate or regulation.
- (I) - To signify increased rates.
- (M) - To signify material relocated from one page to another without change.
- (N) - To signify new rate, regulation, or text.
- (R) - To signify reduced rate.
- (T) - To signify a change in text, but no change in rate or regulation.

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APPLICATION OF TARIFF

This tariff contains the regulations and rates applicable to the furnishing of intrastate resale common carrier communications service by Comtel Telcom Assets LP d/b/a Excel Telecommunications, within the State of Kentucky.

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SECTION 1 - TERMS AND ABBREVIATIONS

Authorized User - A person, firm, corporation, or any other entity authorized by the Customer to communicate utilizing the Carrier's service.

Customer or End User - The person, firm, corporation or other entity which orders, cancels, amends or uses service and is responsible for payment of charges and compliance with the Company's tariff.

Company or Carrier - Comtel Telcom Assets LP d/b/a Excel Telecommunications, unless otherwise clearly indicated by the context.

Commission - The Kentucky Public Service Commission.

Day - From 8:00 AM up to, but not including, 5:00 PM local time Monday through Friday.

Dedicated Access Origination/Termination - Where access between the customer and the interexchange carrier is provided on dedicated circuits. The cost of these dedicated circuits is billed by the access provider directly to the end user.

Holidays - The Company observes the following holidays: New Years Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

LEC - Local Exchange Company.

Responsible Organization (Resp. Org.) - The entity that has responsibility for the management of toll free numbers in the Service Management System (SMS/800) including maintaining Customer records in the SMS/800 system. Also, the entity which accesses the SMS/800 to: (a) search for and reserved toll free numbers;(b) create and maintain toll free Customer records, including call processing records; and (c) provide a single point of contact for trouble reporting. The SMS/800 recognizes on Resp. Org. for each toll free number.

Switched Access Origination/Termination - Where access between the customer and the interexchange carrier is provided on local exchange company Feature Group circuits and the connection to the customer is a LEC-provided business or residential access line. The cost of switched Feature Group access is billed to the interexchange carrier.

V & H Coordinates - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purposed of rating calls.

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SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

The Company's services and facilities are furnished for intrastate communications originating at specified points within the state of Kentucky under terms of this tariff. Intrastate service is offered in conjunction with interstate service.

The Company installs, operates, and maintains the communications services provided herein under in accordance with the terms and conditions set forth under this tariff. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities, when authorized by the Customer, to allow connection of a Customer's location to the Company network. The Customer shall be responsible for all charges due for such service arrangement.

The Company's services and facilities are provided on a monthly basis unless otherwise provided, and are available twenty-four hours per day, seven days per week.

2.2 Limitations

2.2.1 Presubscribed service is offered in Equal Access areas only. Travel service is available from all areas.

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

2.2.3 The Company reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff or of the law.

2.2.4 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.

2.3 Use

Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.4 Liabilities of the Company

- 2.4.1 Other than as provided for in this Tariff, the Company shall not be liable for any loss or damages sustained by Customer or its end users arising under this Tariff by reason of any failure in or breakdown of the telecommunication facilities associated with providing the Service, or for any interruption or degradation of the Service whatsoever shall be the cause or duration thereof, or for any other cause or claim whatsoever arising under this Tariff.
- 2.4.2 In no event shall the Company be liable to the Customer for any consequential, special, incidental, exemplary or indirect losses or damages sustained by Customer or any third parties in using the Service howsoever arising under this Tariff and whether under contract, tort or otherwise, including, without limitation, third party claims, loss of profits, loss of customers or damages to reputation or good will.
- 2.4.3 Customer shall defend, indemnify and hold the Company harmless from and against all claims, demands, actions, causes of action, judgments, costs and reasonable attorneys' fees and expenses of any kind arising from or related to any use of the Service or otherwise arising from the relationship with the Company; or in any way connected with any activities, agreements or relationships between the Customer and other common carriers. The Company shall not be liable to the Customer and shall have no other obligation, duty or liability whatsoever in contract, tort or otherwise howsoever arising, including negligence, any loss of revenue, business, business contracts, anticipated savings, or profits or any indirect or consequential loss.
- 2.4.4 The Company shall not be liable for, and is excused from, any failure or delay in performance that is due to acts of God, acts of civil or military authority, acts of the public enemy, war or threats of war, accidents, fires, explosions, earthquakes, floods, unusually severe weather, epidemics, or due to any other cause beyond the Company's reasonable control.
- 2.4.5 If a third party solicits a Customer's order on behalf of the Company or promotes or endorses to the Customer the use of Service, or provides all or a portion of such Service with, for, or on behalf of the Company, or if a third party is involved in any other way, the Company and such third party shall have no greater obligation or liabilities to such Customer, and such Customer shall have no greater rights or remedies against either the Company or such third party, whether under contract, warranty, tort or any other grounds, than if such a third party had not been so involved.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.4 Liabilities of the Company (Continued)

- 2.4.6 In the event that the Service or any portion thereof is unavailable to Customer due to a service outage as defined in Section 2.12 of this Tariff, the Company's sole obligation, and Customer's sole and exclusive remedy, with respect to such interruption of Service shall be for the Company, if requested by Customer, to provide and for the Customer to receive a service outage credit per Section 2.12 of this Tariff for the portion of the Service affected during which the Service or any part thereof was subject to a service outage.
- 2.4.7 In no event shall the Company be liable for any loss of profits or for any indirect, incidental, special, exemplary, or consequential damages. The Company's maximum liability to a Customer for any damages, including any liability for negligence, however so arising out of or related to the Service, the applicable Customer's Order(s) or any other agreements between Customer and the Company shall not exceed the monthly charges for the affected Service for that Customer, for the month during which such liability arises; or, the usage charges for interrupted calls, as defined in Section 2.12.
- 2.4.8 The Company warrants that it shall provide its Service in accordance with the description of Service set forth in the applicable Order and in accordance with this Tariff. The Company **DISCLAIMS ALL OTHER WARRANTIES, EITHER EXPRESS OR IMPLIED, INCLUDING, WITHOUT LIMITATION, ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.**
- 2.4.9 No agents or employees of other carriers shall be deemed to be agents or employees of the Company

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SECTION 2 - RULES AND REGULATIONS (Continued)

- 2.5 Taxes
All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.
- 2.6 Terminal Equipment
The Company's facilities and service may be used with or terminated in Customer-provided terminal equipment or Customer-provided communications systems, such as a telephone set, PBX or key system. Such terminal equipment shall be furnished and maintained at the expense of the Customer, except as otherwise provided. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of the Company's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry as endorsed by the *Federal Communications Commission*.
- 2.7 Installation and Termination
Service is installed upon mutual agreement between the Customer and the Company. The service agreement does not alter rates specified in this tariff.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.8 Payment for Service

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer or to an Authorized User of the Customer by the Company. All charges due by the Customer are payable to the Company or to the Company's authorized billing agent (such as a local exchange telephone company or other authorized entity). Terms of payment shall be according to the rules and regulations of the billing agent and subject to the rules of regulatory agencies, including the P.S.C Ky. Any objections to billed charges must be reported to the Company or its billing agent within sixty days after receipt of bill. Contested charges will be handled in accordance with 807 KAR 5:006, Section 9. Adjustments to Customer's bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate. All invoices are due and payable upon receipt of the invoice. All amounts owed after the due date are subject to late payment penalty charges of 1.5% per month. The penalty may be assessed only once on any bill for rendered services. Any payment received shall first be applied to the bill for service rendered. Additional penalty charges shall not be assessed on unpaid penalty charges.

2.9 Cancellation by Customer

Any Customer desiring service terminated or changed from one address to another, shall give the utility three (3) working days' notice in person, in writing, or by telephone, provided such notice does not violate contractual obligations or tariff provisions.

2.10 Interconnection

Service furnished by the Company may be connected with the services or facilities of other carriers. Such service or facilities, if used, are provided under the terms, rates and conditions of the other carrier. The Customer is responsible for all charges billed by other carriers for use in connection with the Company service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.11 Refusal or Discontinuance by Company

The Company may refuse or discontinue service under the following conditions. Unless otherwise stated, the Customer will be given ten (10) day's written notice and allowed a reasonable time to comply with any rule or remedy any deficiency.

2.11.1 For non-compliance with and/or violation of any State or municipal law, ordinance or regulation pertaining to telephone service.

2.11.2 For the use of telephone service for any other property or purpose other than that described in the application.

2.11.3 For failure or refusal to provide the Company with a deposit to insure payment of bills in accordance with the Company's regulations or failure to meet the Company's credit requirements.

2.11.4 For neglect or refusal to provide reasonable access to the Company for the purpose of inspection and maintenance of equipment owned by the Company.

2.11.5 For non-compliance with and/or violation of the Commission's regulations or the Company's rules and regulations on file with the Commission, provided ten (10) working days' written notice is given before termination.

2.11.6 For non-payment of bills for telephone service. Suspension or termination of service shall not be made without ten (10) working days' written notice to the Customer, except in extreme cases.

2.11.7 Without notice in the event of Customer use of equipment in such a manner as to adversely affect the Company's equipment or the Company's service to others.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.11 Refusal or Discontinuance by Company, (Continued)

2.11.8 Without notice in the event of tampering with the equipment furnished and owned by the Company.

2.11.9 Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, the Company may, before restoring service, require the Customer to make, at his own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.

2.11.10 For failure of the Customer to make proper application for service.

2.11.11 For Customer's breach of the contract for service between the Company and the Customer.

2.11.12 When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.

2.11.13 For periods of inactivity over sixty (60) days.

2.12 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities provided by the Carrier shall be made available to the Carrier for tests and adjustments as may be deemed necessary by the Carrier for maintenance. No interruption allowance will be granted for the time during which such tests and adjustments are made when the interruption is less than twenty-four consecutive hours.

2.13 Tests, Pilots, Promotional Campaigns and Contests

The Carrier may conduct special tests, pilot programs, waivers and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services. Such promotions will be filed with the P.S.C. Ky. in this Tariff on not less than thirty (30) days notice.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.14 Interruption of Service

Credit allowances for interruptions of service caused by service outages or deficiencies are limited to the initial minimum period call charges for re-establishing the interrupted call.

2.15 Reservation of 800 Numbers

The Company will make every effort to reserve 800 vanity numbers for customers, but makes no guarantee or warranty that the requested number(s) will be available.

2.16 Bill Format

Bills rendered to Customers by the Company contains the following information:

Date of Bill Rendering
Company Name
Service Dates
Due Date
Past Due Date
Current Amount Due
Past Due Amount (if applicable)
Past Due Penalties (if applicable)
Date and Time of Each call
Originating location and terminating number
Call duration
Call type
Total Charges per Call
Total Charges for Company Services
Taxes

2.17 Advance Payments

Carrier may require a Customer to make an advance payment before services or facilities are furnished. The advance payment will not exceed an amount equal to two-months estimated charges, as determined by Carrier. The advance payment will be credited to the Customer's bill. An advance payment may be required in addition to a deposit.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.18 Deposits

Carrier may require a Customer to make a deposit to be held as a guarantee for the payment of charges. A deposit does not relieve the Customer of the responsibility for the prompt payment of bills on presentation. A deposit may be required in addition to an advance payment. The deposit will not exceed an amount equal to:

2.18.1 Two (2) month's charges for a service or facility which has a minimum payment period of one month; or

2.18.2 The charges that would apply for the minimum payment period for a service or facility which has a minimum payment period of more than one month; except that the deposit may include an additional amount in the event that a termination charge is applicable.

(A) When a service or facility is discontinued, the amount of a deposit, if any, will be applied to the Customer's account and any credit balance remaining will be refunded. Before the service or facility is discontinued, Carrier may, at its option, return the deposit or credit it to the customer's account.

(B) Deposits held will accrue interest at a rate no lower than that specified by the applicable regulatory commission.

(C) Customers whom the Carrier believes present a credit risk may also be required, a any time, to provide other assurances of, or security for, the payment of the Company's charges for its services as the Company may deem necessary, including without limitation, advance payments for Service, third party guarantees or payments pledges or other grants of security interest in the Customers' assets, and similar arrangements. The required deposits or other security may be increased or decreased by the Company as it deems appropriate in the light of changing

2.19 Late Payment Charges

Any charges accrued under this tariff that are not paid in full within the time provided will be subject to a late payment charge of 1.5%.

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SECTION 3 - DESCRIPTION OF SERVICE

3.1 Description of Service

Service is available twenty-four hours per day, seven days a week. Service is offered on a presubscription basis and dial access, "10xxx", basis from equal access exchanges. Service is offered on a dial access basis only from exchanges in which equal access is not available.

3.2 Timing and Rounding of Calls

3.2.1 Long distance charges are based on the duration of each call.

3.2.2 Usage measurement and rounding increments for billing purposes is specified on a per-product basis in Section 3.5 of this Tariff.

3.2.3 The Company will not bill for unanswered calls. When an End User indicates that he/she was billed for an incomplete call, the Company will reasonably issue credit for the call.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.3 Rate Periods and Holidays

For time-of-day sensitive services, the following rate periods apply:

	MON	TUES	WED	THUR	FRI	SAT	SUN
8:00 AM TO 5:00 PM*	DAYTIME RATE PERIOD						
5:00 PM TO 11:00 PM	EVENING RATE PERIOD						EVE
11:00 PM* TO 8:00 AM	NIGHT/WEEKEND RATE PERIOD						

* to, but not including

Calls are billed based on the rate in effect for the actual time period(s) during which the call occurs. Calls that cross rate period boundaries are billed the rates in effect in that boundary for each portion of the call, based on the time of day at the Customer location.

For services subject to holiday discounts, the Evening Rate Period rates apply on the following Company recognized holidays, unless a lower rate would normally apply:

New Year's Day	January 1
Memorial Day	As Federally Observed
Independence Day	July 4
Thanksgiving Day	As Federally Observed
Christmas Day	December 25

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.4 Calculation of Distance

Usage charges for mileage sensitive services vary based on the type of service subscribed to by the Customer. For services utilizing switched access, mileage measurements for rate schedules are based on the distance in airline miles between rate centers associated with the originating and terminating stations. For services utilizing dedicated access, mileage measurements for rate schedules are based on the distance in airline miles between the the Company network access point associated with the station utilizing Dedicated Access Origination/Termination and the rate center associated with the called/calling station.

The distance between the originating and terminating points is calculated by using the "V" and "H" coordinates of the serving wire centers as defined by BellCore (Bell Communications Research), in the following manner:

- Step 1: Obtain the "V" and "H" coordinates for the serving wire center or network access point serving the Customer's location and the called/calling station.
- Step 2: Obtain the difference between the "V" coordinates. Obtain the difference between the "H" coordinates.
- Step 3: Square the differences obtained in Step 2.
- Step 4: Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5: Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6: Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the originating and terminating locations of the call.

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings

The Company offers 1+ outbound message telecommunications service and travel card service to its Customers. Intrastate service is offered in conjunction with interstate service.

3.5.1 Residential Calling Program

Residential Calling Program services are designed for business and residential use. Calls are billed in one (1) minute increments. The minimum call duration for billing purposes is one (1) minute. No minimum usage commitment is required. Calls originate from Customer-provided standard business or residential switched access lines. Customers may make calls from either a presubscribed access line or by dialing the carrier's "10xxx" access code.

The rates for the the Company Outbound Services can be found in Section 4, depending upon the jurisdiction the call is originated from.

3.5.2 USA Savings Plan

USA Savings Plan is available to residential customers to make intrastate calls from either a presubscribed access line or by dialing the Carrier's "10XXX" access code. This service is offered in conjunction with interstate and travel card service. The USA Savings Plan offers discounted intrastate and interstate calling. Calls are billed in one (1) minute increments. The minimum call duration for billing purposes is one (1) minute.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.3 Prime Telecom Option

Prime Telecom Option is available to residential and business customers to make intrastate calls from either a presubscribed access line or by dialing the Carrier's "10XXX" access code. This service is only available in conjunction with the interstate Prime Telecom Option. A per call usage charge applies. Calls are billed in six (6) second increments. The minimum call duration for billing purposes is eighteen (18) seconds.

3.5.4 Dial & Save Travel Card Service

Dial & Save Travel Card is available to residential and business Subscribers for placing calls while away from home or office. Calls are originated by dialing a 1-800 access number, followed by an account identification number and personal identification number. Calls may originate from standard residential, business or pay telephone access lines and may terminate to any interstate or intrastate location. A per call charge and usage charges apply. Calls are billed in one (1) minute increments. The minimum call duration for billing purposes is one (1) minute.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.5 Commercial Plan

The Commercial Plan is available to business Customers of the Company who meet the Company's credit approval guidelines. Customers may select a Month to Month or Term Commitment Option. Customers selecting the Term Commitment Option must sign a contract with the Company. Customers will either be billed directly by the Company or by their local exchange telephone company. Commercial Plan rates apply to direct dialed, toll free (800/888) and calling card calls. A monthly recurring charge may also apply.

Account Codes are available under the Commercial Plan. Account Codes assist Customers in managing and tracking their long distance usage. Customers may select validated account codes which are specific, pre-defined combinations of digits registered in the Company's switch database or non-validated codes which are a certain quantity of digits.

(A) Month to Month Service Plan

Calls will be rated at the rates indicated below with a volume discount applied in accordance with the Customer's monthly revenue level. The Customer's monthly revenue level consists of all intrastate, interstate and international outbound, inbound and calling card usage including surcharges. The monthly revenue level does not include any monthly recurring fees or directory assistance charges. The Customer will receive the applicable discount percentage which corresponds with the Customer's monthly revenue level as determined by the discount schedule show below. The discount percentage will be applied to intrastate and interstate outbound and inbound usage only. The discount will not be applied to international usage, calling card usage and surcharges or other fees.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.5 Commercial Plan (Continued)

(A) Month to Month Service Plan (Continued)

Calls for outbound, inbound and calling card service will be billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

(1) 100% Satisfaction Guarantee

Customers subscribing to the Commercial Plan Month to Month Option are eligible for the Company's 100% Satisfaction Guarantee. This guarantee is valid for 90 days from the date the Customer starts utilizing the Company's service.

If the Company fails to correct the Customer's valid complaint regarding network quality or service support or if the Company fails to deliver the stated rate plan within 15 days of the Company receiving written notification regarding the problem, the Company will 1) refund to the Customer all PIC change charges assessed by the Customer's LEC as a result of the Company switching its long distance service to the Company from the Customer's previous long distance carrier; and 2) refund to the Customer all PIC change charges assessed by the Customer's LEC in order to switch the Customer's long distance service back to their previous carrier.

The Customer shall not be entitled to the refunds described above if Customer has an account balance with the Company which has aged beyond net 30 days or if Customer's complaint is not attributable to facilities of causes within the Company's reasonable control.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.5 Commercial Plan (Continued)

(B) Term Commitment Option

Users subscribing to this option will select a Term Commitment Period and a Monthly Revenue Commitment. Calls will be rated at the rates provided below which correspond with the Term Commitment Period and Monthly Revenue Commitment selected by the Customer. The Company will calculate the Customer's Monthly Revenue Level to determine if the Customer's Monthly Revenue Commitment has been fulfilled. The Customer's Monthly Revenue Level consists of all intrastate, interstate and international outbound, inbound and calling card usage including surcharges. The monthly revenue level does not include any monthly recurring fees or directory assistance charges.

Calls for outbound, inbound and calling card service will be billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

The Monthly Recurring Charges, as defined in Section 4.13.1. (D) of this tariff, also apply for Term Commitment Customers.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.5 Commercial Plan (Continued)

(B) Term Commitment Option

(1) Deficiency Charge

In the event Customer's Monthly Revenue Level does not meet the Monthly Revenue Commitment selected by the Customer in any invoice period during the Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Monthly Revenue Commitment and the actual Monthly Revenue Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

(2) Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Customer's Monthly Revenue Commitment multiplied by the number of months remaining in the Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term contract signed by the Customer at the initiation of service.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.5 Commercial Plan (Continued)

(B) Term Commitment Option (Continued)

(3) 100% Satisfaction Guarantee

Customers subscribing to the Commercial Plan Term Commitment Option are eligible for the Company's 100% Satisfaction Guarantee. This guarantee is valid for the length of the Term Commitment from the date the Customer starts utilizing the Company's service.

If the Company fails to correct the Customer's valid complaint regarding network quality or service support or if the Company fails to deliver the stated rate plan within 15 days of the Company receiving written notification regarding the problem, the Company will 1) refund to the Customer all PIC change charges assessed by the Customer's LEC as a result of the Company switching its long distance service to the Company from the Customer's previous long distance carrier; 2) refund to the Customer all PIC change charges assessed by the Customer's LEC in order to switch the Customer's long distance service back to their previous carrier; 3) cancel Customer's term agreement without liability for the Termination Penalty; and 4) if the above conditions apply within the first ninety (90) days of service, the Company will refund to the Customer, the amount of their first Commercial Plan invoice.

The Customer shall not be entitled to the refunds described above if Customer has an account balance with the Company which has aged beyond net 30 days or if Customer's complaint is not attributable to facilities of causes within the Company's reasonable control.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.6 Prepaid Card Service - Standard Issue

Prepaid Card Service - Standard Issue permits Customers to purchase a prepaid card to which call charges are consumed on a real-time basis. Customers access the service by dialing a company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers are notified of their remaining balance each time a call is placed. Customers are also notified during a call when the balance is about to be depleted. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call.

(A) Prepaid Card Service

Calls are measured and consumed on a per unit basis.

(B) Timing of calls

All calls are billed in one (1) minute increments. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has one (1) minute of usage remaining.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.7 Prime Business Select Plan II

The Prime Business Select Plan is available to business Customers of the Company who meet the Company's credit approval guidelines. The Prime Business Select II Plan is to be used by business customers for their direct use only and is not to be resold, rebilled or aggregated between multiple businesses with separate ownership or between unrelated residential users. Customers may select a Month to Month or Term Commitment Option. Customers selecting the Term Commitment Option must sign a contract with the Company. Customers will either be billed directly by the Company or by their local exchange telephone company. Prime Business Select Plan II rates apply to direct dialed, toll free (800/888) and calling card calls. A monthly recurring charge may also apply.

Account Codes are available under the Prime Business Select Plan II. Account Codes assist Customers in managing and tracking their long distance usage. Customers may select validated account codes which are specific, pre-defined combinations of digits registered in the Company's switch database or non-validated codes which are a certain quantity of digits.

(A) Month to Month Service Plan

Calls will be rated at the rates indicated below with a volume discount applied in accordance with the Customer's monthly revenue level. The Customer's monthly revenue level consists of all intrastate, interstate and international outbound, inbound and calling card usage including surcharges. The monthly revenue level does not include any monthly recurring fees or directory assistance charges.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.7 Prime Business Select Plan II (Continued)

(A) Month to Month Service Plan (Continued)

The Customer will receive the applicable discount percentage which corresponds with the Customer's monthly revenue level as determined by the discount schedule show below. The discount percentage will be applied to intrastate and interstate outbound and inbound usage only. The discount will not be applied to international usage, calling card usage and surcharges or other fees.

Calls for outbound, inbound and calling card service will be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.7 Prime Business Select Plan II (Continued)

(A) Month to Month Service Plan (Continued)

(1) 100% Satisfaction Guarantee

Customers subscribing to the Prime Business Select Plan II Month to Month Option are eligible for the Company's 100% Satisfaction Guarantee. This guarantee is valid for 90 days from the date the Customer starts utilizing the Company's service.

If the Company fails to correct the Customer's valid complaint regarding network quality or service support or if the Company fails to deliver the stated rate plan within 15 days of the Company receiving written notification regarding the problem, the Company will 1) refund to the Customer all PIC change charges assessed by the Customer's LEC as a result of the Company switching its long distance service to the Company from the Customer's previous long distance carrier; and 2) refund to the Customer all PIC change charges assessed by the Customer's LEC in order to switch the Customer's long distance service back to their previous carrier.

The Customer shall not be entitled to the refunds described above if Customer has an account balance with the Company which has aged beyond net 30 days or if Customer's complaint is not attributable to facilities of causes within the Company's reasonable control.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.7 Prime Business Select Plan II (Continued)

(B) Term Commitment Option

Users subscribing to this option will select a Term Commitment Period and a Monthly Revenue Commitment. Calls will be rated at the rates provided below which correspond with the Term Commitment Period and Monthly Revenue Commitment selected by the Customer. The Company will calculate the Customer's Monthly Revenue Level to determine if the Customer's Monthly Revenue Commitment has been fulfilled. The Customer's Monthly Revenue Level consists of all intrastate, interstate and international, outbound, inbound calling card usage and surcharges. The Monthly Revenue Level does not include any monthly recurring fees or directory assistance charges.

Calls for outbound, inbound and calling card service will be billed in initial 18 second and additional 6 second increments, with any fractional portion of the call rounded up to the next billing increment.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.7 Prime Business Select Plan II (Continued)

(B) Term Commitment Option (Continued)

(1) Deficiency Charge

In the event Customer's Monthly Revenue Level does not meet the Monthly Revenue Commitment selected by the Customer in any invoice period during the Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Monthly Revenue Commitment and the actual Monthly Revenue Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

(2) Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Customer's Monthly Revenue Commitment multiplied by the number of months remaining in the Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term contract signed by the Customer at the initiation of service.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.7 Prime Business Select Plan II (Continued)

(B) Term Commitment Option (Continued)

(3) 100% Satisfaction Guarantee

Customers subscribing to the Prime Business Select Plan II Term Commitment Option are eligible for the Company's 100% Satisfaction Guarantee. This guarantee is valid for The length of the Term Commitment from the date the Customer starts utilizing the Company's service.

If the Company fails to correct the Customer's valid complaint regarding network quality or service support or if the Company fails to deliver the stated rate plan within 15 days of the Company receiving written notification regarding the problem, the Company will 1) refund to the Customer all PIC change charges assessed by the Customer's LEC as a result of the Company switching its long distance service to the Company from the Customer's previous long distance carrier; 2) refund to the Customer all PIC change charges assessed by the Customer's LEC in order to switch the Customer's long distance service back to their previous carrier; 3) cancel Customer's term agreement without liability for the Termination Penalty; and 4) if the above conditions apply within the first ninety (90) days of service, the Company will refund to the Customer, the amount of their first Prime Business Select invoice.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.7 Prime Business Select Plan II (Continued)

(B) Term Commitment Option (Continued)

(3) 100% Satisfaction Guarantee (Continued)

The Customer shall not be entitled to the refunds described above if Customer has an account balance with the Company which has aged beyond net 30 days or if Customer's complaint is not attributable to facilities of causes within the Company's reasonable control.

3.5.8 Promotional Prepaid Card Service

Promotional Prepaid Card Service permits Customers to purchase a prepaid card to which call charges are consumed on a real-time basis. Customers access the service by dialing a company-specified access code. All calls must be charged against a prepaid card that has a sufficient available balance. Customers are notified of their remaining balance each time a call is placed. Customers are also notified during a call when the balance is about to be depleted. Calls in progress will be terminated if the balance on the prepaid card is insufficient to cover the charges associated with the call. All calls are billed in one (1) minute increments. Customers will be provided with a "Usage Remaining" message each time they utilize the card. They will also receive a reminder message when the card has one (1) minute of usage remaining. Promotional Prepaid Card Service permits the purchaser to customize these cards by providing their own graphics and artwork.

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3.5 Service Offerings (Continued)

3.5.9 Prime Business Select II Dedicated Service

Prime Business Select II Dedicated Service is an outbound business only service, available to large business customers. Calls are originated from presubscribed locations or by dialing the company's "10xxx" code.

This service permits the Customers to make direct dialed 1+ calls from locations within the state of Kentucky. All conditions that apply to Prime Business Select II Term Commitment 3.5.7 of this tariff, also apply to Prime Business Select II Dedicated. Customers must commit to a \$2,500 monthly minimum under a 12 month term plan.

Calls are billed in six 18 seconds and additional 6 second increments, with any fractional portion of call rounded up to the next highest billing increment.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.10 Affinity Association Program

The Affinity Association Program is made available to Affinity Vendors of the Company. Affinity Vendors are agents acting on behalf of the affinity organization that negotiate the following discounted rates for the members of the affinity organization. The Affinity Vendor is required to sign a contract with the Company which details the annual commitment level of the Affinity organization as well as the donation percentage the company will remit back to the Affinity Organization.

All Affinity Association calls will be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Business Affinity Association Program

Business Affinity Association is a flat rate program designed for use by large and medium sized business customers.

(B) Residential Affinity Association Program

The Residential Affinity Association Program is available in two options, a flat rate and a time of day sensitive, that the Customer can choose from depending on the Customers calling patterns.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.11 Dial & Save Flat Rate II Service

Dial & Save Flat Rate II Service is an outbound residential only service. Calls are originated from presubscribed switched Customer access lines or by dialing the company's "10xxx" code.

The Flat Rate II Service is a flat rate outbound calling service utilizing switched access facilities. This service permits the residential Customers to make direct dialed I+ calls from locations within Kentucky. Calls are billed in one (1) minute increments with an initial calling period, for billing purposes, of one (1) minute.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.12 Prime Business Select Association Program

Prime Business Select Association Program is available to certified non-profit Associations, Chambers of Commerce and other non-profit business trade groups. Members of such organizations who enroll in the Prime Business Select Association Program are eligible to receive program-specific discounted rates for direct dial, calling card and inbound toll free (800/888) long distance services. All Prime Business Select Association Program calls will be billed in six (6) second increments after an initial period of eighteen (18) seconds.

(A) Requirements

The Association Program requires a monthly total usage commitment of \$10,000. This minimum is not applicable for the first six (6) months of the association for participation in this program

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.13 Winners Unlimited Service - Toll Free Service

(A) Toll Free PIN Service

Toll Free PIN Service is an inbound calling service utilizing switched access facilities. This service, available to Winners Unlimited Customers only permits the Customer to receive incoming calls from all locations within the United States. With Toll Free PIN service, the Customer is charged for the call, not the calling party. The Customer will be given a four (4) digit PIN number when the toll free number is issued to utilize with this service. Individuals dialing the specific toll free number must dial the PIN number for termination of the call to the Customer.

Calls are bill in six (6) second increments with a minimum initial calling period of thirty (30) seconds.

(B) Toll Free - No PIN

Winners Unlimited Toll Free without PIN is an inbound calling service utilizing switched access facilities. This service permits the Customer to receive incoming calls from all locations within the United States. With Winners Unlimited Toll Free Service, the Customer is charged for the call, not the calling party. Calls are billed in six (6) second increments with a minimum initial calling period of thirty (30) seconds.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.14 Toll-Free PIN Service

Toll-Free PIN Service is an inbound calling service utilizing switched access facilities. This service permits the Customer to receive incoming calls from all locations within the United States with Toll-Free PIN service, the Customer is charged for the call, not the calling party. The Customer will be issued a four (4) digit PIN number which must be utilized in combination with a designated toll free number in order to use this service. Individuals dialing the designated toll-free number must dial the PIN number for termination of the call to the Customer. The toll-free number is the property of the company and the customer cannot transport the toll-free number to another responsible organization.

Calls are billed in six (6) second increments with a minimum initial calling period of thirty (30) seconds.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.15 Prime Business Select Special Contract M

This special contract is applicable to Customers that commitment to order Prime Business Select II service for 36 months and a monthly commitment level of \$10,000. Calls will be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

3.5.16 FBBA Calling Program

FBBA Business Calling Program is a flat rate outbound and inbound calling plan. This service permits business customers to make direct dial 1+ calls and receive inbound toll free (800/888) calls from within the United States. In addition customers can also place calling card calls. All calls will be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds. Any fractional portion of a call thereafter, will be rounded up to the next highest billing increment.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.17 Global-Tel Long Distance Service

Global-Tel Long Distance Service is an outbound service offered to Customers that presubscribe to the Company's service through specific sales agents of the Company. Service is provided to business Customers.

Global-Tel Long Distance Service will be billed in six (6) increments after an initial period, for billing purposes, of eighteen (18) seconds.

3.5.18 Affinity Association Program - ASTA

Affinity Association Program ASTA offers members of the ASTA association combined outbound 1+ and toll free inbound services. Customer need only sign up for this service and they do not have to make any minimum monthly or term commitments. All calls will be billed in six (6) second increments, after an initial period, for billing purposes, of eighteen (18) seconds. Interstate service is associated with intrastate services and must be ordered together.

Customer requesting to sign up for this service must provide documentation to the Company, showing the Customer is a member in good standing with the ASTA association.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.19 Prime Business - 9.9 Service

Prime Business - 9.9 Service is a flat rate outbound and inbound calling plan available to large business customers. This service permits business customers to make direct dial 1+ calls and receive inbound toll free (800/888) calls from within the United State. In addition customers can also place calling card calls. All calls will be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds. Any fractional portion of a call thereafter, will be rounded up to the next highest billing increment.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.20 Special VI Service

Special VI Service is an outbound service, available to business customers, on a limited and promotional basis, who meet the company's credit approval guidelines. Calls are originated from presubscribed locations or by dialing the Company's designated "10XXX" access code. Customers must commit to a \$2,500 monthly minimum under this plan.

All direct dial 1+ and toll free (800/888) calls are billed in initial six (6) second and additional six (6) second increments. Any fractional portion of a call thereafter will be rounded up to the next highest billing increment.

3.5.21 Special VI Service - Dedicated

Special VI Service is an outbound service, available to business customers, on a limited and promotional basis, who meet the company's credit approval guidelines. Calls are originated from presubscribed locations or by dialing the Company's designated "10XXX" access code. Customers must commit to a \$2,500 monthly minimum under this plan.

All direct dial 1+ and toll free (800/888) calls are billed in initial six (6) second and additional six (6) second increments. Any fractional portion of a call thereafter will be rounded up to the next highest billing increment.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.22 Winners Residential Program "B"

Winners Residential Program "B" is an outbound and inbound service offered to Customers that presubscribe to the Company's service through specific sales agents of the Company. Calls are to be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

3.5.23 Winners Business Program "B"

Winners Business Program "B" is an outbound and inbound service offered to Customers that presubscribe to the Company's service through specific sales agents of the Company. Calls are to be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

3.5.24 Toll Free Small Business

Toll Free Small Business Service is an inbound calling service utilizing switched access facilities. This service permits the Customer to receive incoming calls from all locations within the state of Kentucky. With Toll Free Small Business service, the Customer is charged for the call, not the calling party. Calls are billed in six (6) second increments with a minimum initial calling period of eighteen (18) seconds.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.25 10457 Flat Rate Residential Program

The 10457 Flat Rate Residential Program is an outbound residential only service. Calls are originated from presubscribed switched residential Customer access lines or by dialing the company's "10xxx" code.

The 10457 Flat Rate Residential Program service is a flat rate outbound calling service utilizing switched access facilities. This service permits the residential Customers to make direct dialed 1+ calls from locations within Kentucky. Calls are billed in one (1) minute increments.

3.5.26 Enhanced Card Service

Enhanced Card Service is an enhanced travel card service that provides additional non-regulated services for Customers use. Enhanced Card Services are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute. Intrastate and international services are offered in conjunction with interstate service.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.27 Preferred Customer Plan

The Preferred Customer Plan is a non-operator assisted, direct dial service available to residential customers. The Customer accesses the service via standard switched access service. The Customer may access the Company either by selecting the Company as the presubscribed interexchange carrier or by dialing the designated access code to reach the service. In order to receive the Preferred Customer Plan, the Customer must enroll in the plan and provide the Company with necessary data for entry into the Company billing database prior to utilizing the service. Customers may enroll in Preferred Customer Plan by dialing a designated toll-free number and speaking with a Company representative, by completing and submitting an enrollment form to the Company or during a marketing contact with a representative of the Company.

Call ratings are determined by mileage, time of day and duration. Calls are billed in one minute increments, after an initial minimum call duration of one minute.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.28 Dial & Save Flat Rate Residential Program

Dial & Save Flat Rate Residential Program is an outbound residential only service. Calls are originated from presubscribed switched residential Customer access lines or by dialing the company's "10xxx" code.

The Flat Rate Residential Program service is a flat rate outbound calling service utilizing switched access facilities. This service permits the residential Customers to make direct dialed 1+ calls from locations within Kentucky. Calls are billed in one (1) minute increments.

3.5.29 Prime Business Select III

Prime Business Select III service is a month to month optional plan available to all business customers who meet the company's credit approval guidelines. Customers are billed based upon the actual monthly usage. Customers will either be billed directly by the Company or by their local exchange telephone company. Prime Business Select III rates apply to direct dial, toll free, and calling card calls. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds. Per minute, per call and monthly recurring charges may apply.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.30 Prime Business Select IV

Prime Business Select IV service is a term plan service available to all business customers, who meet the Company's credit approval guidelines, but is designed for small to medium users. Customers are billed based upon the actual monthly usage. Customers must sign a twelve (12), twenty-four (24) or thirty-six (36) month term plan. Usage commitments will be set at the time of initiating the service. The contract the Customer signs states the penalty for discontinuation of service. The Customer will be billed the minimum monthly commitment level if the actual monthly usage is below the commitment level. Customers will either billed directly by the company or by their local exchange telephone company. Prime Business Select IV rates apply to direct dial, toll free, and calling card calls. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds. Per minute, per call and monthly recurring charges may apply.

3.5.31 Telco Calling Card Service

Telco Calling Card Service is available to residential Customers for placing calls while away from home or office. Calls are originated by dialing a 1-800 access number, followed by an account identification number and personal identification number. Calls may originate from standard telephone access lines and may terminate to any location within Kentucky. Calls are billed in one (1) minute increments. The minimum call duration for billing purposes is one (1) minute.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.32 Prime Business Select V

Prime Business Select V service is a term plan available to all business customers, who meet the Company's credit approval guidelines, but is designed for large end users. Customers are billed based upon the actual monthly usage. Customers must sign a twelve (12), twenty-four (24), or thirty-six (36) month term plan. Usage commitments will be set at the time of initiating service. The contract the customer signs states the penalty for discontinuation of service. The Customer will be billed the minimum monthly commitment level or the actual monthly usage is below the commitment level. Customers will either billed directly by the company or by their local exchange telephone company. Prime Business Select V rates apply to direct dial, toll free, and calling card calls. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds. Per minute, per call and monthly recurring charges may apply.

3.5.33 TELCO 1510 Flat Rate Residential Program

TELCO 1510 Flat Rate Residential Program is an outbound residential only service. Calls are originated by dialing the company's "10xxx" code. This service is available between locations within the state of Kentucky.

Calls are billed in one (1) minute increments with a minimum initial calling period of one (1) minute. Customers must register with the Company to be eligible for this service.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.34 Prime Business Select Plan II Dedicated - Special

Prime Business Select II Dedicated - Special is a combined 1+ outbound and toll-free inbound service. Customers commit to a 36 month term and a \$75,000 monthly minimum. Calls are billed in six (6) second increments after an initial period, for billing purposes, of six (6) seconds.

3.5.35 Prime Business Select Plan II - Special Pricing

Prime Business Select Plan II - Special Pricing is a combined 1+ outbound and toll-free inbound switched access service. Customers commit to a 36 month term and minimum monthly usage as defined in the table below. Calls are billed in six (6) second increments after an initial period, for billing purposes, of six (6) seconds.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.36 Excel Prime Business Select 3 Service (Continued)

Usage Rates:

COMBINED MONTHLY USAGE COMMITMENT	PER MINUTE RATES
\$0 - \$99.99	\$0.1250
\$100 - \$199.99	\$0.1250
\$200 - \$499.99	\$0.1250
\$500 - \$999.99	\$0.1250
Over \$1000	\$0.1250

Excel Prime Business Select 3 Calling Card Usage Rates:

Per call surcharge: \$0.2500
Per minute rates: \$0.2500

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.36 Excel Prime Business Select 3 Service (Continued)

Usage Rates: (Continued)

Monthly Recurring Service Charges and Fees:

Inbound Service Charge	\$3.00 per 800/888#, per month
Directory Assistance Service:	\$0.7500 per call
Optional Management Invoice Reports	\$2.00 per report, per month
Accounting Codes (Non-Verified Package)	\$5.00 per package, per month
Accounting Codes (Verified Package)	\$10.00 per package, per month

Billing Increments:

Excel Prime Business Select Service 3:

Each call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

Excel Prime Business Select 3 Calling Card:

Each calling card call completed will have an initial minimum of thirty (30) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

Service Hours:

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.36.1 Excel Prime Business Select 4 Service

Excel Prime Business Select 4 Service is a combined inbound, outbound and calling card service offered to business Customers. Customers are billed at per minute rates based on Combined Monthly Usage volumes, and discounted rates are applied based upon the Customer's billed monthly usage. Combined Monthly Usage is defined as the Customer's billed usage for a monthly billing period for the combined total of interstate, intrastate, international and service calling card usage for a month billing period. Directory Assistance charges, monthly recurring charges, service fees, surcharges and taxes are not included in the determination of the Customer's Combined Monthly Usage.

Customers to this service offering commit to Combined Monthly Usage of \$100.00, hereinafter referred to as the \$100.00 Monthly Minimum Commitment. In the event Customer does not meet the \$100.00 Monthly Minimum Commitment during any monthly invoice period, the Customer will be responsible for paying a deficiency charge for that invoice period. The Customer's deficiency charge will be the difference between the Customer's \$100.00 Monthly Minimum Commitment and the Customer's actual Combined Monthly Usage.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.36.1 Excel Prime Business Select 4 Service

Customers subscribing to this service must commit to a term of 12 months. A service term begins on the first day of the month following service enrollment. When the Customer's 12-month service term expires, the Customer's service will automatically renew for another 12-month period, unless the Company receives in writing a notice of non-renewal during the period between 60 and 30 days prior to the end of the Customer's 12-month term period.

In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to the Customer's \$100.00 Monthly Minimum Commitment, multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.36.1 Excel Prime Business Select 4 Service (Continued)

Usage Rates:

COMBINED MONTHLY USAGE	PER MINUTE RATES
\$0 - \$99.99	\$0.1200
\$100 - \$199.99	\$0.1200
\$200 - \$499.99	\$0.1200
\$500 - \$999.99	\$0.1200
Over \$1000	\$0.1200

Excel Prime Business Select 4 Calling Card Usage Rates:

Per call surcharge: \$0.2500
Per minute rates: \$0.2000

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.36.1 Excel Prime Business Select 4 Service (Continued)

Usage Rates: (Continued)

Monthly Recurring Service Charges and Fees:

Inbound Service Charge	\$3.00 per 800/888#, per month
Directory Assistance Service:	\$0.7000 per call
Optional Management Invoice Reports	\$2.00 per report, per month
Accounting Codes (Non-Verified Package)	\$5.00 per package, per month
Accounting Codes (Verified Package)	\$10.00 per package, per month

Billing Increments:

Excel Prime Business Select Service 4:

Each call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

Excel Prime Business Select 4 Calling Card:

Each calling card call completed will have an initial minimum of thirty (30) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

Service Hours:

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.36 Excel Prime Select Service (Continued)

- (C) Excel Prime Select 5 - Excel Prime Select 5 service is a term plan service available to all business customers but is designed for large end users. Customers are billed based upon the actual monthly usage with discounts applicable based upon billing levels. Interstate, intrastate, international and calling card usage are contributory to the monthly usage summary but only the interstate usage will be discounted. Customers must sign an 12, 24 or 36 month term plan. Usage commitments will be set at the time of initiating the service. The contract the Customer signs states the penalty for discontinuation of service. The Customer will be billed the minimum monthly commitment level if the actual monthly usage is below the commitment level.
- (D) Excel Prime Select 5A - Excel Prime Select 5A service is a term plan service available to all business customers but is designed for large end users. Customers are billed based upon the actual monthly usage with discounts applicable based upon billing levels. Interstate, intrastate, international and calling card usage are contributory to the monthly usage summary but only the interstate usage will be discounted. Customers must sign an 12, 24 or 36 month term plan. Usage commitments will be set at the time of initiating the service. The contract the Customer signs states the penalty for discontinuation of service. The Customer will be billed the minimum monthly commitment level if the actual monthly usage is below the commitment level. Select 5A calls are billed in six (6) second increments after an initial period, for billing purposes, of six (6) seconds.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.37 Prime Business Industry Program

Prime Business Industry Program is a affinity associated program for various business and social groups that either commit to or recommend the Company service to the association membership. The association membership will receive special term and rate conditions when they subscribe to the Company service.

(A) Auto Dealers Program

Auto Dealers Program is a Prime Business Industry Program designed for Factory Authorized Auto Dealers. Calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds. Customers must sign a term commitment for one year and a monthly revenue commitment of \$250. Per minute rates and per call surcharges apply based upon call type. Intrastate service is available as an add on to interstate service.

3.5.38 UNUM Agent Program

The UNUM Agent Program is available to business Customers through an authorized agent of the Company Calls are originated from presubscribed locations. This service permits the Customers to make direct dialed 1+, toll free (800/888) and calling card calls from locations within the United States Calls are bill in (6) six second increments with a minimum calling period, for billing purposes of (18) eighteen seconds. Per minute and per call charges apply as well as an interstate monthly recurring fees for this service.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.39 Prime Business Select 3A Service

Prime Business Select 3A Service is a combined inbound, outbound and calling card service offered to business Customers. Customers are billed at per minute rates based on Combined Monthly Usage volumes, and discounted rates are applied based upon the Customer's billed monthly usage. Combined Monthly Usage is defined as the Customer's billed usage for a monthly billing period for the combined total of interstate, intrastate, international and service calling card usage for a month billing period. Directory Assistance charges, monthly recurring charges, service fees, surcharges and taxes are not included in the determination of the Customer's Combined Monthly Usage.

This service is offered on a month-to-month basis.

Usage Rates:

COMBINED MONTHLY USAGE	PER MINUTE RATES
\$0 - \$99.99	\$0.1250
\$100 - \$199.99	\$0.1250
\$200- \$499.99	\$0.1250
\$500 - \$999.99	\$0.1250
Over \$1000	\$0.1250

Prime Business Select 3A Calling Card Usage Rates:

Per call surcharge \$0.2500
Per minute rates: \$0.2500

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3.5 Service Offerings (Continued)

3.5.39 Prime Business Select 3A Service (Continued)

Usage Rates: (Continued)

Monthly Recurring Service Charges and Fees:

Inbound Service Charge	\$3.00 per 800/888#, per month
Directory Assistance Service:	\$0.7500 per call
Diskette Billing	\$10.00 per diskette, per month
Magnetic Tape Billing	\$10.00 per tape, per month
Optional Management Invoice Reports	\$2.00 per report, per month
Accounting Codes (Non-Verified Package)	\$5.00 per package, per month
Accounting Codes (Verified Package)	\$10.00 per package, per month
Customer Accounting Code Package	\$45.00 per package, per month

Billing Increments:

Prime Business Select Service 3A:

Each call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

Prime Business Select 3A Calling Card:

Each calling card call completed will have an initial minimum of thirty (30) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

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3.5 Service Offerings (Continued)

3.5.40 Prime Business Select 4A Service

Prime Business Select 4A Service is a combined inbound, outbound and calling card service offered to business Customers. Customers are billed at per minute rates based on Combined Monthly Usage volumes, and discounted rates are applied based upon the Customer's billed monthly usage. Combined Monthly Usage is defined as the Customer's billed usage for a monthly billing period for the combined total of interstate, intrastate, international and service calling card usage for a month billing period. Directory Assistance charges, monthly recurring charges, service fees, surcharges and taxes are not included in the determination of the Customer's Combined Monthly Usage.

Customers subscribing to this service must commit to a term of 12, 24 or 36 months. A service term begins on the first day of the month following service enrollment. When the Customer's Term Commitment Period expires, the Customer's service will automatically renew for another 12-month, 24-month or 36 month period, whichever is applicable, unless the Company receives in writing a notice of non-renewal during the period between 60 and 30 days prior to the end of the Customer's Term Commitment Period.

In the event a Customer terminates service with the Company prior to the end of the Customer's Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to \$100.00 multiplied by the number of months remaining in the Customer's agreed Term Commitment period.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.40 Prime Business Select 4A Service (Continued)

Usage Rates:

COMBINED MONTHLY USAGE	PER MINUTE RATES	PER MINUTE RATES	PER MINUTE RATE
	12-Month Term	24-Month Term	36-Month Term
\$0 - \$199.99	\$0.1200	\$0.1200	\$0.1200
\$200 - \$499.99	\$0.1200	\$0.1200	\$0.1200
\$500 - \$999.99	\$0.1200	\$0.1200	\$0.1200
Over 1000	\$0.1200	\$0.1200	\$0.1200

Prime Business Select 4A Calling Card Usage Rates:

Per call surcharge: \$0.2500

Per minute rates: \$0.2000

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.40 Prime Business Select 4A Service (Continued)

Usage Rates: (Continued)

Monthly Recurring Service Charges and Fees:

Inbound Service Charge	\$3.00 per 800/888#, per month
Directory Assistance Service:	\$0.7000 per call
Diskette Billing	\$10.00 per diskette, per month
Magnetic Tape Billing	\$10.00 per tape, per month
Optional Management Invoice Reports	\$2.00 per report, per month
Accounting Codes (Non-Verified Package)	\$5.00 per package, per month
Accounting Codes (Verified Package)	\$10.00 per package, per month
Customer Accounting Code Package	\$45.00 per package, per month

Billing Increments:

Prime Business Select Service 4A:

Each call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

Prime Business Select 4A Calling Card:

Each calling card call completed will have an initial minimum of thirty (30) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.41 Prime Business Communications Service

Prime Business Communications Service is a customized telecommunications service offering combining inbound, outbound and calling card services offered to business Customers. Customers are billed at per minute rates based on a Minimum Monthly Usage Commitment Option for switched or dedicated access services for origination and termination of calls. Monthly Usage includes combined interstate, intrastate, international and calling card usage for a month billing period. Directory Assistance charges, monthly recurring charges, service charges and taxes are not included in the determination of the Customer's Monthly Usage. Customers subscribing to this service must commit to a term of 12 months. A service term begins on the first day of the month following service enrollment. When the Customer's 12-month service term expires, the Customer's service will automatically renew for another 12-month period, unless the Company receives in writing a notice of non-renewal during the period between 60 and 30 days prior to the end of the Customer's 12-month term period. In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to the Customer's Minimum Monthly Usage Commitment Option, multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period.

For dedicated access, dedicated facilities between the Customer's premises and the Company's terminal location(s) are required. The Company will arrange for the installation of all required connecting facilities via a Local Exchange Carrier or other access provider. The installation and monthly recurring charges for any interface equipment associated with such access that is provided by the Company shall be calculated on an individual case basis, in accordance with the charges assessed by the Local Exchange Carrier or other access provider.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.41 Prime Business Communications Service (Continued)

3.5.41.1 Per Minute Usage Rates: (Switched& Dedicated Access Service)

Minimum Monthly Usage Commitment Options (Switched Access)		Switched Access	Minimum Monthly Usage Commitment Options (Dedicated Access)		Dedicated Access
		Per Minute Rate			Per Minute Rate
OPTION 1	\$25	\$0.1050	OPTION 1	\$1,500	\$0.0650
OPTION 2	\$50	\$0.1000	OPTION 2	\$2,000	\$0.0650
OPTION 3	\$75	\$0.0975	OPTION 3	\$2,500	\$0.0650
OPTION 4	\$100	\$0.0950	OPTION 4	\$4,000	\$0.0600
OPTION 5	\$125	\$0.0925	OPTION 5	\$5,000	\$0.0600
OPTION 6	\$150	\$0.0900	OPTION 6	\$10,000	\$0.0550
OPTION 7,8,9,10,11	\$175	\$0.0900	OPTION 7	\$15,000	\$0.0550

3.5.41.2 Travel Card Usage Rates:

Per Minute Rate		Per Call Surcharge	
Options 1,2,3	\$.2000	Options 1,2,3	\$.2500
Options 4,5	\$.2000	Options 4,5	\$.1500
Options 6,7,8,9,10,11	\$.1800	Options 6,7,8,9,10,11	\$.1500

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.41 Prime Business Communications Service (Continued)

3.5.41.3 Monthly Recurring Service Charges:

Inbound Service Charge	\$3.00 per 800/888#, per month
Directory Assistance Service:	\$0.6500 per call
Diskette Billing	\$10.00 per diskette, per month
Magnetic Tape Billing	\$10.00 per tape, per month
Optional Management Invoice Reports	\$2.00 per report, per month
Accounting Codes (Non-Verified Package)	\$5.00 per package, per month
Accounting Codes (Verified Package)	\$10.00 per package, per month
Customer Accounting Code Package	\$45.00 per package, per month

Billing Increments:

Each call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

Service Hours:

Rates apply 24 hours a day, 7 days a week

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.42 VSI Switched Business Services

VSI Switched Business Services offer switched outbound, inbound and travel card telecommunications service offerings to business customers in the Commonwealth of Kentucky. Certain service options may require Customers to commit to a Term Commitment and a minimum Monthly Usage Commitment. Certain rates and charges, including intrastate and interstate toll rates, vary based on the Term Commitment and/or minimum Monthly Usage Commitment selected by the Customer. In addition to the service descriptions below and rates and charges set forth in Section 4.71 following, all terms and conditions of service set forth in the Service Agreement or individual customer contracts apply to the services described herein.

Unless otherwise indicated, an eighteen (18) second minimum will apply to each completed call, and thereafter, Customers will be billed at six (6) second increments.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.42 VSI Switched Business Services (Continued)

3.5.42.1 Monthly Usage Commitment Levels

In the event Customer's actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. The following Monthly Usage Commitment Levels apply:

Commitment Level	Monthly Usage Minimum
I	\$0.00
II	\$25.00
III	\$50.00
IV	\$75.00
V	\$100.00
VI	\$200.00
VII	\$250.00
VIII	\$500.00
IX	\$750.00
X	\$1,000.00
XI	\$1,500.00

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.43 VSI Dedicated Business Services

VSI Dedicated Business Services offer dedicated outbound and inbound telecommunications service offerings to business customers in the Commonwealth of Kentucky. Certain service options may require Customers to commit to a Term Commitment and a minimum Monthly Usage Commitment. Certain rates and charges, including intrastate and interstate toll rates, vary based on the Term Commitment and/or minimum Monthly Usage Commitment selected by the Customer. In addition to the service descriptions below and rates and charges set forth in Section 4.72 following, all terms and conditions of service set forth in the Service Agreement or individual customer contracts apply to the services described herein.

Services are provided over dedicated facilities between the Customer's premises and the Company's terminal location(s). The Company will arrange for the installation of all required connecting facilities via a Local Exchange Carrier or other access provider. The installation and monthly recurring charges for any interface equipment associated with such access that is provided by the Company shall be calculated on an individual case basis, in accordance with the charges assessed by the Local Exchange Carrier or other access provider. In addition, calls will be subject to a Switched Overflow Rate when dedicated traffic overflows to the switched network.

Unless otherwise indicated, an eighteen (18) second minimum will apply to each completed call, and thereafter, Customers will be billed at six (6) second increments.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.43 VSI Dedicated Business Services (Continued)

3.5.43.1 Monthly Usage Commitment Levels

Certain service options require Customers to commit to a minimum Monthly Usage Commitment. In the event Customer's actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. The following Monthly Usage Commitment Levels apply:

Commitment Level	Monthly Usage Minimum
I	\$0.00
II	\$1,000.00
III	\$1,500.00
IV	\$2,500.00
V	\$5,000.00
VI	\$10,000.00
VII	\$15,000.00
VIII	\$20,000.00
IX	\$7,500.00

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.44 Audioconferencing Service

Audioconferencing Service allows a Customer to hold conversations and/or meetings with two (2) or more other involved parties. Customers of this service are able to establish simultaneous telephone contact with multiple callers by each of the involved parties dialing an access number predetermined by the Company. Toll Meet Me rates apply when the Customer accesses the conference using a standard toll call. 800 Meet Me rates apply when the Customer accesses the conference using a toll-free access number. Operator-Dialed rates apply to Operator Attended calls when the Conference Coordinator dials out to each participant to connect the conference.

A sixty (60) second minimum will apply to each call, and thereafter, Customers will be billed at sixty (60) second increments. The per minute rates and charges set forth in Section 4.73 apply to each participant accessing Audioconferencing Service

The following Audioconferencing Service options are available:

3.5.44.1 Operator Attended

Operator Attended Audioconferencing Service is initiated when the host dials into the conference operator. A Conference Coordinator assembles the audioconference, ensuring that all invited participants are connected to the call and providing other support during the call. Operator Attended conferences must be scheduled in advance, and a cancellation charge applies if cancellation occurs on less than twenty-four (24) hours notice. Rates for Operator Attended are set forth in Section 4.73.1 following.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.44 Audioconferencing Service (Continued)

3.5.44.2 Quick Call

Quick Call Audioconferencing Service is initiated when each participant dials directly into the conference by using a predetermined access number and passcode. A Conference Coordinator is available to provide support during the call. Quick Call conferences must be scheduled in advance, and a cancellation charge applies if cancellation occurs on less than twenty-four (24) hours notice. Rates for Quick Call are set forth in Section 4.73.2 following.

3.5.44.3 Conference On-Demand

Conference On-Demand Audioconferencing Service provides instant, on-demand conferencing capability for up to fifty (50) participants. No reservations or Conference Coordinators are required for Conference On-Demand calls. Rates for Conference On-Demand are set forth in Section 4.73.3 following.

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SECTION 3 - DESCRIPTION OF SERVICE (Continued)

3.5 Service Offerings (Continued)

3.5.45 Calling Card Service

Calling Card Service permits Customers to make calls from any non-rotary dialed telephone within Kentucky to any other location by dialing 1 + 8XX + XXX + XXXX, receiving a prompting tone, then dialing in the Customer's personal identification number (PIN) assigned by the Company followed by the telephone number of the called party.

Eligibility for Calling Card Programs is determined by the long distance calling option selected by the Customer. Calling card calls placed from a public pay telephone are subject to an additional per-call surcharge. Rates and charges for the Company's Calling Card Services are set forth in Section 4.74 following.

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SECTION 4 - RATES

4.1 Rate Schedule

General

Each Customer is charged individually for each call placed through the Company. Customers are billed based on their use of the Company's long distance service. Charges may vary by service offering, time of day, day of week, volume discount schedule and/or call duration.

For the purpose of computing charges in this tariff, a month is considered to have thirty (30) days.

Special access channels, if utilized, are provided and billed to the Customer by the Company or by an authorized access provider, such as a Local Exchange Company. Company-provided special access channels are provided in conjunction with interstate service only. Interstate rates and charges apply. Rates for Special Access channels are determined by the access provider. All charges associated with the provision of Special Access channels are the responsibility of the Customers.

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SECTION 4 - RATES (Continued)

4.2 Residential Calling Program Intrastate Services

4.2.1 IntraLATA Rates

Mileage Band	Day		Evening		Night/Wkd	
	Init.	Add'l.	Init.	Add'l.	Init.	Add'l.
0-23	\$.2000	\$.2000	\$.1200	\$.1200	\$.1200	\$.1200
24-55	.2000	.2000	.1200	.1200	.1200	.1200
56-70	.2000	.2000	.1200	.1200	.1200	.1200
71-85	.2000	.2000	.1200	.1200	.1200	.1200
86-100	.2000	.2000	.1200	.1200	.1200	.1200
101-124	.2000	.2000	.1200	.1200	.1200	.1200
125-148	.2000	.2000	.1200	.1200	.1200	.1200
149 +	.2000	.2000	.1200	.1200	.1200	.1200

4.2.2 InterLATA Rates

Mileage Band	Day		Evening		Night/Wkd	
	Init.	Add'l.	Init.	Add'l.	Init.	Add'l.
0-16	.2300	.1800	.1900	.1425	.1534	.1121
17-30	.2399	.2100	.1800	.1450	.1434	.1343
31-55	.2599	.2500	.1845	.1825	.1565	.1565
56-85	.2999	.2800	.2050	.2000	.1565	.1565
86-124	.2999	.2800	.2050	.2000	.1670	.1670
125-196	.3399	.3300	.2498	.2300	.1840	.1840
197-292	.3399	.3300	.2498	.2400	.1840	.1840
293 +	.3599	.3500	.2498	.2498	.1913	.1913

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SECTION 4 - RATES (Continued)

4.3 USA Savings Plan - Intrastate

4.3.1 IntraLATA Rates

Mileage Band	Day		Evening		Night/Wkd	
	Init.	Add'l.	Init.	Add'l.	Init.	Add'l.
1-23	\$.1900	\$.1900	\$.1140	\$.1140	\$.1140	\$.1140
24-55	.1900	.1900	.1140	.1140	.1140	.1140
56-70	.1900	.1900	.1140	.1140	.1140	.1140
71-85	.1900	.1900	.1140	.1140	.1140	.1140
86-100	.1900	.1900	.1140	.1140	.1140	.1140
101-124	.1900	.1900	.1140	.1140	.1140	.1140
125-148	.1900	.1900	.1140	.1140	.1140	.1140
149 +	.1900	.1900	.1140	.1140	.1140	.1140

4.3.2 InterLATA Rates

Mileage Band	Day		Evening		Night/Wkd	
	Init.	Add'l.	Init.	Add'l.	Init.	Add'l.
0-16	.2070	.1620	.1710	.1283	.1381	.1009
17-30	.2159	.1890	.1620	.1305	.1291	.1209
31-55	.2339	.2250	.1661	.1643	.1409	.1409
56-85	.2699	.2520	.1845	.1800	.1409	.1409
86-124	.2429	.2268	.1661	.1620	.1353	.1353
125-196	.2753	.2673	.2023	.1863	.1490	.1490
197-292	.2753	.2673	.2023	.1944	.1490	.1490
293 +	.2915	.2835	.2023	.2023	.1550	.1550

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SECTION 4 - RATES (Continued)

4.4 Prime Telecom Option

Peak Initial Minute	Add'l. Minute	Off-Peak Initial Minute	Add'l. Minute
\$.1600	\$.1350	\$.1600	\$.1350

Travel Card Service

Per Minute Rate:	\$0.2500
Per Call Surcharge:	\$0.00

PEAK - 8:00 AM to 5:00 PM* Monday thru Friday

OFF-PEAK - 5:00 PM to 8:00 AM* Monday thru Friday
All Day Saturday and Sunday

4.5 Dial & Save Travel Card Service

Per Minute Rate

Day	\$0.2000
Evening	0.1600
Night/Weekend	0.1600

Per Call Charge \$0.60

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SECTION 4 - RATES (Continued)

4.6 Calling Club Referral Program

Customers who have selected the Company as their primary interexchange carrier or who access the Company service via "10xxx" dialing are eligible to participate in the Calling Club Referral Program. Participants in the Calling Club Referral Program will receive a discount equal to 5% of the monthly long distance usage generated by customers whom they refer to the Company.

For the purposes of this program, "usage" is defined as charges for interstate, interLATA and intraLATA long distance calls placed over the Company network. Directory assistance, non-recurring or recurring fees and taxes are not considered usage and are therefore not eligible for the monthly discount.

The discount will be calculated monthly and applied to the Calling Club Customer's monthly bill in the form of an electronic credit or a check made payable jointly to the Customer and the LEC.

4.6.1 In order to receive Calling Club discounts, the following conditions must be observed:

- (A) Calling Club Customer must maintain a LEC account in an area within the Company's originating service area.
- (B) Calling Club Customer must make at least one billable Company long distance call per month or they forfeit that month's referral discount.
- (C) Calling Club Customer's Referral Customer must make at least one billable Company long distance call every 3 months. Should a Referral cease using the Company for a period longer than 3 months, the Referral may be purged from the Company billing database and disassociated from the Customer's account.

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SECTION 4 - RATES (Continued)

4.6 Calling Club Referral Program (Continued)

4.6.1 (Continued)

- (D) Calling Club Customer must properly register the Referral Customer with the Company prior to accumulating or receiving discounts. Customers may register the Referral customer by dialing a designated toll-free number and speaking with a Company representative or by completing a special enrollment form and submitting it to the Company. In order to receive discounts, Customers must provide the Company with accurate information regarding the Referral customer for entry into the Company billing database. Customers are responsible for notifying the Company of changes in their Referral Customer's billing information.
- (E) The Referral Customer must maintain a LEC account in an area within the Company's originating service area.
- (F) The Referral Customer must be a new Company user, defined as not having used the Company within the past 12 months.

4.6.2 The Company reserves the right to discontinue or change this plan at any time. The Company also reserves the right to suspend the Calling Club Referral Program on a case by case basis, should the Company believe that the referral program is being used for fraudulent purposes. At the discretion of the Company, the program may be reinstated to suspended Customers.

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SECTION 4 - RATES (Continued)

4.7 Directory Assistance

Directory Assistance is available to Customers of the Company. A Directory Assistance charge applies to each call to the Directory Assistance Bureau. Up to two requests may be made on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number.

Directory Assistance, Per Call \$0.67

4.8 Dial & Save Long Distance Certificates

Dial & Save Long Distance Certificates will be offered to customers to promote new Company services and options, to stimulate use of existing Company services and to maintain existing customer usage and satisfaction. Also, Dial & Save Long Distance Certificates will be offered to customers from time to time at various locations including but not limited to trade shows, country fairs, exhibits, meetings, seminars and similar events, during promotions such as seasonal/holiday promotions, regional sales campaigns, carrier selection activities and in certain customer complaint situations.

4.9 Comparable Pricing Promotion

The Company will, at its discretion, match certain standard or promotional offerings of other interexchange carriers or resellers in order to acquire new Customers or retain existing Customer accounts. The Customer must demonstrate to the Company's satisfaction that 1) an alternative service offering is valid and currently available from a competing interexchange carrier or reseller and 2) the Customer intends to either subscribe to or remain subscribed with the competing interexchange carrier or reseller. The Company will offer any Comparable Pricing Promotions to similarly situated customers and will be filed with the KPSC and will be made effective on one day notice.

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SECTION 4 - RATES (Continued)

4.10 Toll Free Small Business

Per Minute Rate:

Initial Minute \$0.2200

Each Additional Minute \$0.2000

Monthly Recurring Charge: \$ 3.00

4.11 Dial & Save Flat Rate Residential Program

Per Minute Rate: \$0.1000

Monthly Recurring Charge: \$ 3.00

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SECTION 4 - RATES (Continued)

4.12 Enhanced Card Service

Per Minute Rates

Initial Minute	\$1.25
Each Additional Minute	\$0.25

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SECTION 4 - RATES (Continued)

4.13 Commercial Plan

4.13.1 Month to Month Service Plan

(A) Direct Dialed and Toll Free Per Minute Rates

Base Rate \$0.1650

(B) Calling Card Service Rates

Per Minute Rate \$0.25
Calling Card Surcharge \$0.50

(C) Discount Schedule

Monthly Revenue Level	Per Min. Rate	Discount %
\$ 0.00 - \$ 99.99	\$0.1650	0.00%
\$ 100.00 - \$ 199.99	0.1590	3.64%
\$ 200.00 - \$ 499.99	0.1540	6.67%
\$ 500.00 - \$ 749.99	0.1490	9.70%
\$ 750.00 - \$ 999.99	0.1440	12.73%
\$ 1,000.00 - \$ 4,999.99	0.1390	15.76%
\$ 5,000.00 +	0.1290	21.82%

(D) Monthly Recurring Charges

The following monthly recurring charges apply for the Commercial Plan:

- (1) Toll Free Numbers (800/888) \$ 3.00
(Per 800/888 number)
- (2) Account Codes
Validated \$10.00
Non-Validated \$ 5.00

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SECTION 4 - RATES (Continued)

4.13 Commercial Plan (Continued)

4.13.2 Term Commitment Option

(A) Direct Dialed and Toll Free

Monthly Revenue Commitment	PER MINUTE RATES		
	12 Month Term	18 Month Term	24 Month Term
\$ 100	\$0.1390	\$0.1340	\$0.1290
\$ 200	0.1340	0.1290	0.1240
\$ 500	0.1290	0.1240	0.1190
\$ 750	0.1240	0.1190	0.1140
\$1,000	0.1190	0.1140	0.1090
\$5,000	0.1090	0.1040	0.0990

(B) Calling Card Rates

Per Minute Rate	\$0.20
Calling Card Surcharge	\$0.25

4.14 Prepaid Card Service - Standard Issue

4.14.1 Prepaid Card Service

Calls are measured and consumed on a per unit basis.

Per Unit:	Per Minute Rate
	\$0.25

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SECTION 4 - RATES (Continued)

4.15 Prime Business Select Plan II

4.15.1 Month to Month Service Plan

(A) Direct Dialed and Toll Free Per Minute Rates

Base Rate \$0.1600

(B) Discount Schedule

Monthly Revenue Level	Per Min. Rate	Discount %
\$ 0.00 - \$ 99.99	\$0.1600	0.00%
\$ 100.00 - \$ 249.99	0.1550	3.12%
\$ 250.00 - \$ 499.99	0.1500	6.25%
\$ 500.00 - \$ 749.99	0.1450	9.38%
\$ 750.00 - \$ 999.99	0.1400	12.50%
\$ 1,000.00 - \$ 2,499.99	0.1350	15.62%
\$ 2,500.00 - \$ 4,999.99	0.1300	18.75%
\$ 5,000.00 - \$ 9,999.99	0.1250	21.88%
\$10,000.00 - \$24,999.99	0.1200	25.00%
\$25,000.00 - \$49,999.99	0.1150	28.13%
\$50,000.00 +	0.1100	31.25%

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SECTION 4 - RATES (Continued)

4.15 Prime Business Select Plan II

4.15.1 Month to Month Service Plan

(C) Calling Card Service

	Standard	Premium
Per Minute Rate	\$0.20	\$0.25
Calling Card Surcharge	\$0.25	\$0.00

(D) Monthly Recurring Charges

The following monthly recurring charges apply for the Prime Business Select Plan II:

- | | | |
|-----|---|---------|
| (1) | Toll Free Numbers (800/888)
(Per 800/888 number) | \$ 3.00 |
| (2) | Account Codes | |
| | Validated | \$10.00 |
| | Non-Validated | \$ 5.00 |

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SECTION 4 - RATES (Continued)

4.15 Prime Business Select Plan II (Continued)

4.15.2 Term Commitment Option

(A) Direct Dialed and Toll Free

Monthly Revenue Commitment	PER MINUTE RATES			
	12 Month Term	18 Month Term	24 Month Term	36 Month Term
\$ 100	\$0.1375	\$0.1325	\$0.1275	\$0.1200
\$ 200	0.1325	0.1275	0.1225	0.1150
\$ 500	0.1275	0.1225	0.1175	0.1100
\$ 750	0.1225	0.1175	0.1125	0.1050
\$ 1,000	0.1175	0.1125	0.1075	0.1025
\$ 2,500	0.1125	0.1075	0.1025	0.0975
\$ 5,000	0.1075	0.1025	0.0975	0.0925
\$10,000	0.1025	0.0975	0.0950	0.0900
\$25,000	0.0975	0.0950	0.0925	0.0875
\$50,000	0.0950	0.0925	0.0900	0.0850

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SECTION 4 - RATES (Continued)

4.15 Prime Business Select Plan II (Continued)

4.15.2 Term Commitment Option, (Continued)

(B) Calling Card Rates

Term Commitment up to \$74,999

Per Minute Rate \$0.25

Calling Card Surcharge \$0.10

Term Commitment from \$75,000 to \$99,999

Per Minute Rate \$0.20

Calling Card Surcharge \$0.25

Term Commitment from \$100,000 to \$124,999

Per Minute Rate \$0.15

Calling Card Surcharge \$0.25

Term Commitment from \$125,000 to \$149,999

Per Minute Rate \$0.20

Calling Card Surcharge \$0.10

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SECTION 4 - RATES (Continued)

4.15 Prime Business Select Plan II (Continued)

4.15.2 Term Commitment Option (Continued)

(B) Calling Card Rates

Premium Calling Card	
Term Commitment	\$150,000 +
Per Minute Rate:	\$0.20
Per Call Surcharge	\$0.00

4.16 Promotional Prepaid Card Rates

Calls are measured and consumed on a per unit basis.

Per Unit:	Per Minute Rate
	\$0.2970

4.16.1 Promotional Prepaid Card Volume Discounts

The Dial & Save Promotional Card can be purchased at volume discount levels. Usage will be consumed on the per minute rate provided in above.

Purchase Commitment	Discount %
\$ 0 to \$ 9,999.99	0%
\$10,000 to \$19,999.99	10%
\$20,000 to \$29,999.99	20%
\$30,000 to \$39,999.99	30%
\$40,000 to \$49,999.99	40%
\$50,000 to +	50%

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SECTION 4 - RATES (Continued)

4.17 Affinity Association Program

4.17.1 Business Affinity Association Program

Per Minute Rate \$0.1250

4.17.2 Residential Affinity Association Program

(A) Flat Rate Affinity Program

Per Minute Rate \$0.1250

(B) TOD Sensitive Affinity Program

Day \$0.1550
Evening \$0.1250
Night/Weekend \$0.1050

4.18 Flat Rate II Service

4.18.1 Rates:

Per Minute Rate:

Day \$0.1500
Evening \$0.1000
Night/Weekend \$0.1000

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SECTION 4 - RATES (Continued)

4.19 Prime Business Select Association Program

4.19.1 Direct Dial and Toll Free Access

Prime Business Select Association Program customers will be charged per minute for all direct dial interstate calls.

Per Minute Rate: \$0.0900

4.19.2 Calling Card Access

Prime Business Select Association customers will be charged \$0.20 per minute for all intrastate calling card calls plus an additional \$0.20 per call surcharge.

4.20 Winners Unlimited Service - Toll Free Service

4.20.1 Reserved For Future Use

4.20.2 Toll Free Pin Service

Initial Minute \$0.2100
Each Additional Minute \$0.2100

4.20.3 Toll Free - No PIN

Initial Minute: \$0.1800
Each Additional Minute \$0.1800
Monthly Recurring Charge \$0.0000

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SECTION 4 - RATES (Continued)

4.21 Prime Business Select II Dedicated Service

(A) Outbound Per Minute Interstate Rates.

PER MINUTE RATES			
Monthly Revenue Commitment	12 Month Term	24 Month Term	36 Month Term
\$ 2,500 +	\$0.0650	\$0.0600	\$0.0550
Switched Access Overflow Rate - Utilized when dedicated traffic overflows to the switched network.			
All Levels	\$0.1100	\$0.1050	\$0.0950

(B) Inbound Toll Free Per Minute Rates

PER MINUTE RATES			
Monthly Revenue Commitment	12 Month Term	24 Month Term	36 Month Term
\$ 2,500 +	\$0.0650	\$0.0600	\$0.0550
Switched Access Overflow Rate - Utilized when dedicated traffic overflows to the switched network.			
All Levels	\$0.1100	\$0.1050	\$0.0950

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SECTION 4 - RATES (Continued)

4.21 Prime Business Select II Dedicated Service (continued)

(C) Travel Card Service

Calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

	12 Month Term	24 Month Term	36 Month Term
Per Minute Rate	\$0.2200	\$0.2000	\$0.1800
Surcharge	0.2000	0.1500	0.1000

(D) Directory Assistance

Per Minute Rate: \$0.75

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SECTION 4 - RATES (Continued)

4.22 Toll-Free PIN Service

Per Minute Rates:

Initial Minute	\$0.2100
Each Additional Minute	\$0.2100

4.23 Prime Business Select Special Contract M

Per Minute Rate: \$.0900

4.24 FBBA Calling Program

Access Methods and Usage Rates:

- (A) Direct Dial Access: FBBA Business Calling Plan customer's will be charged \$0.0900 per call per minute for all intrastate calls.
- (B) Toll Free (800/888): FBBA Business Calling Plan customer's subscribing to toll free service will be charged \$0.0900 per minute for all terminating calls. The FBBA Customer will be charged for the call rather than the call originator.
- (C) Travel Card Access: FBBA customers will be charged the Travel Card Rates based on a customer selected term commitment, as they apply to Prime Business Select II in Section 4.15.2 of this tariff.

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SECTION 4 - RATES (Continued)

4.25 Global-Tel Long Distance Service

Per Minute Rates

Day	\$0.1090
Evening	0.1090
Night/Weekend	0.1090

4.26 Affinity Association Program - ASTA

4.26.1 Per Minute Rates - Switched Service

1+ Outbound Service	\$0.0900
Toll Free Inbound Service	\$0.0900

4.26.2 Per Minute Rates - Dedicated Service (\$2,500 Commitment)

1+ Outbound Service	\$0.0650
Toll Free Inbound Service	\$0.0650

4.26.3 Travel Card Service

Customer subscribing to this program will be provided with a travel card that allows them to make calls while away from the home or office. Per minute rates and a per call surcharge apply.

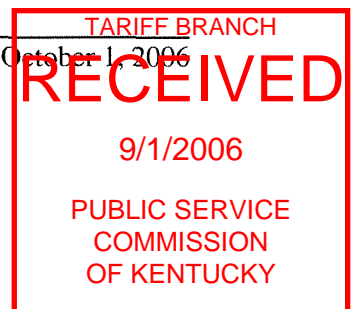
Per Minute Rate:	\$0.2000
Per Call Surcharge	\$0.2500

4.26.4 Directory Assistance: \$0.7500

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SECTION 4 - RATES (Continued)

4.27 Prime Business - 9.9 Service

Outbound/Inbound per Minute Interstate Rates.

Per Minute Rate: \$0.0990

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SECTION 4 - RATES (Continued)

4.28 Special VI Service

The per minute rate for this service will be the same as those defined in Prime Business Select II, Section 4.15.1 (B) of this Tariff.

4.29 Special VI Service - Dedicated

The per minute rate for this service will be the same as those defined in Prime Business Select II - Dedicated, Section 4.21 (A) or (B), of this tariff, depending on the call type.

4.30 Winners Residential Program "B"

Intrastate:

Outbound Service	\$0.0900
Inbound Toll Free Service	\$0.0900

Monthly Recurring Fee: \$4.50

Monthly Toll Free Number Fee: \$3.00 per number

Travel Card Service:

Per Minute Rate:	\$0.2000
Per Call Service Charge:	\$0.2500

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SECTION 4 - RATES (Continued)

4.31 Winners Business Program "B"

Intrastate:

Outbound Service	\$0.0900
Inbound Toll Free Service:	\$0.0900

Monthly Recurring Fee: \$0.00

Monthly Toll Free Number Fee: \$3.00 per number

Travel Card Service:

Per Minute Rate:	\$0.2000
Per Call Service Charge:	\$0.2500

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SECTION 4 - RATES (Continued)

4.31 Preferred Customer Plan

4.31.1 IntraLATA Rates

Mileage Band	Day		Evening		Night/Wkd	
	Init.	Add'l.	Init.	Add'l.	Init.	Add'l.
1-23	\$.1900	\$.1900	\$.1140	\$.1140	\$.1140	\$.1140
24-55	.1900	.1900	.1140	.1140	.1140	.1140
56-70	.1900	.1900	.1140	.1140	.1140	.1140
71-85	.1900	.1900	.1140	.1140	.1140	.1140
86-100	.1900	.1900	.1140	.1140	.1140	.1140
101-124	.1900	.1900	.1140	.1140	.1140	.1140
125-148	.1900	.1900	.1140	.1140	.1140	.1140
149 +	.1900	.1900	.1140	.1140	.1140	.1140

4.31.2 InterLATA Rates

Mileage Band	Day		Evening		Night/Wkd	
	Init.	Add'l.	Init.	Add'l.	Init.	Add'l.
1-16	\$.1725	\$.1350	\$.1425	\$.1069	\$.1151	\$.0841
17-30	.1799	.1575	.1350	.1088	.1076	.1007
31-55	.1949	.1875	.1384	.1369	.1174	.1174
56-85	.2249	.2100	.1538	.1500	.1174	.1174
86-124	.2024	.1890	.1384	.1350	.1127	.1127
125-196	.2294	.2228	.1686	.1553	.1242	.1242
197-292	.2294	.2228	.1686	.1620	.1242	.1242
293 +	.2429	.2363	.1686	.1686	.1292	.1292

4.32 10457 Flat Rate Residential Program

Per Minute Rate: \$.1400

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SECTION 4 - RATES (Continued)

4.33 Prime Business Select III

(A) Direct Dial & Toll Free

Monthly Usage	Per Minute Rate
\$0 - \$199.99	\$.1000
\$200.00 - \$499.99	\$.1000
\$500.00 - \$749.99	\$.1000
\$750.00 +	\$.1000

(B) Calling Card

Per Minute Rate: \$0.25
Per Call Surcharge: \$0.25

(C) Directory Assistance

Per Call: \$0.75

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SECTION 4 - RATES (Continued)

4.34 Prime Business Select IV

(A) Direct Dial & Toll Free

MONTHLY TERM COMMITMENT	TERM PLAN		
	12 Months	24 Months	36 Months
\$100.00	\$0.0960	\$0.0960	\$0.0960
\$200.00	\$0.0960	\$0.0960	\$0.0960
\$500.00	\$0.0960	\$0.0960	\$0.0960
\$1000.00	\$0.0960	\$0.0960	\$0.0960

- (B) Calling Card
Per Minute Rate: \$0.20
Per Call Surcharge: \$0.25
- (C) Directory Assistance
Per Call: \$0.70

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SECTION 4 - RATES (Continued)

4.35 Telco Calling Card Service

Per Minute Rates	Initial Period	Each Add'l. Period
Day	\$0.2500	\$0.2500
Evening	\$0.2500	\$0.2500
Night/Weekend	\$0.2500	\$0.2500
Per Call Surcharge:	\$0.00	

4.36 TELCO 1510 Flat Rate Residential Program

Per Minute Rate:	
Day	\$0.1500
Evening	\$0.1000
Night/Weekend	\$0.1000

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SECTION 4 - RATES (Continued)

4.37 Prime Business Select V

(A) Direct Dial & Toll Free

MONTHLY TERM COMMITMENT	TERM PLAN		
	12 Months	24 Months	36 Months
\$2,500.00	\$0.0900	\$0.0900	\$0.0900
\$5,000.00	\$0.0900	\$0.0900	\$0.0900
\$10,000.00	\$0.0900	\$0.0900	\$0.0900
\$25,000.00	\$0.0900	\$0.0900	\$0.0900
\$50,000.00	\$0.0900	\$0.0900	\$0.0900

(B) Calling Card

Per Minute Rate: \$0.20

Per Call Surcharge: \$0.20

(C) Directory Assistance

Per Call: \$0.65

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SECTION 4 - RATES (Continued)

4.38 Prime Business Select Plan II Dedicated - Special

Per Minute Rate: \$0.0550

4.39 Prime Business Select Plan II - Special Pricing

4.39.1 Per Minute Rate

Monthly Usage	Per Minute Rate
\$0 - \$1,499.99	\$0.1000
\$1,500.00-\$74,999.99	\$0.0800
\$75,000.00-\$99,999.99	\$0.0750
\$100,000.00-150,000.00	\$0.0725

4.39.2 Directory Assistance Rates

Per Minute Rate: \$0.75

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SECTION 4 - RATES (Continued)

4.40 Excel Prime Select Service

4.40.1 Excel Prime Select 3

MONTHLY USAGE	PER MINUTE RATES
\$ 75 - \$199.99	\$0.1100
\$ 200 - \$499.99	\$0.1100
\$ 500 - \$949.99	\$0.1100
\$ 1,000 +	\$0.1100
Directory Assistance	\$0.75 per call

4.40.2 Excel Prime Select 4

MONTHLY TERM COMMITMENT	TERM PLAN (months)		
	12	24	36
\$ 75 - \$199.99	\$0.1050	\$0.1050	\$0.1050
\$ 200 - \$499.99	\$0.1050	\$0.1050	\$0.1050
\$ 500 - \$949.99	\$0.1050	\$0.1050	\$0.1050
\$ 1,000 +	\$0.1050	\$0.1050	\$0.1050
Directory Assistance	\$0.70 per call		

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SECTION 4 - RATES (Continued)

4.40 Excel Prime Select Service (Continued)

4.40.3 Excel Prime Select 5

MONTHLY TERM COMMITMENT	TERM PLAN (months)		
	12	24	36
\$ 2,500	\$0.1000	\$0.1000	\$0.1000
\$ 5,000	\$0.1000	\$0.1000	\$0.1000
\$10,000	\$0.1000	\$0.1000	\$0.1000
\$25,000	\$0.1000	\$0.1000	\$0.1000
\$50,000	\$0.1000	\$0.1000	\$0.1000
Directory Assistance	\$0.65 per call		

4.40.4 Excel Prime Select 5A

MONTHLY TERM COMMITMENT	TERM PLAN (months)		
	12	24	36
\$ 2,500	\$0.1000	\$0.1000	\$0.1000
\$ 5,000	\$0.1000	\$0.1000	\$0.1000
\$10,000	\$0.1000	\$0.1000	\$0.1000
\$25,000	\$0.1000	\$0.1000	\$0.1000
\$50,000	\$0.1000	\$0.1000	\$0.1000
Directory Assistance	\$0.65 per call		

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SECTION 4 - RATES (Continued)

4.41 Prime Business Industry Program

4.41.1 Auto Dealers Program

(A)	Per Minute Rates:	\$0.0900
(B)	Travel Card Service:	
	Per Minute Rate	\$0.2000
	Per Call Surcharge	\$0.2500
(C)	Directory Assistance	\$0.7500

4.42 UNUM Agent Program

4.42.1 Per Minute Rates

	Direct Dialed Outbound Service:	\$0.0900
	Toll Free Inbound Service:	\$0.0900

4.42.2 Travel Card Service

	Per Minute Rate:	\$0.2000
	Per Call Surcharge:	\$0.2500

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SECTION 4 - RATES (Continued)

4.43 Dial & Save Flat Rate Program III

Dial & Save Flat Rate Program III is a one-way, dial-out multipoint service designated for presubscribed or casual calling residential customers. The service has a flat per minute rate structure for all time-of-day rate periods. Each call completed will have an initial minimum of one minute and any time beyond that minimum will be billed in addition using one minute increments, rounded up to the next whole minute.

Per Minute Rate: \$0.1500

Monthly Recurring Charge: None.

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SECTION 4 - RATES (Continued)

4.44 Prime Business Select Plan II-A Service:

The Prime Business Select Plan II-A is available to business Customers who meet the Company's credit approval guidelines. Customers may select a Month-to-Month or Term Commitment Option. Customers selecting the Term Commitment Option must sign an agreement with the Company. Customers will either be billed directly by the Company or by their local exchange telephone company. Prime Business Select Plan II-A rates apply to direct dialed, toll free (800/888) and calling card calls. A monthly recurring charge may also apply.

Account Codes are available under the Prime Business Select Plan II-A. Account Codes assist Customers in managing and tracking their long distance usage. Customers may select validated account codes which are specific, pre-defined combinations of digits registered in the Company's switch database or non-validated codes which are a certain quantity of digits.

4.44.1 Month-to-Month Service Option Plan

Calls will be rated at the rates indicated below with a volume discount applied in accordance with the Customer's monthly revenue level. The Customer's monthly revenue level consists of all intrastate, interstate and international outbound, inbound and calling card usage including surcharges. The monthly revenue level does not include any monthly recurring fees or directory assistance charges. The Customer will receive the applicable discount percentage which corresponds with the Customer's monthly revenue level as determined by the discount schedule shown below. The discount percentage will be applied to intrastate and interstate outbound and inbound usage only. The discount will not be applied to international usage, calling card usage and surcharges or other fees.

Calls for outbound, inbound and calling card service will be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Direct Dialed and Toll Free Per Minute Rates

Base Rate	\$0.1600
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SECTION 4 - RATES (Continued)

4.44 Prime Business Select Plan II-A Service - (Continued)

4.44.1 Month-to-Month Service Option Plan - (Continued)

(B) Discount Schedule

Monthly Revenue Level	Per Minute Rate
\$0.00 - \$99.99	\$0.1600
\$100.00 - \$249.99	\$0.1550
\$250.00 - \$499.99	\$0.1500
\$500.00 - \$749.99	\$0.1450
\$750.00 - \$999.99	\$0.1400
\$1,000.00 - \$2,499.99	\$0.1350
\$2,500.00 - \$4,999.99	\$0.1300
\$5,000.00 - \$9,999.99	\$0.1250
\$10,000.00 - \$24,999.99	\$0.1200
\$25,000.00 - \$49,999.99	\$0.1150
\$50,000.00 +	\$0.1100

(C) Travel Card Service

- (1) Standard Issue
 - Per Minute Rate: \$0.25
 - Per Call Surcharge: \$0.50

- (2) Premium Issue II
 - Per Minute Rate: \$0.25
 - Per Call Surcharge: \$0.00

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SECTION 4 - RATES (Continued)

4.44 Prime Business Select Plan II-A Service - (Continued)

4.44.1 Month-to-Month Service Option Plan - (Continued)

(D) Monthly Recurring Charges - (Optional)

The following monthly recurring charges apply for the Prime Business Select Plan II-A:

- | | | |
|-----|---|---------|
| (1) | Toll Free Numbers (800/888)
(Per 800/888 number) | \$ 3.00 |
| (2) | Account Codes | |
| | Validated | \$10.00 |
| | Non-Validated | \$ 5.00 |
| (E) | Directory Assistance (Per Call) | \$0.75 |
| (F) | 100% Satisfaction Guarantee | |

Customers subscribing to the Prime Business Select Plan II-A Month-to-Month Option are eligible for the Company's 100% Satisfaction Guarantee. This guarantee is valid for 90 days from the date the Customer starts utilizing the Company's service. If the Company fails to correct the Customer's valid complaint regarding network quality or service support or if the Company fails to deliver the stated rate plan within 15 days of the Company receiving written notification regarding the problem, the Company will 1) refund to the Customer all PIC change charges assessed by the Customer's LEC as a result of the Company switching its long distance service to the Company from the Customer's previous long distance carrier; and 2) refund to the Customer all PIC change charges assessed by the Customer's LEC in order to switch the Customer's long distance service back to their previous carrier. The Customer shall not be entitled to the refunds described above if Customer has an account balance with the Company which has aged beyond net 30 days or if Customer's complaint is not attributable to facilities of causes within the Company's reasonable control.

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SECTION 4 - RATES (Continued)

4.44 Prime Business Select Plan II-A Service - (Continued)

4.44.2 Term Commitment Option Plan

Users subscribing to this option will select a Term Commitment Period. Calls will be rated at the rates provided below which correspond with the Term Commitment Period selected by the Customer as well as a Monthly Revenue Usage Level. The Customer's Monthly Revenue Usage Level consists of all intrastate, interstate and international outbound, inbound and calling card usage including surcharges. The Monthly Revenue Usage Level does not include any monthly recurring fees or directory assistance charges. Calls for outbound, inbound and calling card service will be billed in six (6) second increments after an initial period, for billing purposes, of six (6) seconds. Monthly Recurring Charges, as defined earlier in this section of the tariff, also apply for Term Commitment Customers.

(A) Direct Dialed and Toll Free Calling

PER MINUTE RATES				
Monthly Revenue Usage Level	12 Month Term	18 Month Term	24 Month Term	36 Month Term
\$0.00 - \$99.99	\$0.1375	\$0.1325	\$0.1275	\$0.1200
\$100.00 - \$249.99	\$0.1375	\$0.1325	\$0.1275	\$0.1200
\$250.00 - \$499.99	\$0.1325	\$0.1275	\$0.1225	\$0.1150
\$500.00 - \$749.99	\$0.1275	\$0.1225	\$0.1175	\$0.1100
\$750.00 - \$999.99	\$0.1225	\$0.1175	\$0.1125	\$0.1050
\$1,000.00 - \$2,499.99	\$0.1175	\$0.1125	\$0.1075	\$0.1025
\$2,500.00 - \$4,999.99	\$0.1125	\$0.1075	\$0.1025	\$0.0975
\$5,000.00 - \$9,999.99	\$0.1075	\$0.1025	\$0.0975	\$0.0925
\$10,000.00 - \$24,999.99	\$0.1025	\$0.0975	\$0.0950	\$0.0900
\$25,000.00 - \$49,999.99	\$0.0975	\$0.0950	\$0.0925	\$0.0875
\$50,000.00 +	\$0.0950	\$0.0925	\$0.0900	\$0.0850

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SECTION 4 - RATES (Continued)

4.44 Prime Business Select Plan II-A Service - (Continued)

4.44.2 Term Commitment Option Plan (Continued)

(B) Calling Card Rates

- (1) Term Commitment up to \$74,999
Per Minute Rate: \$0.25
Per Call Surcharge: \$0.10
- (2) Term Commitment from \$75,000 to \$100,000
Per Minute Rate: \$0.20
Per Call Surcharge: \$0.25
- (3) Term Commitment from \$100,000 to \$125,000
Per Minute Rate: \$0.15
Per Call Surcharge: \$0.25
- (4) Term Commitment over \$125,000
Per Minute Rate: \$0.20
Per Call Surcharge: \$0.10

(C) Directory Assistance (Per Call) \$0.75

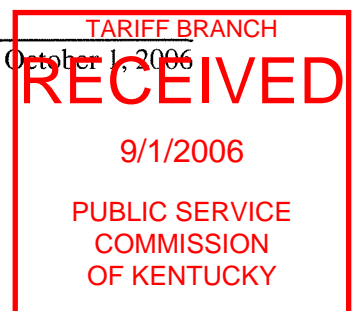
(D) Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Term Commitment Period or in the event that Company terminates service based upon Customer's default, the Customer will pay a termination penalty to the company equal to \$100.00 multiplied by the number of months remaining in the Term Commitment period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

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SECTION 4 - RATES (Continued)

4.44 Prime Business Select Plan II-A Service - (Continued)

444.2 Term Commitment Option Plan (Continued)

(E) 100% Satisfaction Guarantee

Customers subscribing to the Prime Business Select Plan II-A Term Commitment Option are eligible for the Company's 100% Satisfaction Guarantee. This guarantee is valid for the length of the Term Commitment from the date the Customer starts utilizing the Company's service. If the Company fails to correct the Customer's valid complaint regarding network quality or service support or if the Company fails to deliver the stated rate plan within 15 days of the Company receiving written notification regarding the problem, the Company will 1) refund to the Customer all PIC change charges assessed by the Customer's LEC as a result of the Company switching its long distance service to the Company from the Customer's previous long distance carrier; 2) refund to the Customer all PIC change charges assessed by the Customer's LEC in order to switch the Customer's long distance service back to their previous carrier; 3) cancel Customer's term agreement without liability for the Termination Penalty; and 4) if the above conditions apply within the first ninety (90) days of service, the Company will refund to the Customer, the amount of their first Prime Business Select Plan II-A invoice.

The Customer shall not be entitled to the refunds described above if Customer has an account balance with the Company which has aged beyond net 30 days or if Customer's complaint is not attributable to facilities of causes within the Company's reasonable control.

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SECTION 4 - RATES (Continued)

4.45 Employee Long Distance Service Program:

Employee Long Distance Service Program is a one-way, dial-out, multpoint residential presubscribed service designated exclusively for employees of the Company ("Carrier"), its parent company, affiliates and subsidiaries. This service has a flat per minute rate structure for all time-of-day rate periods. Each call completed will have an initial minimum of one minute and any time beyond that minimum will be billed in addition using one minute increments, rounded up to the next whole minute.

4.45.1 Rates:

Per Minute
\$0.1200

4.45.2 Monthly Recurring Charge: None.

4.45.3 Calling Card Per Minute Rates:

Employees subscribing to this service will be provided with a calling card. The following per minute rates apply for all calling card calls placed within the State of Pennsylvania:

Initial Minute	Each Additional Minute
\$0.1800	\$0.1800

4.45.4 Calling Card Per Call Service Charge: None.

4.45.5 Calling Card Billing Increments:

Calls will be billed at an initial minimum of one minute, and anytime beyond that minimum will be billed in addition using one minute increments, rounded up to the next whole minute. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

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SECTION 4 - RATES (Continued)

4.46 Telco Simply 7 Service:

Simply 7 Service is a one-way, dial-out, multipoint service designated for residential and small business customers and is limited to three (3) telephone numbers per customer account. The service has a flat rate per minute structure for all time-of-day rate periods. Each call completed will have an initial minimum of one minute and any time beyond that minimum will be billed using one minute increments, rounded up to the next whole minute.

4.46.1 Rates: \$0.1000

4.46.2 Monthly Recurring Charge: \$4.95

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SECTION 4 - RATES (Continued)

4.47 Dial & Save Flat Rate Program IV:

Dial & Save Flat Rate Program IV is a one-way, dial-out multipoint service designated for presubscribed residential customers. The service has a flat per minute rate structure for all time-of-day rate periods. Each call completed will have an initial minimum of one minute and any time beyond that minimum will be billed in addition using one minute increments, rounded up to the next whole minute.

4.47.1 Rates:

Per Minute Rate: \$0.1500

4.47.2 Monthly Recurring Charge: \$1.00

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SECTION 4 - RATES (Continued)

4.48 Winback Program I

Winback Program I is a direct-dial outbound 1+, inbound and travel card telecommunications service offering available to presubscribed/switched business customers. Customers must commit to a 24 Month Term Commitment Period.

Inbound and outbound calls will be billed in six (6) second increments, after an initial period, for billing purposes, of eighteen (18) seconds, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.48.1 Per Minute Rates

Monthly Term Commitment Period	Per Minute Rate
24	\$0.0900

4.48.2 Travel Card Usage Rates

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2500

4.48.3 Travel Card Billing Increments

Each travel card call completed will have an initial minimum of thirty (30) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.48.4 Monthly Recurring Charge \$3.00 per 800/8XX number

4.48.5 Directory Assistance Per Call Charge \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.49 Winback Program II

Winback Program II is a direct-dial outbound 1+, inbound and travel card telecommunications service offering available to presubscribed/switched business customers. Customers must commit to a 36 Month Term Commitment Period.

Inbound and outbound calls will be billed in six (6) second increments, after an initial period, for billing purposes, of eighteen (18) seconds, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.49.1 Per Minute Rates

Monthly Term Commitment Period	Per Minute Rate
36	\$0.0900

4.49.2 Travel Card Usage Rates

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2500

4.49.3 Travel Card Billing Increments

Each travel card call completed will have an initial minimum of thirty (30) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.49.4 Monthly Recurring Charge \$3.00 per 800/8XX number

4.49.5 Directory Assistance Per Call Charge \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.50 Winback Program III

Winback Program III is a direct-dial outbound 1+, inbound and travel card telecommunications service offering available to presubscribed/switched business customers. Customers must commit to a 36 Month Term Commitment Period and a Monthly Minimum Usage Commitment Level of \$1,000.00.

Inbound and outbound calls will be billed in six (6) second increments, after an initial period, for billing purposes, of eighteen (18) seconds, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.50.1 Per Minute Rates

Monthly Term Commitment Period	Monthly Usage Commitment Level	Per Minute Rate
36	\$1,000.00	\$0.0900

4.50.2 Travel Card Usage Rates

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2500

4.50.3 Travel Card Billing Increments

Each travel card call completed will have an initial minimum of thirty (30) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.50.4 Monthly Recurring Charge \$3.00 per 800/8XX number

4.50.5 Directory Assistance Per Call Charge \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.51 Affinity Association Program - ASTA Special Contract II

Affinity Association Program - ASTA Special Contract II is a presubscribed/switched business service offering that combines outbound 1+, toll free inbound and travel card services. Customers must commit to a Monthly Usage Level. All calls will be billed in six (6) second increments, after an initial period, for billing purposes, of eighteen (18) seconds. Interstate service is associated with intrastate service and the two must be ordered together.

Customers requesting to subscribe to this service must provide documentation to the Company showing the Customer is a member in good standing with the ASTA association.

4.51.1 Per Minute Rates (Inbound and Outbound)

MONTHLY USAGE LEVEL	PER MINUTE RATE
\$0.01 - \$49.99	\$0.0900
\$50.00 - \$499.99	\$0.0900
\$500.00/OVER	\$0.0900

4.51.2 Directory Assistance \$0.7500
Per Call Charge

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SECTION 4 - RATES (Continued)

4.51 Affinity Association Program - ASTA Special Contract II (Continued)

4.51.3 Monthly Recurring Account Charge \$5.00/per account

4.51.4 Monthly Recurring 800/8XX Charge \$3.00/per 800/8XX number

4.51.5 Travel Card Service

Customers subscribing to this program will be provided a travel card that allows them to make calls while away from the home or office. Travel Card calls originating and terminating within the state of Massachusetts will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2500

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SECTION 4 - RATES (Continued)

4.52 Affinity Association Program - ASTA Special Contract III

Affinity Association Program - ASTA Special Contract III is a presubscribed/switched business service offering that combines outbound 1+, toll free inbound and travel card services. Customers need only subscribe to this service. They are not required to make any minimum monthly or term commitments. All calls will be billed in six (6) second increments, after an initial period, for billing purposes, of eighteen (18) seconds. Interstate service is associated with intrastate service and must be ordered together.

Customers requesting to subscribe to this service must provide documentation to the Company showing the Customer is a member in good standing with the ASTA association.

4.52.1 Per Minute Rates (Inbound and Outbound)

PER MINUTE RATE
\$0.0900

- 4.52.2 Directory Assistance \$0.7500/per call charge
- 4.52.3 Monthly Recurring Account Charge \$5.00/per account
- 4.52.4 Monthly Recurring 800/8XX Charge \$3.00/per 800/8XX number
- 4.52.5 Travel Card Service

Customers subscribing to this program will be provided a travel card that allows them to make calls while away from the home or office. Travel Card calls originating and terminating within the state of Massachusetts will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2500

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SECTION 4 - RATES (Continued)

4.53 Prime Business Select II Switched Special Pricing

Prime Business Select II Switched Special Pricing is a presubscribed/switched outbound 1+, inbound and travel card telecommunications service offering available only to business customers. Customers must commit to a 12 month Term Commitment Period in order to receive the following per minute rates:

4.53.1 Per Minute Rates (Inbound and Outbound)

Monthly Term Commitment Period	Per Minute Rate
12	\$0.0900

4.53.2 Billing Increments

Each direct-dialed and inbound 800 number call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.53.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Kentucky in addition to the per call surcharge listed below:

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2500

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SECTION 4 - RATES (Continued)

4.53 Prime Business Select II Switched Special Pricing (Continued)

4.53.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.53.5 Monthly Recurring Charge: \$3.00/per 800/8XX number

4.53.6 Directory Assistance \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.54 Brand Equity Dedicated Service - I

Brand Equity Dedicated Service - I is a dedicated outbound 1+, inbound and travel calling card telecommunications service offering available only to customers subscribing to associated Brand Equity Service offerings. This service offering is to be branded or co-branded under the trade and/or service marks owned by the brand equity participant(s) and the Company. Customers must commit to a Monthly Usage Level of \$2,500.00, \$5,000.00, or \$7,500.00. The Customer's Monthly Usage Level is based on combined intrastate, interstate and international usage.

4.54.1 Per Minute Rates

OPTIONS	Monthly Usage Level	Per Minute Rate
1	\$2,500.00	\$0.0550
2	\$5,000.00	\$0.0550
3	\$7,500.00	\$0.0550

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SECTION 4 - RATES (Continued)

4.54 Brand Equity Dedicated Service - I, (Continued)

4.54.2 Billing Increments:

Each direct-dialed and inbound 800 number call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.54.3 Travel Calling Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Massachusetts in addition to the per call surcharge listed below:

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1000

4.54.4 Travel Calling Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.54.5 Monthly Recurring Charge \$3.00/per 800/8XX number

4.54.6 Directory Assistance \$0.75/per call charge

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SECTION 4 - RATES (Continued)

4.55 Brand Equity Dedicated Service - II

Brand Equity Dedicated Service - II is a dedicated outbound 1+, inbound and travel calling card telecommunications service offering available only to customers subscribing to associated Brand Equity Service offerings. This service offering is to be branded or co-branded under the trade and/or service marks owned by the brand equity participant(s) and the Company. Customers must commit to a Monthly Usage Level of \$10,000.00, \$15,000.00, \$25,000.00 or \$50,000.00. The Customer's Monthly Usage Level is based on combined intrastate, interstate and international usage.

4.55.1 Per Minute Rates

OPTIONS	Monthly Usage Level	Per Minute Rate
1	\$10,000.00	\$0.0550
2	\$15,000.00	\$0.0550
3	\$25,000.00	\$0.0550
4	\$50,000.00	\$0.0550

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SECTION 4 - RATES (Continued)

4.55 Brand Equity Dedicated Service - II, (Continued)

4.55.2 Billing Increments

Each direct-dialed and inbound 800 number call completed will have an initial minimum of six (6) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.55.3 Travel Calling Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Massachusetts in addition to the per call surcharge listed below:

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1000

4.55.4 Travel Calling Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.55.5 Monthly Recurring Charge: \$3.00/per 800/8XX number

4.55.6 Directory Assistance \$0.75/per call charge

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SECTION 4 - RATES (Continued)

4.56 1Q Prime Business Dedicated Service

1Q Prime Business Dedicated Service is a dedicated telecommunications service offering inbound, outbound and travel card services to business customers only. Customers are billed at per minute rates based on a Monthly Usage Commitment Level for dedicated access services for origination and termination of long distance calls. Customers subscribing to this service must commit to a minimum term of 12 months and a Monthly Usage Commitment of \$2500, \$5000, or \$7500. In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to the Customer's Monthly Usage Commitment Option, multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period.

In the event Customer's Monthly Revenue Level does not meet the Monthly Revenue Commitment selected by the Customer in any invoice period during the Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Monthly Revenue Commitment and the actual Monthly Revenue Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

Dedicated facilities between the Customer's premises and the Company's terminal location(s) are required. At the customer's request, the Company will install or arrange for the installation of all required connecting facilities via a Local Exchange Carrier or other access provider. The installation and monthly recurring charges for any interface equipment associated with such access that is provided by the Company shall be calculated on an individual case basis, in accordance with the charges assessed by the Local Exchange Carrier or other access provider. Service orders are subject to network availability.

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SECTION 4 - RATES (Continued)

4.56 1Q Prime Business Dedicated Service (Continued)

4.56.1 Outbound and Inbound Per Minute Rates

	PER MINUTE RATES
Monthly Revenue Commitment	12 Month Term
\$2,500	\$0.0550
\$5,000	\$0.0550
\$7,500	\$0.0550

4.56.2 Billing Increments:

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

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SECTION 4 - RATES (Continued)

4.56 1Q Prime Business Dedicated Service (Continued)

4.56.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Massachusetts in addition to the per call surcharge listed below:

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1000

4.56.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.56.5 Monthly Recurring Charge: \$3.00/per 800 number

4.56.6 Directory Assistance \$0.75/per call charge

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SECTION 4 - RATES (Continued)

4.57 1Q99 - Prime Business Select 2000

4.57.1 1Q99 - Prime Business Select 2000 is a telecommunications service offering inbound, outbound and travel card services exclusively to new Telco Commercial Prime Business Service customers. Customers are billed at per minute rates based on a Monthly Usage Commitment Level for switched access services for origination and termination of long distance calls. Customers subscribing to this service must commit to a minimum term of 12 months and choose from the Monthly Revenue Commitment Levels indicated on the following page. In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to the Customer's Monthly Usage Commitment Option, multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period.

In the event Customer's Monthly Revenue Level does not meet the Monthly Revenue Commitment selected by the Customer in any invoice period during the Term Commitment Period, the Customer will pay a Deficiency Charge for that invoice period, which is equal to the difference between the Monthly Revenue Commitment and the actual Monthly Revenue Level. The Deficiency Charge will be due at the same time payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

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SECTION 4 - RATES (Continued)

4.57 1Q99 - Prime Business Select 2000 (Continued)

4.57.2 Inbound and Outbound Per Minute Rates:

Monthly Revenue Commitment	12 Month Term
\$0 - \$500.00	\$0.0900
\$501.00 - \$1,000.00	\$0.0900
\$1,001.00 - \$2,500.00	\$0.0900
Over \$2,500.00	\$0.0900

4.57.3 Billing Increments:

Each direct-dialed call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.57.4 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Pennsylvania in addition to the per call surcharge listed below:

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2500

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SECTION 4 - RATES (Continued)

4.57 1Q99 - Prime Business Select 2000 (Continued)

4.57.5 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

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|----------------------------------|------------------------|
| 4.57.6 Monthly Account Charge: | \$5.00 |
| 4.57.7 Monthly Recurring Charge: | \$3.00/per 800/8XX |
| 4.57.8 Directory Assistance | \$0.65/per call charge |

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SECTION 4 - RATES (Continued)

4.58 Prime Business Select Switched Service

Prime Business Select Switched Service is a presubscribed/switched outbound 1+, inbound and travel card telecommunications service offering available to business customers. Customers must commit to a 12 month Term Commitment Period and select one of following Options listed below:

4.58.1 Per Minute Rates (Outbound and Inbound)

Option	Monthly Term Commitment Period	Monthly Usage Level	Option
1	12	\$0 - \$499.99	\$0.0900
2	12	\$500.00 - \$999.99	\$0.0900
3	12	\$1000.00 - \$2,499.99	\$0.0900
4	12	\$2,500.00/Over	\$0.0900

4.58.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to \$100.00 multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

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SECTION 4 - RATES (Continued)

4.58 Prime Business Select Switched Service, (Continued)

4.58.3 Billing Increments

Each direct-dialed and inbound 800 number call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.58.4 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Pennsylvania in addition to the per call surcharge listed below:

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.0000

4.58.5 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.58.6 Monthly Account Charge \$5.00/per month

4.58.7 Monthly Recurring Charge \$3.00/per 800/8XX number

4.58.8 Directory Assistance \$0.7500/per call charge

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SECTION 4 - RATES (Continued)

4.59 ASTA Select Dedicated Program

ASTA Select Dedicated Program is a dedicated outbound 1+, inbound and travel card telecommunications service offering available only to members of the ASTA Association. Customers must commit to a 12 month Term Commitment Period and a minimum Monthly Usage Commitment Level of \$2,500. The Customer's minimum Monthly Usage Commitment is based on combined intrastate, interstate and international usage, excluding surcharges, monthly recurring charges and directory assistance charges.

4.59.1 Per Minute Rate

Monthly Term Commitment Period	Monthly Usage Commitment Level	Per Minute Rate
12	\$2,500	\$0.0550
Switched Access Overflow Rate - utilized when dedicated traffic overflows to the switched network. The Switched Access Overflow per minute rate is \$0.0950.		

4.59.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

4.59.3 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level selected by the Customer in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

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SECTION 4 - RATES (Continued)

4.59 ASTA Select Dedicated Program (Continued)

4.59.4 Billing Increments

Each direct-dialed and inbound 800 number call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.59.5 Travel Card Service

Customer subscribing to this program will be provided with a travel card that allows them to make calls while away from the home or office. Per minute rates and a per call surcharge apply for Travel Card calls originating and terminating within the State of Kentucky.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1000

4.59.6 Travel Card Billing Increments

Each travel card call completed will have an initial minimum of thirty (30) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.59.7 Monthly Recurring Charge \$3.00/per 800/8XX number

4.59.8 Directory Assistance \$0.75/per call charge

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SECTION 4 - RATES (Continued)

4.60 Hearth Products Association Switched Program

Hearth Products Association Switched Program is a presubscribed/switched outbound 1+, inbound and travel card telecommunications service offering available only to members of the Hearth Products Association. This service allows the Customer to place long distance calls between points within the State of Kentucky. The Customer's Monthly Usage Commitment Level is based on combined intrastate, interstate and international usage, excluding surcharges, monthly recurring charges and directory assistance charges.

4.60.1 Per Minute Rates

Monthly Usage Commitment Level	Per Minute Rate
\$0 - \$499.99	\$0.0900
\$500.00 - \$999.99	\$0.0900
\$1,000.00 - \$2,499.99	\$0.0900
\$2,500.00/Over	\$0.0900

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SECTION 4 - RATES (Continued)

4.60 Hearth Products Association Switched Program (Continued)

4.60.2 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.60.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the Commonwealth of Pennsylvania in addition to the per call surcharge listed below.

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2500

4.60.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

- 4.60.5 Monthly Recurring Charge \$3.00/per 800/8XX number
- 4.60.6 Monthly Account Charge \$5.00
- 4.60.7 Directory Assistance \$0.75/per call charge

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SECTION 4 - RATES (Continued)

4.61 Hearth Products Association Dedicated Program

Hearth Products Association Dedicated Program is a dedicated outbound 1+, inbound and travel card telecommunications service offering available only to members of the Hearth Products Association. This service allows the Customer to place long distance calls between points within the Commonwealth of Pennsylvania. Customers must commit to a 12 Month Term Commitment Period and a minimum Monthly Usage Commitment Level. The Customer's Monthly Usage Commitment Level is based on combined intrastate, interstate and international usage, excluding surcharges, monthly recurring charges and directory assistance charges.

4.61.1 Per Minute Rates

Monthly Term Commitment Period	Monthly Usage Commitment Level	Per Minute Rate
12	\$2,500.00	\$0.0550

4.61.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

4.61.3 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level selected by the Customer in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

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SECTION 4 - RATES (Continued)

4.61 Hearth Products Association Dedicated Program (Continued)

4.61.4 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.61.5 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Kentucky in addition to the per call surcharge listed below.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1000

4.61.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.61.7 Monthly Recurring Charge \$3.00/per 800/8XX number

4.61.8 Directory Assistance \$0.75/per call charge

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SECTION 4 - RATES (Continued)

4.62 Prime Business Select II Dedicated Special Pricing XXVIII

Prime Business Select II Dedicated Special Pricing XXVIII is a dedicated outbound 1+ and inbound 800/8XX telecommunications service offering available only to business customers. Customers must commit to a 12 Month Term Commitment Period and a Minimum Monthly Usage Commitment Level. The Customer's minimum Monthly Usage Commitment is based on combined intrastate, interstate and international usage, excluding surcharges, monthly recurring charges and directory assistance charges.

4.62.1 Per Minute Rates (Outbound and Inbound)

Monthly Term Commitment Period	Minimum Monthly Usage Level	Per Minute Rate
12	\$5,000.00	\$0.0475
Switched Access Overflow Rate - utilized when dedicated traffic overflows to the switched network. The Switched Access Overflow per minute rate is \$0.0950.		

4.62.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

4.62.3 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

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SECTION 4 - RATES (Continued)

4.62 Prime Business Select II Dedicated Special Pricing XXXVII (Continued)

4.62.4 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of six (6) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.62.5

Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Kentucky in addition to the per call surcharge listed below.

4.62.6

Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.62.7 Monthly Recurring Charge \$3.00 per 800/8XX number

4.62.7 Directory Assistance \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.63 Prime Business Communications Switched Special Pricing I

Prime Business Communications Switched Special Pricing I is an outbound 1+, inbound 800/8XX and calling card telecommunications service offering available only to business customers requiring presubscribed/switched access arrangements. Customers must commit to a 12 month Term Commitment and a Minimum Monthly Usage Level. The Customer's Monthly Usage Level is based on combined intrastate, interstate and international usage.

4.63.1 Per Minute Rates (Outbound and Inbound)

Monthly Term Commitment Period	Minimum Monthly Usage Level	Per Minute Rate
12	\$2,500.00	\$0.0900

4.63.2 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.63.3 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

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SECTION 4 - RATES (Continued)

4.63 Prime Business Communications Switched Special Pricing I (Continued)

4.63.4 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

4.63.5 Travel Card Per Minute Rates

Customer subscribing to this program will be provided with a travel card that allows them to make calls while away from the home or office. Per minute rates and a per call surcharge apply for Travel Card calls originating and terminating within the State.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1500

4.63.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.63.7 Monthly Recurring Charge \$3.00 per 800/8XX number

4.63.8 Directory Assistance \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.64 Prime Business Communications Switched Special Pricing II

Prime Business Communications Switched Special Pricing II is an outbound 1+ , inbound 800/8XX and calling card telecommunications service offering available only to business customers requiring presubscribed/switched access arrangements. Customers must commit to a 12 month Term Commitment and a Minimum Monthly Usage Level. The Customer's Monthly Usage Level is based on combined intrastate, interstate and international usage.

4.64.1 Per Minute Rates (Outbound and Inbound)

Monthly Term Commitment Period	Minimum Monthly Usage Level	Per Minute Rate
12	\$5,000.00	\$0.0900

4.64.2 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.64.3 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

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SECTION 4 - RATES (Continued)

4.64 Prime Business Communications Switched Special Pricing II (Continued)

4.64.4 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

4.64.5 Travel Card Per Minute Rates

Customer subscribing to this program will be provided with a travel card that allows them to make calls while away from the home or office. Per minute rates and a per call surcharge apply for Travel Card calls originating and terminating within the State.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1500

4.64.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.64.7 Monthly Recurring Charge \$3.00 per 800/8XX number

4.64.8 Directory Assistance \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.65 Prime Business Communications Switched Special Pricing III

Prime Business Communications Switched Special Pricing III is an outbound 1+ , inbound 800/8XX and calling card telecommunications service offering available only to business customers requiring presubscribed/switched access arrangements. Customers must commit to a 12 month Term Commitment and a Minimum Monthly Usage Level. The Customer's Monthly Usage Level is based on combined intrastate, interstate and international usage.

4.65.1 Per Minute Rates (Outbound and Inbound)

Monthly Term Commitment Period	Minimum Monthly Usage Level	Per Minute Rate
12	\$7,500.00	\$0.0900

4.65.2 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.65.3 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

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SECTION 4 - RATES (Continued)

4.65 Prime Business Communications Switched Special Pricing III (Continued)

4.65.4 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

4.65.5 Travel Card Per Minute Rates

Customer subscribing to this program will be provided with a travel card that allows them to make calls while away from the home or office. Per minute rates and a per call surcharge apply for Travel Card calls originating and terminating within the State.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1500

4.65.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

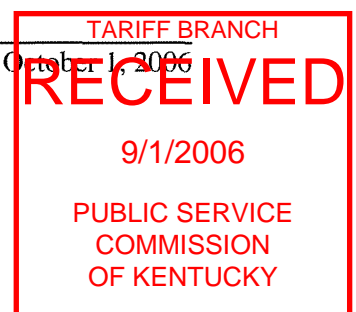
4.65.7 Monthly Recurring Charge \$3.00 per 800/8XX number

4.65.8 Directory Assistance \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.66 Prime Business Communications Dedicated Special Pricing II

Prime Business Communications Dedicated Special Pricing II is an outbound 1+, inbound 800/8XX and calling card telecommunications service offering available only to business customers requiring dedicated access arrangements. Customers must commit to a 12 Month Term Commitment Period and a Minimum Monthly Usage Level of \$10,000.00. The Customer's Monthly Usage Level is based on combined intrastate, interstate and international usage.

4.66.1 Per Minute Rates (Outbound and Inbound)

Monthly Term Commitment Period	Minimum Monthly Usage Level	Per Minute Rate
12	\$10,000.00	\$0.0500
Switched Access Overflow Rate - utilized when dedicated traffic overflows to the switched network. The Switched Access Overflow per minute rate is \$0.0950.		

4.66.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

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SECTION 4 - RATES (Continued)

4.66 Prime Business Communications Dedicated Special Pricing II (Continued)

4.66.3 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

4.66.4 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of six (6) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

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SECTION 4 - RATES (Continued)

4.66 Prime Business Communications Dedicated Special Pricing II (Continued)

4.66.5 Travel Card Per Minute Rates

Customer subscribing to this program will be provided with a travel card that allows them to make calls while away from the home or office. Per minute rates and a per call surcharge apply for Travel Card calls originating and terminating within the State.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1500

4.66.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.66.7 Monthly Recurring Charge \$3.00 per 800/8XX number

4.66.8 Directory Assistance \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.67 Prime Business Communications Dedicated Special Pricing I

Prime Business Communications Dedicated Special Pricing I is an outbound 1+, inbound 800/8XX and calling card telecommunications service offering available only to business customers requiring dedicated access arrangements. Customers must commit to a 12 Month Term Commitment Period and a Minimum Monthly Usage Level of \$7,500.00. The Customer's Monthly Usage Level is based on combined intrastate, interstate and international usage.

4.67.1 Per Minute Rates (Outbound and Inbound)

Monthly Term Commitment Period	Minimum Monthly Usage Level	Per Minute Rate
12	\$7,500.00	\$0.0500
Switched Access Overflow Rate - utilized when dedicated traffic overflows to the switched network. The Switched Access Overflow per minute rate is \$0.0950.		

4.67.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

4.67.3 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

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SECTION 4 - RATES (Continued)

4.67 Prime Business Communications Dedicated Special Pricing I (Continued)

4.67.4 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of six (6) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.67.5 Travel Card Per Minute Rates

Customer subscribing to this program will be provided with a travel card that allows them to make calls while away from the home or office. Per minute rates and a per call surcharge apply for Travel Card calls originating and terminating within the State.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1500

4.67.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.67.7 Monthly Recurring Charge \$3.00 per 800/8XX number

4.67.8 Directory Assistance \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.68 Prime Business Select II Dedicated Special Pricing XXXVII

Prime Business Select II Dedicated Special Pricing XXXVII is a dedicated outbound 1+ and inbound 800/8XX telecommunications service offering available only to business customers. Customers must commit to a 12 Month Term Commitment Period and a Minimum Monthly Usage Level of \$50,000.00. The Customer's Monthly Usage Level is based on combined intrastate, interstate and international usage.

4.68.1 Per Minute Rates (Outbound and Inbound)

Monthly Term Commitment Period	Minimum Monthly Usage Level	Per Minute Rate
12	\$50,000.00	\$0.0500
Switched Access Overflow Rate - utilized when dedicated traffic overflows to the switched network. The Switched Access Overflow per minute rate is \$0.0950.		

4.68.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

4.68.3 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

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SECTION 4 - RATES (Continued)

4.68 Prime Business Select II Dedicated Special Pricing XXXVII (Continued)

4.68.4 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of six (6) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.68.5 Monthly Recurring Charge \$3.00 per 800/8XX number

4.68.6 Directory Assistance \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.69 Prime Business Select II Switched Special Pricing XII

Prime Business Select II Switched Special Pricing XII is an outbound 1+, inbound 800/8XX and travel card telecommunications service offering available only to business customers requiring presubscribed/switched access arrangements. Customers must commit to a 12 Month Term Commitment Period and a Minimum Monthly Usage Level of \$100.00. The Customer's Monthly Usage Level is based on combined intrastate, interstate and international usage.

4.69.1 Per Minute Rates (Outbound and Inbound)

Monthly Term Commitment Period	Minimum Monthly Usage Level	Per Minute Rate
12	\$100.00	\$0.0900

4.69.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

4.69.3 Deficiency Charge

In the event Customer's Actual Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

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SECTION 4 - RATES (Continued)

4.69 Prime Business Select II Switched Special Pricing XII, (Continued)

4.69.4 Billing Increments

Each direct-dialed call and inbound 800/8XX call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.69.5 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State in addition to the per call surcharge listed below.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1000

4.69.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

4.69.7 Monthly Recurring Charge \$3.00 per 800/8XX number

4.69.8 Directory Assistance \$1.40/per call charge

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SECTION 4 - RATES (Continued)

4.70 10-10-457 Competitive Domestic Service

10-10-457 Competitive Domestic Service is an outbound casual calling telecommunications service offering. Participating Customers may access this service by dialing access code 10-10-457. Each call has an initial minimum of 5 minutes in duration and will be charged pursuant to the flat Initial Per Call Minimum Charge listed below, 24 hours a day, 7 days a week. Any call in excess of 5 minutes will be charged the corresponding Additional Per Minute Charge listed below. Calls will have an initial minimum of three hundred (300) seconds or 5 minutes, and any time beyond that minimum will be billed in addition, using sixty (60) second increments. If the computed call charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

4.70.1 Per Minute Rates

Initial Per Call Minimum Charge (5 minutes)	\$1.10
Each Add'l Per Minute Charge (6 minutes/Over)	\$0.22

4.70.2 Directory Assistance Per Call Charge	\$0.6700
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SECTION 4 - RATES (Continued)

4.71 VSI Switched Business Services

4.71.1 Monthly Recurring Charges

Customers will be billed the following fees for optional services associated with the VSI Switched Business Services as described in Section 3.5.42:

Toll Free Number	\$3.00 per month/per number
Verified Account Codes	\$10.00 per month
Non-verified Account Codes	\$5.00 per month
Optional Management Invoice Reports	\$2.00 per month/per report

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SECTION 4 - RATES (Continued)

4.71 VSI Switched Business Services (Continued)

4.71.2 Service Options – Rates and Charges

a. \$0.0395 Interstate Plan (AGH)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	V, VII, VIII, X	\$0.0710	\$0.0710	See Section 4.74.1

b. \$0.0499 Interstate Plan (W99)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	VIII, IX, X, XI	\$0.0710	\$0.0710	See Section 4.74.2

c. Savings Plan (W52)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	II, III, IV, V, VII, VIII, IX, X, XI	\$0.0710	\$0.0710	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.71 VSI Switched Business Services (Continued)

4.71.2 Service Options – Rates and Charges (Continued)

d. \$0.0625 Interstate Plan (W62)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	V, VII, VIII	\$0.0710	\$0.0710	See Section 4.74.2

e. ASTA Platinum Plan (ASP)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	III	\$0.0800	\$0.0800	See Section 4.74.3
12 months	I	\$0.0800	\$0.0800	See Section 4.74.3

ASTA Platinum Plan is only available to members of the American Society of Travel Agents.

f. ASTA Preview Program (ZB1)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	II	\$0.0700	\$0.0700	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.71 VSI Switched Business Services (Continued)

4.71.2 Service Options – Rates and Charges (Continued)

g. \$0.0475 Interstate Plan (W47)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	V, VI, VIII, IX, X, XI	\$0.0710	\$0.0710	See Section 4.74.2

h. Switched Advantage (STG)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Term Commitment Period
12 months	III	\$0.0800	\$0.0800	See Section 4.74.3

i. Switched Advantage Plus (ESA)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	VI	\$0.0800	\$0.0800	See Section 4.74.3

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SECTION 4 - RATES (Continued)

4.71 VSI Switched Business Services (Continued)

4.71.2 Service Options – Rates and Charges (Continued)

j. \$0.0350 Interstate Plan (SI3)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	V, VIII, IX, X	\$0.0710	\$0.0710	See Section 4.74.2
24 months	V	\$0.0710	\$0.0710	See Section 4.74.2

k. \$0.0390 Interstate Plan (SI2)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	I, VIII, IX, X	\$0.0710	\$0.0710	See Section 4.74.2
24 months	I	\$0.0710	\$0.0710	See Section 4.74.2

l. ePartners Switched Preview Program (W59)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
6 months	I	\$0.0710	\$0.0710	See Section 4.74.2
12 months	III	\$0.0710	\$0.0710	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.71 VSI Switched Business Services (Continued)

4.71.2 Service Options – Rates and Charges (Continued)

m. ePartners Switched Program (SI3)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	V	\$0.0710	\$0.0710	See Section 4.74.2

n. ePartners Switched Program II (SI2)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	I	\$0.0710	\$0.0710	See Section 4.74.2

o. \$0.0450 Interstate Plan (W45)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	VI, VIII, IX, X, XI	\$0.0710	\$0.0710	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.71 VSI Switched Business Services (Continued)

4.71.2 Service Options – Rates and Charges (Continued)

p. \$0.0475 Interstate Plan (E47)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	V	\$0.0800	\$0.0800	See Section 4.74.2

q. \$0.0490 Interstate Plan (W49)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Calling Card Product Availability
12 months	III, V, VII, VIII, IX, X, XI	\$0.0710	\$0.0710	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.72 VSI Dedicated Business Services

4.72.1 Monthly Recurring Charges

Customers will be billed the following fees for optional services associated with the VSI Dedicated Business Services as described in Section 3.5.43:

Toll Free Number	\$3.00 per month/per number
Verified Account Codes	\$10.00 per month
Non-verified Account Codes	\$5.00 per month
Optional Management Invoice Reports	\$2.00 per month/per report

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SECTION 4 - RATES (Continued)

4.72 VSI Dedicated Business Services (Continued)

4.72.2 Service Options – Rates and Charges

a. \$0.0250 Interstate Plan (DI3)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
12 months	IV, V	\$0.0420	\$0.0340	\$0.0685	See Section 4.74.2
36 months	I	\$0.0420	\$0.0340	\$0.0685	See Section 4.74.2

b. \$0.0220 Interstate Plan (DI4)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
12 months	II, IV, V	\$0.0365	\$0.0325	\$0.0685	See Section 4.74.2
24 months	II	\$0.0365	\$0.0325	\$0.0685	See Section 4.74.2
36 months	II	\$0.0365	\$0.0325	\$0.0685	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.72 VSI Dedicated Business Services (Continued)

4.72.2 Service Options – Rates and Charges (Continued)

c. \$0.0199 Interstate Plan (DI5)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
12 months	III, IV, V IX	\$0.0335	\$0.0315	\$0.0685	See Section 4.74.2
24 months	III	\$0.0335	\$0.0315	\$0.0685	See Section 4.74.2
36 months	III	\$0.0335	\$0.0315	\$0.0685	See Section 4.74.2

d. Dedicated Freedom Plan (DFP)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
12 months	I	\$0.0450	\$0.0450	\$0.0800	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.72 VSI Dedicated Business Services (Continued)

4.72.2 Service Options – Rates and Charges (Continued)

e. Dedicated Preview Program (DDP)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
6 months	I	\$0.0450	\$0.0450	\$0.0800	See Section 4.74.2
12 months	V, VI, VIII	\$0.0450	\$0.0450	\$0.0800	See Section 4.74.2

f. Dedicated Premier Program (DP1)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
12 months	II, V, VI, VIII	\$0.0450	\$0.0450	\$0.0800	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.72 VSI Dedicated Business Services (Continued)

4.72.2 Service Options – Rates and Charges (Continued)

g. ePartners \$0.0250 Interstate Plan (DI3)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
12 months	I, II, III	\$0.0420	\$0.0340	\$0.0685	See Section 4.74.2
24 months	I, II, III	\$0.0420	\$0.0340	\$0.0685	See Section 4.74.2
36 months	I, II, III	\$0.0420	\$0.0340	\$0.0685	See Section 4.74.2

h. ePartners \$0.0220 Interstate Plan (DI4)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
12 months	I, II, III	\$0.0365	\$0.0325	\$0.0685	See Section 4.74.2
24 months	I, II, III	\$0.0365	\$0.0325	\$0.0685	See Section 4.74.2
36 months	I, II, III	\$0.0365	\$0.0325	\$0.0685	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.72 VSI Dedicated Business Services (Continued)

4.72.2 Service Options – Rates and Charges (Continued)

i. ePartners \$0.0199 Interstate Plan (DI5)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
12 months	I, II, III	\$0.0335	\$0.0315	\$0.0685	See Section 4.74.2
24 months	I, II, III	\$0.0335	\$0.0315	\$0.0685	See Section 4.74.2
36 months	I, II, III	\$0.0335	\$0.0315	\$0.0685	See Section 4.74.2

j. ePartners Dedicated Preview Program (EPA)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
6 months	I	\$0.0450	\$0.0450	\$0.0800	See Section 4.74.2
12 months	IV, V, VI	\$0.0450	\$0.0450	\$0.0800	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.72 VSI Dedicated Business Services (Continued)

4.72.2 Service Options – Rates and Charges (Continued)

k. ASTA Dedicated Preview Program (ZA1)

Term Commitment Period	Monthly Usage Commitment Levels	Outbound Per Minute Rate	Inbound Per Minute Rate	Switched Overflow Per Minute Rate	Calling Card Product Availability
6 months	I	\$0.0450	\$0.0450	\$0.0800	See Section 4.74.2
12 months	V, VI, VII	\$0.0450	\$0.0450	\$0.0800	See Section 4.74.2

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SECTION 4 - RATES (Continued)

4.73 Audioconferencing Service

4.73.1 Operator Attended

Switched Access Rates	Per Minute Rate
Toll Meet Me	\$0.25
800 Meet Me	\$0.36
Operator-Dialed	\$0.36

Dedicated Access Rates	Per Minute Rate
Toll Meet Me	\$0.23
800 Meet Me	\$0.34
Operator-Dialed	\$0.34

4.73.2 Quick Call

Switched Access Rates	Per Minute Rate
Toll Meet Me	\$0.18
800 Meet Me	\$0.29

Dedicated Access Rates	Per Minute Rate
Toll Meet Me	\$0.16
800 Meet Me	\$0.27

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SECTION 4 - RATES (Continued)

4.73 Audioconferencing Service (Continued)

4.73.3 Conference On-Demand

Switched Access Rates	Per Minute Rate
Toll Meet Me	\$0.18
800 Meet Me	\$0.29

Dedicated Access Rates	Per Minute Rate
Toll Meet Me	\$0.16
800 Meet Me	\$0.27

4.73.4 Other Charges

Cancellation Charge – A cancellation charge of \$100.00 applies to each reservation if not cancelled twenty-four (24) hours prior to the scheduled conference.

Overbooking Charge – An overbooking charge of \$5.00 per port applies to each unused port on a conference bridge.

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SECTION 4 - RATES (Continued)

4.74 Calling Card Service

4.74.1 Calling Card Program A (YBL)

Customers of Calling Card Program A will be billed at the following rates and charges:

Intrastate per minute rate \$0.1000

A thirty (30) second minimum will apply to each completed call, and thereafter, Customers will be billed at six (6) second increments.

4.74.2 Calling Card Program B (Y08)

Customers of Calling Card Program B will be billed at the following rates and charges:

Intrastate per minute rate \$0.1500

A thirty (30) second minimum will apply to each completed call, and thereafter, Customers shall be billed at six (6) second increments.

4.74.3 Calling Card Program C (Y18)

Customers of Calling Card Program C will be billed at the following rates and charges:

Intrastate per minute rate \$0.1800

A thirty (30) second minimum will apply to each completed call, and thereafter, Customers will be billed at six (6) second increments.

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SECTION 4 - RATES (Continued)

4.75 Payphone Surcharge

A \$0.60 per call charge is applicable to completed calls that originate from any payphone within Kentucky and access the Company's services via 800/888 numbers. This charge is in addition to the tariffed per minute usage rates and any applicable monthly service fees and surcharges associated with utilizing the Company's service and is unrelated to the specific service accessed from the payphone.

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SECTION 4 - RATES (Continued)

4.76 \$.0299 Switched Product

\$.0299 Switched Product is available to business Customers who meet the Company's credit approval guidelines and are served by the following incumbent local exchange company: BellSouth. Customers of this service must sign a customer acceptance form with the Company which requires a \$100 minimum monthly usage commitment and a 12-month term commitment. \$.0299 Switched Product rates apply to direct dial, toll free (800/8XX) and calling card calls. A monthly recurring charge may also apply to certain features as noted below.

Account Codes are available under the \$.0299 Switched Product to assist Customers in managing and tracking their long distance usage. Customers may select validated account codes which are specific, pre-defined combinations of digits registered with Company's switch database, and only those pre-defined codes can be used to complete a call, or Customers may select non-validated codes of a specific length and any code of that specific length can be used to complete a call.

4.76.1 Per Minute Rates

Customers of the \$.0299 Switched Product will be billed at the following per minute usage rate regardless of mileage and/or time of day:

Direct-Dial Outbound	-	\$.0590
Inbound 800/8XX	-	\$.0590

An (eighteen) 18 second minimum will apply to each completed direct-dial outbound call, and thereafter, Customers will be billed in 6 second increments. A thirty (30) second minimum will apply to each inbound 800/8XX completed call, and thereafter, Customers will be billed in 6 second increments.

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SECTION 4 - RATES (Continued)

4.76 \$.0299 Switched Product (Continued)

4.76.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Term Commitment Period or in the event that the Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Customer's Monthly Revenue Commitment multiplied by the number of months remaining in the Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term contract signed by the Customer at the initiation of service.

4.76.3 Deficiency Charge

In the event Customer's Monthly Revenue Level does not meet the Monthly Revenue Commitment in any invoice period during the Term Commitment Period, for that invoice period Customer will pay a Deficiency Charge which is equal to the difference between the Monthly Revenue Commitment and the actual Monthly Revenue Level. The Deficiency Charge will be due at the same time payment is due for service provided to the Customer.

4.76.4 Calling Card

Customers of the \$.0299 Switched Product will be billed at the following rate for calling card calls:

Per minute rate: \$0.1200

A thirty (30) second minimum will apply to each completed calling card call, and thereafter, Customers will be billed at six (6) second increments.

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SECTION 4 - RATES (Continued)

4.76 \$.0299 Switched Product (Continued)

4.76.5 Non-Recurring and Monthly Recurring Charges

Customers will be billed the following fees for optional services:

Toll Free Numbers (800/888)	\$ 1.00 per month, per number
Establish New Toll-Free Number	\$ 5.00 per number
Non-Verified Account Codes:	\$ 5.00 per month, per code
Verified Account Codes:	\$10.00 per month, per code
Optional Management Invoice Reports	
Paper	\$ 2.00 per month, per report
Electronic	\$10.00 per month, per report

4.76.6 Directory Assistance \$ 1.40 per call

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SECTION 4 - RATES (Continued)

4.77 Affinity Dedicated Program

(N)

Excel's Affinity Dedicated Program is intended for business Customers, who meet the Company's credit approval guidelines, for calling within the Commonwealth of Kentucky. This program is promoted and sold only through designated agents and dealers of Excel.

Affinity Dedicated Program is a dedicated telecommunications service offering inbound, outbound and travel card services to business customers only. Dedicated facilities between the Customer's premises and the Company's terminal location(s) are required and will be at the Customer's expense. At the customer's request, the Company will install or arrange for the installation of all required connecting facilities via a Local Exchange Carrier or other access provider. The installation and monthly recurring charges for any interface equipment associated with such access that is provided by the Company shall be calculated on an individual case basis, in accordance with the charges assessed by the Local Exchange Carrier or other access provider. Service orders are subject to network availability.

Customers subscribing to this service must commit to a minimum term of 12 months and a Monthly Usage Commitment of \$750 per full invoice period. In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to the Customer's Monthly Usage Commitment Option, multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period.

In the event Customer's Monthly Revenue Level does not meet the Monthly Revenue Commitment selected by the Customer in any full invoice period during the Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Monthly Revenue Commitment and the actual Monthly Revenue Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

Rates and charges for Excel's Affinity Dedicated Program are set forth in Section 4.77.1 following. Calls are rated based on call duration. Affinity Dedicated Program rates apply to direct dial, toll free (800/8XX) and calling card calls.

Account Codes are available under the Affinity Dedicated Program to assist Customers in managing and tracking their long distance usage. Customers may select validated account codes which are specific, pre-defined combinations of digits registered within Company's database, and only those pre-defined codes can be used to complete a call, or Customers may select non-validated codes of a specific length and any code of that specific length can be used to complete a call.

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SECTION 4 - RATES (Continued)

4.77 Affinity Dedicated Program (Continued)

(N)

4.77.1 Per Minute Rates

Customers of the Affinity Dedicated Program will be billed at the following per minute usage rate regardless of mileage and/or time of day:

Direct-Dial Outbound	\$.0280
Inbound 800/8XX	\$.0320

A six (6) second minimum will apply to each completed direct-dial outbound and inbound 800/8XX call, and thereafter, Customers will be billed in six (6) second increments.

4.77.2 Calling Card

Customers of the Affinity Dedicated Program will be billed at the following rate for calling card calls:

Per minute rate:	\$.1500
------------------	----------

A thirty (30) second minimum will apply to each completed calling card call, and thereafter, Customers will be billed in six (6) second increments

4.77.3 Recurring and Non-Recurring Charges

Customers will be billed the following fees for optional services:

Toll Free Numbers (800/888)	\$ 1.00 per month, per number
Establish New Toll-Free Number	\$ 5.00 per number
Non-Verified Account Codes:	\$ 5.00 per month, per code
Verified Account Codes:	\$10.00 per month, per code
Optional Management Invoice Reports	
Paper	\$ 2.00 per month, per report
Electronic	\$10.00 per month, per report

4.77.4 Directory Assistance

\$ 1.40 per call

(N)

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SECTION 4 - RATES (Continued)

4.78 Affinity Switched Program

Excel's Affinity Switched Program is intended for business Customers, who meet the Company's credit approval guidelines, for calling within the Commonwealth of Kentucky. This program is promoted and sold only through designated agents and dealers of Excel. Customers access Excel via Equal Access FGD circuits and/or other Switched Access Services. In order to receive the Affinity Switched Program usage rates, the Customer must be entered into the Excel billing database prior to utilizing this program. Calls are routed over Carrier's transmission and switching facilities to any valid NPA-NXX. Rates and charges for Excel's Affinity Switched Program are set forth in Section 4.78.1 following. Calls are rated based on call duration. Affinity Switched Program rates apply to direct dial, toll free (800/8XX) and calling card calls. A monthly recurring charge will also apply.

Account Codes are available under the Affinity Switched Program to assist Customers in managing and tracking their long distance usage. Customers may select validated account codes which are specific, pre-defined combinations of digits registered with Company's switch database, and only those pre-defined codes can be used to complete a call, or Customers may select non-validated codes of a specific length and any code of that specific length can be used to complete a call.

4.78.1 Per Minute Rates

Customers of the Affinity Switched Program will be billed at the following per minute usage rate regardless of mileage and/or time of day:

Direct-Dial Outbound	\$.0710
Inbound 800/8XX	\$.0710

An eighteen (18) second minimum will apply to each completed direct-dial outbound and inbound 800/8XX call, and thereafter, Customers will be billed in six (6) second increments.

4.78.2 Calling Card

Customers of the Affinity Switched Program will be billed at the following rate for calling card calls:

Per minute rate:	\$.1500
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A thirty (30) second minimum will apply to each completed calling card call, and thereafter, Customers will be billed in six (6) second increments.

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(N)

(N)

SECTION 4 - RATES (Continued)

4.78 Affinity Switched Program (Continued)

4.78.3 Monthly Recurring and Non-Recurring Charges

Affinity Switched Program Monthly Recurring Charge \$2.95

Customers will be billed the following fees for optional services:

Toll Free Numbers (800/888)	\$ 1.00 per month, per number
Establish New Toll-Free Number	\$ 5.00 per number
Non-Verified Account Codes:	\$ 5.00 per month, per code
Verified Account Codes:	\$10.00 per month, per code
Optional Management Invoice Reports	
Paper	\$ 2.00 per month, per report
Electronic	\$10.00 per month, per report

4.78.4 Directory Assistance

\$ 1.40 per call

(N)

(N)

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SECTION 4 - RATES (Continued)

4.81 Minimum Usage Requirement

The Minimum Usage Requirement will apply in each billing cycle in which a Customer's qualifying Excel charges do not meet the minimum usage amount. The amount assessed for the Minimum Usage Requirement is the difference between the minimum usage amount of \$50.00 and the Customer's qualifying charges in a billing cycle. The Minimum Usage Requirement will not apply to customer accounts with no Excel charges in a given billing cycle or to accounts with existing monthly minimums greater than \$50.00.

Qualifying charges to be applied toward calculating the monthly usage minimum will be derived only from the following Excel charges: all long distance, calling card, toll free, conference calling and directory assistance usage, Carrier Cost Recovery Fee as well as any monthly recurring or non-recurring charges associated with the Customer's Excel services.

(N)

(N)

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SECTION 4 - RATES (Continued)

4.82 Affinity Association Program - Excel ASTA Gold Plan

(N)

The Excel ASTA Gold Plan is available only to members of ASTA and offers a switched business service that combines outbound 1+, inbound toll-free and travel card services. Customers access Excel via Equal Access FGD circuits and/or other Switched Access Services. In order to receive the Excel ASTA Gold Plan usage rates, the Customer must be entered into the Excel billing database prior to utilizing this plan. Calls are routed over Carrier's transmission and switching facilities to any valid NPA-NXX.

Rates and charges for the Excel ASTA Gold Plan are set forth below. Calls are rated based on call duration. An eighteen (18) second minimum will apply to each completed call, and thereafter, calls will be billed in 6 second increments. Customers of the Excel ASTA Gold Plan will not be subject to Excel's Minimum Usage Requirement.

4.82.1 Outbound 1+ and Inbound Toll-Free Services

Customers of the Excel ASTA Gold Plan will be billed at the following rate regardless of mileage and/or time of day for outbound 1+ and inbound toll-free calls:

\$0.0490 per minute

4.82.2 Travel Card Service

Customers of the Excel ASTA Gold Plan will be billed at the following rate regardless of mileage and/or time of day for travel card calls:

\$0.0500 per minute

4.82.3 Directory Assistance

Customers of the Excel ASTA Gold Plan will be billed at the following rate for directory assistance inquiries:

\$1.40 per call

(N)

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SECTION 4 - RATES (Continued)

4.82 Affinity Association Program - Excel ASTA Gold Plan (Continued)

(N)

4.82.4 Account Codes

Account Codes are available under the Excel ASTA Gold Plan to assist Customers in managing and tracking their long distance usage. Customers may select validated account codes which are specific, pre-defined combinations of digits registered with Excel's switch database, and only those pre-defined codes can be used to complete a call, or Customers may select non-validated codes of a specific length and any code of that specific length can be used to complete a call.

4.82.5 Non-Recurring and Monthly Recurring Charges:

Customers of the Excel ASTA Gold Plan will be billed the following fees for optional services:

Toll-Free Numbers	\$ 1.00 per month, per number
Establish New Toll-Free Number	\$ 5.00 per number
Non-Verified Account Codes	\$ 5.00 per month, per code
Verified Account Codes	\$10.00 per month, per code
Optional Management Invoice Reports	
Paper	\$ 2.00 per month, per report
Electronic	\$10.00 per month, per report

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SECTION 4 - RATES (Continued)

4.83 Excel Value 2.7 Long Distance Plan

The Excel Value 2.7 Long Distance Plan offers a switched business service that combines outbound 1+ and inbound toll-free services. Customers access Excel via Equal Access FGD circuits and/or other Switched Access Services. In order to receive the Excel Value 2.7 Long Distance Plan usage rates, the Customer must be entered into the Excel billing database prior to utilizing this plan. Calls are routed over Carrier's transmission and switching facilities to any valid NPA-NXX.

Rates and charges for the Excel Value 2.7 Long Distance Plan are set forth below. Calls are rated based on call duration. An 18 second minimum will apply to each completed call, and thereafter, calls will be billed in 6 second increments. Customers of the Excel Value 2.7 Long Distance Plan will not be subject to Excel's Minimum Usage Requirement.

4.83.1 Outbound 1+ and Inbound Toll-Free Services

Customers of the Excel Value 2.7 Long Distance Plan will be billed at the following rate regardless of mileage and/or time of day for outbound 1+ and inbound toll-free calls:

\$0.0490 per minute

4.83.2 Monthly Access Fee

Customers who subscribe to the Excel Value 2.7 Long Distance Plan will be billed a \$0.99 per account monthly access fee. The monthly access fee will be billed in each month in which the Customer uses the Excel Value 2.7 Long Distance Plan.

4.83.3 Directory Assistance

Customers of the Excel Value 2.7 Long Distance Plan will be billed at the following rate for directory assistance inquiries:

\$1.40 per call

(N)

(N)

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SECTION 4 - RATES (Continued)

4.83 Excel Value 2.7 Long Distance Plan (Continued)

4.83.4 Account Codes

Account Codes are available under the Excel Value 2.7 Long Distance Plan to assist Customers in managing and tracking their long distance usage. Customers may select validated account codes which are specific, pre-defined combinations of digits registered with Excel's switch database, and only those pre-defined codes can be used to complete a call, or Customers may select non-validated codes of a specific length and any code of that specific length can be used to complete a call.

4.83.5 Non-Recurring and Monthly Recurring Charges:

Customers of the Excel Value 2.7 Long Distance Plan will be billed the following fees for optional services:

Toll-Free Numbers	\$ 1.00 per month, per number
Establish New Toll-Free Number	\$ 5.00 per number
Non-Verified Account Codes	\$ 5.00 per month, per code
Verified Account Codes	\$10.00 per month, per code
Optional Management Invoice Reports	
Paper	\$ 2.00 per month, per report
Electronic	\$10.00 per month, per report

(N)

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SECTION 4 - RATES (Continued)

4.84 Excel Value 3.0 Long Distance Plan

The Excel Value 3.0 Long Distance Plan offers a switched business service that combines outbound 1+ and inbound toll-free services. Customers access Excel via Equal Access FGD circuits and/or other Switched Access Services. In order to receive the Excel Value 3.0 Long Distance Plan usage rates, the Customer must be entered into the Excel billing database prior to utilizing this plan. Calls are routed over Carrier's transmission and switching facilities to any valid NPA-NXX.

Rates and charges for the Excel Value 3.0 Long Distance Plan are set forth below. Calls are rated based on call duration. An 18 second minimum will apply to each completed call, and thereafter, calls will be billed in 6 second increments. Customers of the Excel Value 3.0 Long Distance Plan will not be subject to Excel's Minimum Usage Requirement.

4.84.1 Outbound 1+ and Inbound Toll-Free Services

Customers of the Excel Value 3.0 Long Distance Plan will be billed at the following rate regardless of mileage and/or time of day for outbound 1+ and inbound toll-free calls:

\$0.0490 per minute

4.84.2 Directory Assistance

Customers of the Excel Value 3.0 Long Distance Plan will be billed at the following rate for directory assistance inquiries:

\$1.40 per call

4.84.3 Account Codes

Account Codes are available under the Excel Value 3.0 Long Distance Plan to assist Customers in managing and tracking their long distance usage. Customers may select validated account codes which are specific, pre-defined combinations of digits registered with Excel's switch database, and only those pre-defined codes can be used to complete a call, or Customers may select non-validated codes of a specific length and any code of that specific length can be used to complete a call.

(N)

(N)

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SECTION 4 - RATES (Continued)

4.84 Excel Value 3.0 Long Distance Plan (Continued)

4.84.4 Non-Recurring and Monthly Recurring Charges:

Customers of the Excel Value 3.0 Long Distance Plan will be billed the following fees for optional services:

Toll-Free Numbers	\$ 1.00 per month, per number
Establish New Toll-Free Number	\$ 5.00 per number
Non-Verified Account Codes	\$ 5.00 per month, per code
Verified Account Codes	\$10.00 per month, per code
Optional Management Invoice Reports	
Paper	\$ 2.00 per month, per report
Electronic	\$10.00 per month, per report

(N)

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SECTION 5 - PROMOTIONAL SERVICES

5.1 Promotions - General

From time to time the Company will, at its option, promote subscription or stimulate network usage by offering to waive some or all of the nonrecurring or recurring charges, reduce commitment or term requirements or to reduce rates for eligible Customers of target products. Such promotions will be made available to all similarly situated Customers in the target market area.

5.2 Dial & Win Sweepstakes Service

Dial & Win Sweepstakes Service is a direct mail promotional offering afforded to certain residential long distance Customers. The Customers, under this promotional offering, will be offered the USA Savings Plan rates, as defined in this tariff, from the period of September 11, 1996 until June 30, 1997.

No minimum usage commitment is required. Calls originate from Customer-provided standard residential switched access lines. Customers may make calls from either a presubscribed access line or by dialing the carrier's (10xxx) access code.

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.3 Telco Promotional Prepaid Calling Card:

The Telco Promotional Prepaid Calling Card Service will allow a customer to pay a fixed dollar amount in advance for long distance calling. The customer will use the toll free number on the card for access from any touch-tone telephone within the State of Kentucky . For call completion, the customer will follow recorded prompts.

A flat per minute rate will be charged; there are no off-peak rates. The per-minute cost of a call will be deducted on a real-time basis as the card is used until the full amount of the card is exhausted. The customer will be notified in advance of the exhaustion of the card. The rates for the Telco Promotional Prepaid Calling Card Service are set forth below. The rates paid by the customer will be those rates indicated on the packaging at the time of purchase of the card. An expiration date will be printed on the card. The following types of calls may not be completed with the Telco Promotional Prepaid Calling Card Service:

Calls to 500, 700, 900 and toll free numbers; and calls to Directory Assistance.

A Customer's call will be interrupted with an announcement when the balance is about to be depleted. Such announcement will occur one minute before the balance will be depleted, based on the terminating location of the call. Calls in progress will be terminated by the Company if the balance on the Telco Promotional Prepaid Calling Card is insufficient to continue the call and the Customer fails to enter the number of another valid Telco Promotional Prepaid Calling Card prior to termination.

This Telco Promotional Prepaid Calling Card Service promotion is available in \$5.00 and \$10.00 denominations; sales or excise taxes are due at the point of purchase. Telco Promotional Prepaid Calling Card Service rates apply twenty-four hours per day, seven days per week. Cards are not rechargeable. The following Per Minute Rate applies for calls placed from locations within the State of Kentucky.

This promotional service will be offered to Customers through January 31, 1999, unless otherwise canceled or extended by the Company.

Per Minute Rate: \$0.2500

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.4 2Q Option I Promotion - Prime Business Switched Service

2Q Option I Promotion - Prime Business Switched Service is a presubscribed/switched promotional telecommunications service combining inbound, outbound and travel card services exclusively to new Company business customers ordering Prime Business Switched Service between April 1, 1999, and June 30, 1999. Customers are billed at per minute rates based on a Minimum Monthly Usage Level for switched access services for origination and termination of long distance calls. Customers subscribing to this service are required to commit to a minimum term of 12 months and a Minimum Monthly Usage Level. In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to \$100.00 multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period.

5.4.1 Outbound and Inbound Per Minute Rate

Minimum Monthly Usage Level	Per Minute Rate
\$100.00 - \$199.99	\$0.0950
\$200.00 - \$499.99	\$0.0950
\$500.00 - \$999.99	\$0.0950
\$1,000.00 - \$2,499.99	\$0.0950
\$2,500.00/Over	\$0.0950

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.4 2Q Option I Promotion - Prime Business Switched Service (Continued)

5.4.3 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

5.4.4 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Kentucky. There is no surcharge.

Per Minute Rate: \$0.2000

5.4.5 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.4.6 Monthly 800/8XX Recurring Charge \$3.00/per 800 number

5.4.7 Monthly Recurring Account Charge \$5.00

5.4.8 Directory Assistance \$0.75/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.5 2Q Option D Promotion - Prime Business Switched Service

2Q Option D Promotion - Prime Business Switched Service is a presubscribed/switched promotional telecommunications service combining inbound, outbound and travel card services exclusively to new Company business customers ordering Prime Business Switched Service between April 1, 1999, and June 30, 1999. Customers are billed at per minute rates based on a Minimum Monthly Usage Level for switched access services for origination and termination of long distance calls. Customers subscribing to this service are required to commit to a minimum term of 12 months and a Minimum Monthly Usage Level. In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to \$100.00 multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period.

5.5.1 Outbound and Inbound Per Minute Rate

Minimum Monthly Usage Level	Per Minute Rate
\$100.00 - \$199.99	\$0.0900
\$200.00 - \$499.99	\$0.0900
\$500.00 - \$999.99	\$0.0900
\$1,000.00 - \$2,499.99	\$0.0950
\$2,500.00/Over	\$0.0900

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.5 2Q Option D Promotion - Prime Business Switched Service, (Continued)

5.5.3 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

5.5.4 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Kentucky. There is no surcharge.

Per Minute Rate: \$0.2000

5.5.5 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.5.6 Monthly 800/8XX Recurring Charge \$3.00/per 800 number

5.5.7 Monthly Recurring Account Charge \$5.00

5.5.8 Directory Assistance \$0.75/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.6 10-10-399 Service Promotion

10-10-399 Service Promotion is a casual calling promotional telecommunications service offering outbound 1 + to residential Customers. Participating Customers may access 10-10-399 Service by dialing access code 10-10-399. Each call has an initial minimum of 10 minutes in duration and will be charged pursuant to the flat Initial Per Call Minimum Charge listed below, 24 hours a day, 7 days a week. Any call in excess of 10 minutes will be charged the corresponding the corresponding Additional Per Minute Charge listed below. Calls will have an initial minimum of six hundred (600) seconds or 10 minutes, and any time beyond that will minimum will be billed in addition, using (60) second increments. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

This promotion begins July 15, 1999, and will remain effective until December 31, 1999, or until such time it is canceled, changed or extended by the Company.

5.6.1 Per Minute Rates:

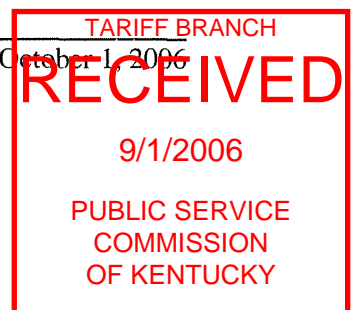
Initial Per Call Minimum Charge (10 Minutes)	\$1.10
Each Add'l Per Minute Charge (11 minutes/Over)	\$0.09

5.6.2 Directory Assistance Service Charge : \$1.10

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.7 Prime Business Select Dedicated Promotion

Prime Business Select Dedicated Promotion is a promotional telecommunications service offering inbound, outbound and travel card services to business customers requiring dedicated access arrangements. This promotion is available through December 31, 1999. Customers subscribing to this service must commit to a minimum term of 12 months. A Customer's Minimum Monthly Usage Commitment Level must consist of one of the following Options:

OPTION I \$1,500.00/voice and data transmission type services;

OPTION II \$2,500.00/voice only transmission type services.

The Customer's Monthly Usage Level is based on combined intrastate, interstate and international service.

5.7.1 Outbound and Inbound Per Minute Rates:

PER MINUTE RATES	
Monthly Usage Commitment Level OPTION I/OPTION II	12 Month Term OPTION I/OPTION II
\$1,500.00/\$2,500.00	\$0.0550/\$0.0550
\$5,000.00/\$5,000.00	\$0.0550/\$0.0550
\$7,500.00/\$7,500.00	\$0.0550/\$0.0550
\$10,000.00/\$10,000.00	\$0.0550/\$0.0550
\$15,000.00/\$15,000.00	\$0.0550/\$0.0550
\$25,000.00/\$25,000.00	\$0.0550/\$0.0550
Switched Access Overflow - utilized when dedicated traffic overflows to the switched network. The Switched Access Overflow per minute rate is \$0.0950.	

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.7 Prime Business Select Dedicated Promotion (Continued)

5.7.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to *OPTION I* or *OPTION II* Minimum Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

5.7.3 Deficiency Charge

In the event Customer's Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level associated with *OPTION I* or *OPTION II*, whichever applies, and the Customer's Actual Monthly Usage. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

5.7.4 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.7 Prime Business Select Dedicated Promotion (Continued)

5.7.5 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rate applies for all travel card calls placed within the State in addition to the per call surcharge listed below.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1000

5.7.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.7.7 Monthly 800/8XX Recurring Charge \$3.00/per 800 number

5.7.8 Directory Assistance \$1.40/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.8 Prime Business Communications Dedicated Promotion

Prime Business Communications Dedicated Promotion is a promotional telecommunications service offering inbound, outbound and travel card services to business customers requiring dedicated access arrangements. This promotion is available through December 31, 1999. A Customer's Minimum Monthly Usage Commitment Level must consist of one of the following Options:

OPTION I \$1,500.00/voice and data transmission type services;

OPTION II \$2,500.00/voice only transmission type services.

The Customer's Monthly Usage Level is based on combined intrastate, interstate and international service.

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.8 Prime Business Communications Dedicated Promotion (Continued)

5.8.1 Outbound and Inbound Per Minute Rates:

Monthly Usage Commitment Level OPTION I/OPTION II	Per Minute Rates OPTION I/OPTION II
\$1,500.00/\$2,500.00	\$0.0500/\$0.0500
\$5,000.00/\$5,000.00	\$0.0500/\$0.0500
\$7,500.00/\$7,500.00	\$0.0500/\$0.0500
\$10,000.00/\$10,000.00	\$0.0500/\$0.0500
\$15,000.00/\$15,000.00	\$0.0500/\$0.0500
\$25,000.00/\$25,000.00	\$0.0500/\$0.0500
Switched Access Overflow - utilized when dedicated traffic overflows to the switched network. The Switched Access Overflow per minute rate is \$0.0950.	

5.8.2 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.8 Prime Business Communications Dedicated Promotion (Continued)

5.8.3 Travel Card Per Minute Rates

Customers subscribing to this promotional service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rate applies for all travel card calls placed within the State in addition to the per call surcharge listed below.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1500

5.8.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.8.5 Monthly 800/8XX Recurring Charge \$3.00/per 800 number

5.8.6 Directory Assistance \$1.40/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.9 Prime Business Communications Switched Promotion #2

Prime Business Communications Switched Promotion #2 is a promotional telecommunications service offering inbound, outbound and travel card services to business customers requiring presubscribed/switched access arrangements. This promotion is available through December 31, 1999. Customers are billed at the flat per minute rates listed below.

5.9.1 Outbound and Inbound Per Minute Rate:

\$0.0900

5.9.2 Billing Increments:

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

5.9.3 Travel Card Per Minute Rates

Customers subscribing to this promotional service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rate applies for all travel card calls placed within the State in addition to the per call surcharge listed below.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1500

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.9 Prime Business Communications Switched Promotion #2 (Continued)

5.9.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.9.5 Monthly 800/8XX Recurring Charge \$3.00/per 800 number

5.9.6 Directory Assistance \$1.40/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.10 Prime Business Communications Switched Promotion #1

Prime Business Communications Switched Promotion #1 is a promotional telecommunications service offering inbound, outbound and travel card services to business customers requiring presubscribed/switched access arrangements. This promotion is only available through December 31, 1999. Customers are billed at per minute rates based on actual total Minimum Monthly Volume Usage Levels for switched access services for origination and termination of long distance calls. A Customer's Monthly Volume Usage Level is based on combined intrastate, interstate and international usage.

5.10.1 Outbound and Inbound Per Minute Rates:

Monthly Volume Usage Levels	Per Minute Rates
\$0 - \$199.99	\$0.0900
\$200.00 - \$499.99	\$0.0900
\$500.00/Over	\$0.0900

5.10.2 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.10 Prime Business Communications Switched Promotion #1 (Continued)

5.10.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rate applies for all travel card calls placed within the State in addition to the per call surcharge listed below.

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1500

5.10.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.10.5 Monthly 800/8XX Recurring Charge \$3.00/per 800 number

5.10.6 Directory Assistance \$1.40/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.11 Prime Business Select Switched Promotion #2

Prime Business Select Switched Promotion #2 is a promotional telecommunications service offering inbound, outbound and travel card services to business customers requiring presubscribed/switched access arrangements. This promotion is available through December 31, 1999. Customers are billed at per minute rates based on actual total Monthly Volume Usage Levels for switched access services for origination and termination of long distance calls. A Customer's Monthly Volume Usage Level is based on combined intrastate, interstate and international usage. Customers subscribing to this service must commit to a minimum term of 12 months. In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to \$100.00, multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period.

5.11.1 Outbound and Inbound Per Minute Rates

PER MINUTE RATES	
Monthly Volume Usage Levels	12 Month Term
\$0 - \$99.99	\$0.0900
\$100.00 - \$199.99	\$0.0900
\$200.00 - \$499.99	\$0.0900
\$500.00/Over	\$0.0900

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.11 Prime Business Select Switched Promotion #2 (Continued)

5.11.2 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

5.11.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rate applies for all travel card calls placed within the State. A per call surcharge does not apply.

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.0000

5.11.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.11.5 Monthly 800/8XX Recurring Charge \$3.00/per 800 number

5.11.6 Directory Assistance \$1.40/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.12 Prime Business Select Switched Promotion #1

Prime Business Select Switched Promotion #1 is a promotional telecommunications service offering inbound, outbound and travel card services to business customers requiring presubscribed/switched access arrangements. This promotion is available through December 31, 1999. Customers are billed at per minute rates based on actual total Monthly Volume Usage Levels for switched access services for origination and termination of long distance calls. A Customer's Monthly Volume Usage Level is based on combined interstate, intrastate and international usage. Customers subscribing to this service must commit to a minimum term of 12 months. In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to \$100.00, multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period.

5.12.1 Outbound and Inbound Per Minute Rates

	PER MINUTE RATES
Monthly Volume Usage Level	12 Month Term
\$0 - \$500.00	\$0.0900
\$501.00 - \$1,000.00	\$0.0900
\$1,001.00 - \$2,500.00	\$0.0900
\$2,501.00/Over	\$0.0900

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.12 Prime Business Select Switched Promotion #1 (Continued)

5.12.2 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

5.12.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rate applies for all travel card calls placed within the State. A per call surcharge does not apply.

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.0000

5.12.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.12.5 Monthly 800/8XX Recurring Charge \$3.00/per 800 number

5.12.6 Directory Assistance \$1.40/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.13 Specialized Switched Promotion

Specialized Switched Promotion is a promotional telecommunications service offering inbound, outbound and travel card services to business customers requiring presubscribed/switched access arrangements. This promotion is available through December 31, 1999. Customers are billed at per minute rates based on actual total Monthly Volume Usage Levels for switched access services for origination and termination of long distance calls. Customers subscribing to this service must commit to a minimum term of 12 months. In the event a Customer terminates service with the Company prior to the end of the 12-month Term Commitment Period, or in the event that the Company terminates service based on the Customer's default, the Customer will be responsible for paying a Termination Charge equal to \$100.00, multiplied by the number of months remaining in the Customer's agreed 12-month Term Commitment period. A Customer's Monthly Usage Commitment Level is based on combined intrastate, interstate and international usage.

5.13.1 Outbound and Inbound Per Minute Rates

PER MINUTE RATES	
Monthly Volume Usage Levels	12 Month Term
\$0 - \$500.00	\$0.0900
\$501.00 - \$1,000.00	\$0.0900
\$1,001.00 - \$2,500.00	\$0.0900
\$2,501.00/Over	\$0.0900

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.13 Specialized Switched Promotion (Continued)

5.13.2 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of eighteen (18) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

5.13.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rate applies for all travel card calls placed within the State. A per call surcharge does not apply.

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.0000

5.13.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.13.5 Monthly 800/8XX Recurring Charge \$3.00/per 800 number

5.13.6 Directory Assistance \$1.40/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.14 Specialized Dedicated Promotion #1

Specialized Dedicated Promotion #1 is a promotional telecommunications service offering inbound, outbound and travel card services to business customers requiring dedicated access arrangements for voice transmission service types. This promotion is available through December 31, 1999. Customers subscribing to this service promotion must commit to a minimum term of 12 months and a Minimum Monthly Usage Commitment Level of \$2,500.00. The Customer's Monthly Usage Commitment Level is based on combined intrastate, interstate and international service.

5.14.1 Outbound and Inbound Per Minute Rates

PER MINUTE RATES	
Monthly Usage Commitment Level	12 Month Term
\$2,500.00 - \$4999.99	\$0.0550
\$5,000.00/Over	\$0.0550
Switched Access Overflow - utilized when dedicated traffic overflows to the switched network. The Switched Access Overflow per minute rate is \$0.0950.	

5.14.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Minimum Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.14 Specialized Dedicated Promotion #1 (Continued)

5.14.3 Deficiency Charge

In the event Customer's Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

5.14.4 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of six (6) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

5.14.5 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rate applies for all travel card calls placed within the State. A per call surcharge does not apply.

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.0000

5.14.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.14.7 Monthly 800/8XX Recurring Charge \$2.00/per 800/8XX number

5.14.8 Directory Assistance \$1.40/per call charge

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.15 Specialized Dedicated Promotion #2

Specialized Dedicated Promotion #2 is a promotional telecommunications service offering inbound, outbound and travel card services to business customers requiring access arrangements for both voice and data transmission type services. This promotion is available through December 31, 1999. Customers subscribing to this service must commit to a minimum term of 12 months and a Minimum Monthly Usage Commitment Level of \$1,500.00. The Customer's Monthly Usage Commitment Level is based on combined intrastate, interstate and international usage.

5.15.1 Outbound and Inbound Per Minute Rates

PER MINUTE RATES	
Monthly Volume Usage Level	12 Month Term
\$1,500.00 - \$4999.99	\$0.0550
\$5,000.00/Over	\$0.0550
Switched Access Overflow - utilized when dedicated traffic overflows to the switched network. The Switched Access Overflow per minute rate is \$0.0950.	

5.15.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Minimum Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.15 Specialized Dedicated Promotion #2 (Continued)

5.15.3 Deficiency Charge

In the event Customer's Monthly Usage does not meet the Minimum Monthly Usage Commitment Level in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Minimum Monthly Usage Commitment Level and the Customer's Actual Monthly Usage. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

5.15.4 Billing Increments

Each direct-dialed call and inbound toll free call completed will have an initial minimum of six (6) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

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SECTION 5 - PROMOTIONAL SERVICES (Continued)

5.15 Specialized Dedicated Promotion #2 (Continued)

5.15.5 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rate applies for all travel card calls placed within the State. A per call surcharge does not apply.

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.0000

5.15.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

5.15.7 Monthly 800/8XX Recurring Charge \$2.00/per 800/8XX number

5.15.8 Directory Assistance \$1.40/per call charge

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SECTION 6 - CONTRACT SERVICES

6.1 CARRIER INTRASTATE DOMESTIC TERMINATION SERVICE

Carrier Intrastate Domestic Termination Service is available only to Other Certificated Carriers (“OCC”) who wish to utilize the Company network to terminate intrastate traffic. The OCC must meet certain Company specified credit evaluations in order to purchase this service offering. In addition, the OCC must have obtained required operating authority. The OCC must have use of their own Primary Interexchange Carrier Code. OCCs who qualify for this service will receive call termination at the rates specified in Section 6.1.4 following. Rates are based upon the LATA and the LEC to which the call terminates, as well as the Customer’s Monthly Minimum Minutes of Use Commitment.

Traffic provided under this service offering must meet the following specifications:

- 6.1.1 A minimum of 80% of the OCC’s total minutes of use which terminate on the Company network under this service offering must be during the times of 8:00 AM to but not including, 5:00 PM Monday through Friday. If the minutes of use terminating during this time frame drops below the 80% threshold, the Company reserves the right to discontinue the service upon written notice to the OCC or intrastate domestic minutes at \$0.065 per minute.
- 6.1.2 Calls will be billed in six (6) second increments after an initial calling period, for billing purposes, of six (6) seconds.
- 6.1.3 In addition to the appropriate LATA termination rate specified in Section 6.1.4, a surcharge of \$0.02 per minute will be charged for all calls terminating to non Bell South - Kentucky exchanges.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.1 CARRIER INTRASTATE DOMESTIC TERMINATION SERVICE (Continued)

6.1.4 Per Minute Rates

Per Minute Termination Rates listed below are available in four (4) different Rate Levels, determined by the Customer's Monthly Minimum Minutes of Use Commitment. A Customer's domestic interstate, intrastate, and international minutes of use under this service offering will be counted toward the Monthly Minimum Minutes of Usage Commitment. At the Company's sole discretion, minutes of use under other Company service offerings, term commitments, revenue commitments, ramp-up periods, or other criteria may be used in combination with minutes of use in order to determine whether or not a Customer is eligible for a particular Rate Level.

(A) Per Minute Rates

Rate Level	Monthly Commitment Level	Per Minute Rate
1	Less than 1,000,000 minutes per month	\$0.0475
2	1,000,000 to 4,999,999 minutes per month	0.0455
3	5,000,000 to 9,999,999 minutes per month	0.0440
4	Greater than 10,000,000 minutes per month	0.0425

6.1.5 Directory Assistance Rate:

Rate Level	Per Call Charge
1	\$0.44
2	\$0.42
3	\$0.40
4	\$0.38

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SECTION 6 - CONTRACT SERVICES (Continued)

6.2 CIC ASSOCIATION SERVICE II

CIC Association Service II is available only to Other Certificated Carriers (“OCCs”). The OCC must meet certain Company specified credit evaluations in order to purchase this service offering. In addition, the OCC must have obtained required operating authority. The OCC must have use of their own Primary Interexchange Carrier Code. OCCs subscribing to this service offering must pay for their own originating access service. Company may also, at its sole discretion, require that subscribers to this service offering have an existing billing or data processing arrangement with the Company. OCCs who qualify for this service will receive call termination at the rates specified in Section 6.2.4 following. Rates are based upon the LATA and the LEC to which the call terminates, as well as the Customer’s Monthly Minimum Minutes of Use Commitment.

Traffic provided under this service offering must meet the following specifications:

- 6.2.1 A minimum of 80% of the OCC’s total minutes of use which terminate on the Company network under this service offering must be during the times of 8:00 AM to but not including, 5:00 PM Monday through Friday. If the minutes of use terminating during this time frame drops below the 80% threshold, the Company reserves the right to discontinue the service upon written notice to the OCC or rerate intrastate minutes at \$0.065 per minute.
- 6.2.2 Calls will be billed in six (6) second increments after an initial calling period, for billing purposes, of six (6) seconds.
- 6.2.3 In addition to the appropriate LATA termination rate specified in Section 6.2.4, a surcharge of \$0.02 per minute will be charged for all calls terminating to all non Bell South - Kentucky exchanges.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.2 CIC ASSOCIATION SERVICE II (Continued)

6.2.4 Per Minute Rates

Per Minute Termination Rates listed below are available in four (4) different Rate Levels, determined by the Customer's Monthly Minimum Minutes of Use Commitment. A Customer's domestic interstate, intrastate, and international minutes of use under this service offering will be counted toward the Monthly Minimum Minutes of Usage Commitment. At the Company's sole discretion, minutes of use under other Company service offerings, term commitments, revenue commitments, ramp-up periods, or other criteria may be used in combination with minutes of use in order to determine whether or not a Customer is eligible for a particular Rate Level.

(A) Per Minute Rates

Rate Level	Monthly Commitment Level	Per Minute Rate
1	Less than 1,000,000 minutes per month	\$0.0475
2	1,000,000 to 4,999,999 minutes per month	0.0455
3	5,000,000 to 9,999,999 minutes per month	0.0440
4	Greater than 10,000,000 minutes per month	0.0425

6.2.5 Directory Assistance Rate:

Rate Level	Per Call Charge
1	\$0.44
2	\$0.42
3	\$0.40
4	\$0.38

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SECTION 6 - CONTRACT SERVICES (Continued)

6.3 SWITCHLESS 1+ AND TOLL FREE RESALE SERVICE

Switchless 1+ and Toll Free Resale Service is available only to Other Certificated Carriers (“OCC”) who wish to utilize the Company network to originate, switch, and terminate domestic traffic. OCC must meet certain Company specified credit evaluations in order to purchase this service offering. In addition, the OCC must have obtained required operating authority. The OCC must have use of their own Primary Interexchange Carrier Code. The Company may also, at its sole discretion, require that subscribers to this service offering have an existing billing or data processing arrangement with the Company.

OCCs who qualify for this service will receive the rates specified in Section 6.3.3 following. Rates are based upon the LATA and the LEC from which the call originates and to which the call terminates, as well as the Customer’s Monthly Minimum Revenue Commitment. Orders for service will only be accepted from OCCs for provision of service to Customers residing in areas served by Bell South - Kentucky.

Calls will be billed in six (6) second increments after an initial calling period, for billing purposes, of eighteen (18) seconds.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.3 SWITCHLESS 1+ AND TOLL FREE RESALE SERVICE (Continued)

6.3.1 Per Minute Rates

Per Minute Rates listed below are available in four (4) different Rate Levels, determined by the Customer's Monthly Minimum Revenue Commitment. A Customer's 1+ and toll-free domestic interstate, intrastate, and international revenue under this service offering will be counted toward the Monthly Minimum Revenue Commitment. At the Company's sole discretion, revenue under other Company service offerings, term commitments, minutes of use commitments, ramp-up periods, or other criteria may be used in combination with revenue in order to determine whether or not a Customer is eligible for a particular Rate Level.

(A) Per Minute Rates

Rate Level	Monthly Commitment Level	Per Minute Rate
1	Less than \$100,000 in monthly billing	\$0.0750
2	\$100,000 to \$249,999 in monthly billing	0.0750
3	\$250,000 to \$499,999 in monthly billing	0.0750
4	\$500,000 to \$749,999 in monthly billing	0.0750
5	\$750,000 + in monthly billing	0.0750

6.3.2 Intrastate Directory Assistance Rate

Per call charge \$.55

6.3.3 Toll-Free Number Monthly Recurring Fees

OCCs will pay no monthly recurring fees for the first ten (10) toll-free numbers which they reserve or install using the Company as the designated Responsible Organization. For each additional number in excess of ten (10), a \$1.00 monthly recurring fee is charged.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.4 CARRIER 800 ORIGINATION

Carrier 800 Origination Service is available only to Other Certificated Carriers ("OCCs"). OCC must meet certain Company specified credit evaluations in order to purchase this service offering. In addition, the OCC must have obtained required operating authority. The OCC must have use of their own Primary Interexchange Carrier Code. Company may also, at its sole discretion, require that subscribers to this service offering have an existing billing or data processing arrangement with the Company. OCCs who qualify for this service will receive 800 origination at the rates specified in Section 6.4.4 following. Rates are based upon the LATA and the LEC from which the call originates, as well as the Customer's Monthly Minimum Minutes of Use Commitment. OCCs must also pay for facility installation and monthly recurring dedicated access fees which will be determined on an individual case basis.

Traffic provided under this service offering must meet the following specifications:

- 6.4.1 A minimum of 80% of the OCC's total minutes of use which originate on the Company network under this service offering must be during the times of 8:00 AM to but not including, 5:00 PM Monday through Friday. If the minutes of use terminating during this time frame drops below the 80% threshold, the Company reserves the right to discontinue the service upon written notice to the OCC or rerate intrastate minutes at \$0.065 per minute.
- 6.4.2 Calls will be billed in six (6) second increments after an initial calling period, for billing purposes, of six (6) seconds.
- 6.4.3 In addition to the appropriate LATA origination rate specified in Section 6.4.4, a surcharge of \$0.02 per minute will be charged for all calls originating from non Bell South - Kentucky exchanges.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.4 CARRIER 800 ORIGINATION (Continued)

6.4.4 Rate Level Definitions

Per Minute Origination Rates listed below are available in four (4) different Rate Levels, determined by the Customer's Monthly Minimum Minutes of Use Commitment. A Customer's domestic interstate, intrastate, and international minutes of use under this service offering will be counted toward the Monthly Minimum Minutes of Usage Commitment. At the Company's sole discretion, minutes of use under other Company service offerings, term commitments, revenue commitments, ramp-up periods, or other criteria may be used in combination with minutes of use in order to determine whether or not a Customer is eligible for a particular Rate Level.

(A) Per Minute Rates

Rate Level	Monthly Commitment Level	Per Minute Rate
1	Less than 1,000,000 minutes per month	\$0.0650
2	1,000,000 to 4,999,999 minutes per month	0.0630
3	5,000,000 to 9,999,999 minutes per month	0.0615
4	Greater than 10,000,000 minutes per month	0.0600

6.4.5 Directory Assistance Rate:

Rate Level	Per Call Charge
1	\$0.44
2	\$0.42
3	\$0.40
4	\$0.38

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SECTION 6 - CONTRACT SERVICES (Continued)

6.5 Protech Access One Service

Protech Access One Service is an outbound service offered to Customers that presubscribe to the Company's service through specific sales agents of the Company. Service is provided to business Customers.

Protech Access One Service will be billed in six (6) increments after an initial period, for billing purposes, of eighteen (18) seconds.

6.5.1 Per Minute Rates:
Initial Minute: \$0.1290
Each Additional Minute: \$0.1290

6.5.2 Protech Access One - Toll Free

Protech Access One Toll Free is an inbound calling service utilizing switched access facilities. This service permits the Customer to receive incoming calls from all locations within Kentucky. With Protech One Toll Free Service, the Customer is charged for the call, not the calling party. Calls are billed in six (6) second increments with a minimum initial calling period of eighteen (18) seconds.

Per Minute Rates:
Initial Minute: \$0.1290
Each Additional Minute: \$0.1290

6.5.3 Travel Card

Per Minute Rates:
Initial Minute: \$0.1990
Each Additional Minute: \$0.1990

Per Call Surcharge: \$0.0000

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SECTION 6 - CONTRACT SERVICES (Continued)

6.6 Master Dealer Program

The Master Dealer Program is available to business customers through an authorized agent of the Company. Calls are originated from presubscribed locations. This service permits the Customers to make direct dialed 1+ calls from locations within Kentucky. Calls are bill in (6) six second increments with a minimum calling period, for billing purposes of (18) eighteen seconds.

These rates apply to direct dialed, toll free (800/888) and calling card calls. There are no monthly fees or recurring charges. Calls are billed individually and rated by time of day, duration, and day of week.

6.6.1 Switched Interstate Rates

Per Minute Rates
\$0.0900

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SECTION 6 - CONTRACT SERVICES (Continued)

6.7 SWITCHLESS 1+ AND TOLL FREE DEDICATED RESALE SERVICE

Switchless 1+ and Toll Free Dedicated Resale Service is available only to Other Certificated Carriers (“OCC”) who wish to utilize the Company network to originate, switch, and terminate domestic traffic. OCC must meet certain Company specified credit evaluations in order to purchase this service offering. In addition, OCC must have obtained required operating authority in the states in which they conduct business and file tariffs, when required by law, with a state or federal authority. Company may also, at its sole discretion, require that subscribers to this service offering have an existing billing or data processing arrangement with the Company.

OCCs who qualify for this service will receive the rates specified in Section 6.7.2 following. Rates are based upon the LATA and the LEC from which the call originates and to which the call terminates, as well as the Customer’s Monthly Minimum Revenue Commitment. Orders for service will only be accepted from OCCs for provision of service to Customers residing in areas served by ALLTEL.

A \$.0125 surcharge is applied for all non-peak minutes above 20% (Sunday through Friday 7PM - 9PM). In addition, a \$0.02 per minute charge will apply for all 1+ calls terminating to and all toll-free calls originating from the Local Exchange Carrier’s Operator Carrier Number “OCN” other than Bell South.

Calls will be billed in six (6) second increments after an initial calling period, for billing purposes, of eighteen (18) seconds.

6.7.1 Rate Level Definitions

Per Minute Rates listed in Section 6.7.2 are available in four (4) different Rate Levels, determined by the Customer’s Monthly Minimum Revenue Commitment.

Rate Level	Monthly Commitment Level
1	Less than \$100,000 in monthly billing
2	\$100,000 to \$249,999 in monthly billing
3	\$250,000 to \$499,999 in monthly billing
4	\$500,000 to \$749,999 in monthly billing
5	\$750,000 + in monthly billing

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SECTION 6 - CONTRACT SERVICES (Continued)

6.7 Switchless 1+ And Toll Free Dedicated Resale Service (Continued)

6.7.2 Per Minute Rates - Dedicated

Rates apply for 1+ services terminating to the designated locations and toll-free services originating from the designated locations.

Commitment Level 1	Commitment Level 2	Commitment Level 3	Commitment Level 4
\$0.0640	\$0.0610	\$0.0580	\$0.0550

6.7.2 Intrastate Directory Assistance Rate

Per call charge \$0.55

6.7.3 Toll-Free Number Monthly Recurring Fees

OCCs will pay no monthly recurring fees for the first ten (10) toll-free numbers which they reserve or install using the Company as the designated Responsible Organization. For each additional number in excess of ten (10), a \$1.00 monthly recurring fee is charged.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.8 Carrier Dedicated Toll Free Origination

Carrier Dedicated Toll Free Origination Service is available only to Other Certificated Carriers (OCCs"). OCC must meet certain Company specified credit evaluations in order to purchase this service offering. In addition, OCC must have obtained required operating authority in the states in which they conduct business and file tariffs, when required by law, with a state or federal authority and have use of their own Primary Interexchange Carrier Code. Company may also, at its sole discretion, require that subscribers to this service offering have an existing billing or data processing arrangement with the Company. OCCs who qualify for this service will receive 800 origination at the rates specified in Section 6.8.5 following. Rates are based upon the LATA and the LEC from which the call originates, as well as the Customer's Monthly Minimum Minutes of Use Commitment. OCCs must also pay for facility installation and monthly recurring dedicated access fees which will be determined on an individual case basis.

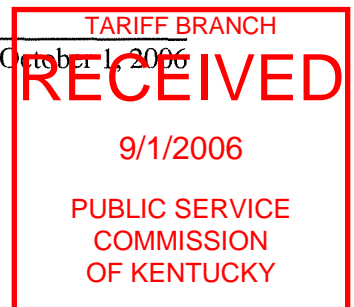
Traffic provided under this service offering must meet the following specifications:

- 6.8.1 A minimum of 80% of the OCC's total minutes of use which originate on the Company network under this service offering must be during the times of 8:00 AM to but not including, 5:00 PM Monday through Friday. If the minutes of use terminating during this time frame drops below the 80% threshold, the Company reserves the right to discontinue the service upon written notice to the OCC or rerate domestic minutes at \$0.065 per minute.
- 6.8.2 Calls will be billed in six (6) second increments after an initial calling period, for billing purposes, of six (6) seconds.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.8 Carrier Dedicated Toll Free Origination (Continued)

6.8.3 In addition to the appropriate LATA origination rate specified in Section 6.8.5, a surcharge of \$0.02 per minute will be charged for all calls originating from Local Exchange Carrier OCN's other than those listed below:

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SECTION 6 - CONTRACT SERVICES (Continued)

6.8 Carrier Dedicated Toll Free Origination (Continued)

6.8.4 Rate Level Definitions

Per Minute Origination Rates listed in Section 6.8.5 are available in four (4) different Rate Levels, determined by the Customer's Monthly Minimum Minutes of Use Commitment. A Customer's domestic interstate, intrastate, and international minutes of use under this service offering will be counted toward the Monthly Minimum Minutes of Usage Commitment. At the Company's sole discretion, minutes of use under other Company service offerings, term commitments, revenue commitments, ramp-up periods, or other criteria may be used in combination with minutes of use in order to determine whether or not a Customer is eligible for a particular Rate Level.

Rate Level	Monthly Commitment Level
1	Less than 1,000,000 minutes per month
2	1,000,000 to 4,999,999 minutes per month
3	5,000,000 to 9,999,999 minutes per month
4	10,000,000 + minutes per month

6.8.5 Per Minute Rates

LATA Number	Rate Level 1	Rate Level 2	Rate Level 3	Rate Level 4
462	0.0635	0.0615	0.0600	0.0585
464	0.0800	0.0780	0.0765	0.0750
466	0.0800	0.0780	0.0765	0.0750
922	0.0504	0.0484	0.0469	0.0454

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SECTION 6 - CONTRACT SERVICES (Continued)

6.9 COMTEL Prime Business

COMTEL Prime Business service is offered to business Customers of the Company through a master agent of the Company. This service provides Customers the option of outbound 1+ and inbound toll free service based upon the monthly commitment level chosen by the Customer. COMTEL Prime Business service is available to business Customers of the Company. Customers must sign a 12 month term plan at the minimum levels listed below. The Customer will be billed the minimum monthly commitment if the actual monthly usage is below the commitment level. The language of the contract will identify the termination penalty the Customer will pay if the contract is terminated early. All calls will be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

6.9.1 COMTEL 975 - Customers must commitment to minimum monthly usage of \$250. The customer will be billed for the minimum commitment level if account monthly usage is less than the commitment.

(A) Per Minute Rates

(1)	Outbound Service	\$0.0975
(2)	Inbound Service	\$0.0975

6.9.2 COMTEL 925 - Customers must commitment to minimum monthly usage of \$300. The customer will be billed for the minimum commitment level if account monthly usage is less than the commitment.

(A) Per Minute Rates

(1)	Outbound Service	\$0.0925
(2)	Inbound Service	\$0.0925

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SECTION 6 - CONTRACT SERVICES (Continued)

6.10 Global Systems Prime 975

Global Systems Prime 975 service is offered to business Customers of the Company through a master agent of the Company. This service provides Customers the option of outbound 1+ and inbound toll free service. Global Systems Prime 975 service is available to business Customers of the Company. Customers must sign a 12 month term plan. The language of the contract will identify the termination penalty the Customer will pay if the contract is terminated early. All calls will be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

6.10.1 Per Minute Rates

(A)	Outbound Service	\$0.0975
(B)	Inbound Service	\$0.0975

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SECTION 6 - CONTRACT SERVICES (Continued)

6.11 Special Contract Number 36

Special Contract Number 36 is an outbound 1+ and inbound toll free business only service, available to large business customers. Calls are originated from presubscribed locations or by dialing the company's "10xxx" code.

This service permits the Customers to make direct dialed 1+ and receive inbound toll free calls from locations within the state of Kentucky. Customers must commit to a \$1,000 monthly minimum under a 12 month term plan.

Calls are billed in six (6) second increments with a minimum initial calling period of eighteen (18) seconds.

Per Minute Rate: \$0.0800

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SECTION 6 - CONTRACT SERVICES (Continued)

6.12 Affinity Association Program - IIAA

Affinity Association Program - IIAA service is available to members of the IIAA association, only. This service is a customized telecommunications offering combining inbound, outbound and calling (travel) card services. Customers are billed at a flat per minute rate for both switched or dedicated access. Dedicated Access Service requires a Minimum Monthly Commitment of \$2,500. For dedicated access, dedicated facilities between the Customer's premises and the Company's terminal location(s) are required. The Company will arrange for the installation of all required connecting facilities via a Local Exchange Carrier or other access provider. The installation and monthly recurring charges for any interface equipment associated with such access that is provided by the Company shall be calculated on an individual case basis, in accordance with the charges assessed by the Local Exchange Carrier or other access provider. Customers requesting to sign up for this service must provide documentation to the Company showing the Customer is a member in good standing with the IIAA association.

6.12.1 Per Minute Usage Rates:

Switched Service	
1+ Outbound Service	\$0.0900
Toll Free Inbound Service	\$0.0900
Dedicated Service	
1+ Outbound Service	\$0.0600
Toll Free Inbound Service	\$0.0600

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SECTION 6 - CONTRACT SERVICES (Continued)

6.12 Affinity Association Program - IIAA (Continued)

6.12.2 Calling (Travel) Card Service: Customer subscribing to this program will be provided with a travel calling card that allows them to make calls while away from the home or office. Per minute rates and a per call surcharge apply.

Travel Card Service Type	Per Minute Rate	Per Call Surcharge
Switched Customer	\$0.2000	\$0.2500
Dedicated Customer	\$0.1800	\$0.1000

Directory Assistance Charge: \$0.75

Billing Increments: Calls will be billed at an initial minimum of eighteen (18) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

Service Hours:

Rates apply 24 hours a day, 7 days a week

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SECTION 6 - CONTRACT SERVICES (Continued)

6.13 975 Service Program

975 Service Program is available to business customers through an authorized agent of the Company who generates \$250 in monthly combined intrastate and interstate revenue. Customers must commit to a 12 month Term Plan. Calls are originated from presubscribed locations. This service is a customized telecommunications offering combining inbound, outbound and calling (travel) card services.

6.13.1 Per Minute Rate:

The following rate applies to direct dialed and toll free (800/888) calls. There are no monthly fees or recurring charges. Calls are billed individually and rated by duration.

\$0.0975

6.13.2 Calling (Travel) Card Service: Customer subscribing to this program will be provided with a travel calling card that allows them to make calls while away from the home or office. Per minute rates and a per call surcharge apply.

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2500

6.13.3 Directory Assistance Charge: \$0.75

6.13.4 Billing Increments: Calls will be billed at an initial minimum of eighteen (18) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

6.13.5 Service Hours: Rates apply 24 hours a day, 7 days a week

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SECTION 6 - CONTRACT SERVICES (Continued)

6.13 975 Service Program (Continued)

6.13.6 Deficiency Charge:

In the event Customer's Monthly Revenue Level does not meet the Monthly Revenue Commitment selected by the Customer in any invoice period during the Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Monthly Revenue Commitment and the actual Monthly Revenue Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

6.13.7 Termination Penalty Charge:

In the event the Customer terminates service with the Company prior to the end of the Term Commitment Period, or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Customer's Monthly Revenue Commitment multiplied by the number of months remaining in the Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term contract signed by the Customer at the initiation of service.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.14 SWITCHED 1+ AND TOLL FREE RESALE SERVICE

6.14.1 The Company's Switched 1+ and Toll Free Resale Service is available only to resale telecommunication carriers ("Customers") that want to utilize the Company's network to terminate service. Customers must meet certain Company-specified credit evaluations in order to be offered this service option. In addition, Customers must have obtained operating authority in the state (s) which they conduct business, and file tariff (s) where required by law, with an applicable state or federal authority, and have use of their own Primary Interexchange Code. Company may also, at its sole discretion, require that subscribers to this service offering have an existing billing or data processing arrangement with the Company. Customers that qualify for this service will receive call termination at the rates specified below. Rates are based upon the Customer's Monthly Minimum Revenue Commitment. The Customer's Monthly Minimum Usage Commitment is based on combined intrastate, interstate and international usage.

Call traffic under this service option must meet the following other specifications:

- a. A minimum of 80% of the Customers total minutes of use which terminate on the Company's network for this service offering must be during the times of 9:01 pm and 6:59 pm, Sunday - Friday. If the Customer's minutes of use terminating during this time period drops below the 80% threshold, the Company reserves the right to discontinue service to the Customer upon written notice or rerate the Customer's domestic minutes of use at an additional per minute rate of \$.0125.
- b. Calls are billed at six (6) second increments, after an initial calling period of six (6) seconds. Any fractional portion of a call thereafter will be rounded up to the next higher billing increment.
- c. Calls which originate in a non-RBOC area will be assessed an additional charge of \$0.02 per minute.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.14 SWITCHED 1+ AND TOLL FREE RESALE SERVICE (Continued)

6.14.2 Monthly Minimum Usage Options

OPTIONS	MONTHLY MINIMUM USAGE COMMITMENT LEVEL
1	\$50,000
2	\$100,000
3	\$250,000
4	\$500,000/Over

6.14.3 Per Minute Usage Rates

OPTION 1 \$50,000 (Per Minute Rate)	OPTION 2 \$100,000 (Per Minute Rate)	OPTION 3 \$250,000 (Per Minute Rate)	OPTION 4 \$500,000 / Over (Per Minute Rate)
\$0.1100	\$0.1100	\$0.1100	\$0.1100

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SECTION 6 - CONTRACT SERVICES (Continued)

6.14 SWITCHED 1+ AND TOLL FREE RESALE SERVICE (Continued)

6.14.4 Directory Assistance

\$0.75 per call

6.14.5 Deficiency Charge:

In the event Customer's Monthly Revenue Level does not meet the Monthly Revenue Commitment selected by the Customer in any invoice period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Monthly Revenue Commitment and the actual Monthly Revenue Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

6.14.6 Time of Day Rate Periods

Peak: Sunday - Friday, 9:01 pm - 6:59 pm, and all day Saturday.
Off-Peak: Sunday - Friday, 7:00 pm - 9:00 pm.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.15 Brand Equity Service

Brand Equity Service is a switched/presubscribed telecommunications service offering combining inbound, outbound and travel card services to designated brand equity participant(s). This service offering is to be branded or co-branded under the trade and/or service marks owned by the brand equity participant(s) and the Company. Participants must select one of the following options listed below.

6.15.1 Inbound and Outbound Per Minute Rates

OPTIONS	MONTHLY USAGE COMMITMENT	PER MINUTE RATES
1	\$10	\$0.1200
2	\$25	\$0.1200
3	\$50	\$0.1200
4	\$75	\$0.1200
5	\$100	\$0.1200
6	\$125	\$0.1200

6.15.2 Billing Increments

Calls will be billed at an initial minimum of eighteen (18) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.15 Brand Equity Service (Continued)

6.15.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within Kentucky in addition to the per call surcharge listed below:

Per Call Surcharge:	\$0.2500
Per Minute Rates:	\$0.2000

6.15.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of eighteen (18) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

6.15.5 Directory Assistance \$0.75/per call, limit 2 inquiries.

6.15.6 Monthly Recurring Service Charges

Inbound Service Charge	\$3.00 per 800/8XX, per month.
Account Fee	\$1.95*

*Excluding the first month of service, Brand Equity Service Customers whose monthly intrastate, interstate and international long distance usage is less than \$50.00 will be assessed this fee. (Taxes, surcharges and directory assistance charges are non-usage items.)

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SECTION 6 - CONTRACT SERVICES (Continued)

6.16 Telco Dealer Service Program:

6.16.1 Telco Dealer Service Program is a 1+ outbound, inbound and calling card telecommunications service offering available only to presubscribed/switched business customers. Customers may select a Month-to-Month or a 12-Month Term Commitment Option. Customers selecting the 12-Month Term Commitment Option must sign an agreement with the Company. The Customer's Monthly Minimum Usage Commitment Level consists of all intrastate, interstate and international outbound, inbound and calling card usage including surcharges. The Monthly Minimum Usage Commitment Level does not include any monthly recurring fees or directory assistance charges. This service program is available on a Company direct bill basis only. Inbound and outbound calls will be billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

6.16.2 Monthly Minimum Usage Options

OPTIONS	MONTHLY MINIMUM USAGE COMMITMENT LEVEL
1	\$10.00
2	\$20.00
3	\$30.00
4	\$40.00
5	\$50.00/Over

6.16.3 Per Minute Usage Rates

OPTION 1	OPTION 2	OPTION 3	OPTION 4	OPTION 5
\$10.00	\$20.00	\$30.00	\$40.00	\$50.00/Over
\$0.0900	\$0.0900	\$0.0900	\$0.0900	\$0.0900

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SECTION 6 - CONTRACT SERVICES (Continued)

6.16 Telco Dealer Service Program (Continued)

6.16.4 Calling (Travel) Card Service:

Customers subscribing to this program will be provided with a travel calling card that allows them to make calls while away from the home or office. Calling card calls will be billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds. The following per minute rates and per call surcharge apply to all calling card calls.

Per Minute Rate

\$0.2000

6.16.5 Monthly Recurring Charges:

The following monthly recurring charges apply for the Telco Dealer Service Program Month-to-Month Service Option Plan and Term Commitment Option Plan:

(1)	Toll Free Numbers (800/8XX)	\$ 3.00 per month/per number.
(2)	Optional Management Reports	\$ 2.00 per month/per report.
(3)	Diskette Billing	\$10.00 per month.
(4)	Mag Tape Billing	\$10.00 per month.
(5)	Account Codes	
	Validated	\$10.00 per month.
	Non-Validated	\$ 5.00 per month.
	Customer Package	\$45.00 per month.
(6)	Account Fee	\$ 5.00 per account.

6.16.6 Directory Assistance: \$0.7000 per call charge.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.17 Prime Business Select II Dedicated Special Pricing - VII

Prime Business Select II Dedicated Special Pricing - VII is a dedicated outbound 1+ and inbound telecommunications service offering available only to business customers. Customers must commit to a 12 month Term Commitment Period and a minimum Monthly Usage Commitment Level. The Customer's service will automatically renew for another 12-month period unless the Company receives in writing a notice of non-renewal between 30 and 60 days prior to the end of the Customer's Term Commitment Period. Notice that the Commitment Period will renew will be given to the Customer no later than 60 days prior to the end of the then current term.

6.17.1 Per Minute Rates

Monthly Term Commitment Period	Monthly Usage Commitment Level	Per Minute Rate
12	\$0 - \$2,499.99	\$0.0500
	\$2,500.00 - \$4,999.99	\$0.0500
	\$5,000.00 - \$7,499.99	\$0.0500
	\$7,500.00 - \$14,999.99	\$0.0500
	\$15,000.00 - \$24,999.99	\$0.0500
	\$25,000.00 - \$49,999.99	\$0.0500
	\$50,000.00 - \$74,999.99	\$0.0500
	\$75,000.00 - \$99,999.99	\$0.0500
	\$100,000/Over	\$0.0500

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SECTION 6 - CONTRACT SERVICES (Continued)

6.17 Prime Business Select II Dedicated Special Pricing - VII (Continued)

6.17.2 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service.

6.17.3 Deficiency Charge

In the event Customer's Monthly Usage Commitment Level does not meet the Monthly Usage Commitment Level selected by the Customer in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Monthly Term Commitment Level and the actual Monthly Usage Commitment Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.17 Prime Business Select II Dedicated Special Pricing - VII (Continued)

6.17.4 Billing Increments:

Each direct-dialed and inbound 800 number call completed will have an initial minimum of six (6) seconds and any time beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction is rounded up to the next whole cent.

6.17.5 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within Kentucky in addition to the per call surcharge listed below:

Per Minute Rate	Per Call Surcharge
\$0.1800	\$0.1000

6.17.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

6.17.7 Monthly Recurring Charge: \$3.00/per 800/8XX number

6.17.8 Directory Assistance \$0.75/per call charge

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SECTION 6 - CONTRACT SERVICES (Continued)

6.18 Carrier Domestic Termination by LATA

6.18.1 Carrier Domestic Termination by LATA is a service available only to resale telecommunication carriers ("Customers") that want to utilize the Company's network to terminate service. Customers must meet certain Company-specified credit evaluations in order to be offered this service option. In addition, Customers must have obtained operating authority in the state(s) which they conduct business, and file tariff(s) where required by law, with an applicable state or federal authority, and have use of their own Primary Interexchange Code. Customers that qualify for this service will receive call termination at the rates specified below. Rates are based upon the LATA and Regional Bell Operating Company ("RBOC") where calls terminate, as well as the Customer's Monthly Minimum Usage. The Customer's Monthly Minimum Usage Commitment is based on combined intrastate, interstate and international usage.

Call traffic under this service option must meet the following other specifications:

- a. A minimum of 80% of the Customers total minutes of use which terminate on the Company's network for this service offering must be during the times of 9:01 pm and 6:59 pm, Sunday - Friday. If the Customer's minutes of use terminating during this time period drops below the 80% threshold, the Company reserves the right to discontinue service to the Customer upon written notice or rerate the Customer's domestic minutes of use at an additional per minute rate of \$.0125.
- b. Calls are billed at six (6) second increments, after an initial calling period of six (6) seconds. Any fractional portion of a call thereafter will be rounded up to the next higher billing increment.
- c. Calls which terminate in a non-RBOC area will be assessed an additional charge of \$.0200 per minute.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.18 Carrier Domestic Termination by LATA, (Continued)

6.18.2 Monthly Minimum Usage Options

OPTIONS	MONTHLY MINIMUM USAGE COMMITMENT LEVEL
1	\$50,000.00
2	\$100,000.00
3	\$200,000.00
4	\$400,000.00
5	\$500,000.00/Over

6.18.3 Per Minute Usage Rates

OPTION 1 \$50,000 (Per Minute Rate)	OPTION 2 \$100,000.00 (Per Minute Rate)	OPTION 3 \$200,000.00 (Per Minute Rate)	OPTION 4 \$400,000.00 (Per Minute Rate)	OPTION 5 \$500,000/Over (Per Minute Rate)
\$0.0475	\$0.0455	\$0.0440	\$0.0425	\$0.0425

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SECTION 6 - CONTRACT SERVICES (Continued)

6.18 Carrier Domestic Termination by LATA, (Continued)

6.18.4 Directory Assistance

OPTIONS	DIRECTORY ASSISTANCE RATE/PER CALL
1	\$0.44
2	\$0.42
3	\$0.40
4	\$0.38
5	\$0.38

6.18.5 Time of Day Rate Periods

Peak: Sunday - Friday, 9:01 pm - 6:59 pm, and all day Saturday
Off-Peak Sunday - Friday, 7:00 pm - 9:00 pm

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SECTION 6 - CONTRACT SERVICES (Continued)

6.19 Brand Equity Service II

Brand Equity Service II is a switched/presubscribed telecommunications service offering combining inbound, outbound and travel card services to designated brand equity participant(s). This service offering is to be branded or co-branded under the trade and/or service marks owned by the brand equity participant(s) and the Company. Participants must select one of the following options listed below.

6.19.1 Inbound and Outbound Per Minute Rates

OPTIONS	MONTHLY USAGE COMMITMENT	PER MINUTE RATE
1	\$100	\$0.0800
2	\$125	\$0.0800
3	\$150	\$0.0800

6.19.2 Billing Increments

Inbound and outbound calls will be billed at an initial minimum of eighteen (18) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

6.19.3 Termination Penalty

In the event the Customer terminates service with the Company prior to the end of the Monthly Term Commitment Period or in the event that Company terminates service based upon Customer's default, Customer will pay a Termination Penalty to the Company equivalent to the Monthly Usage Commitment Level multiplied by the number of months remaining in the Monthly Term Commitment Period. The Termination Penalty will be due immediately upon termination of service. The Customer will be made aware of the Termination Penalty as it will be described in the term agreement signed by the Customer at the initiation of service

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SECTION 6 - CONTRACT SERVICES (Continued)

6.19 Brand Equity Service II (Continued)

6.19.4 Deficiency Charge

In the event Customer's Monthly Usage Commitment Level does not meet the Monthly Usage Commitment Level selected by the Customer in any invoice period during the Monthly Term Commitment Period, the Customer will pay a Deficiency Charge, for that invoice period, which is equal to the difference between the Monthly Term Commitment Level and the actual Monthly Usage Commitment Level. The Deficiency Charge will be due at the same time that the payment is due from the Customer for service provided on the invoice. Deficiency charges will not be assessed prior to the third invoice period.

6.19.5 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the state of Kentucky in addition to the per call surcharge listed below:

Per Call Surcharge:	\$0.2000
Per Minute Rates:	\$0.2000

6.19.6 Travel Card Billing Increments

Calls will be billed at an initial minimum of eighteen (18) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

6.19.7 Monthly Recurring Charge \$3.00 per 800/8XX number

6.19.8 Directory Assistance \$0.75/per call charge

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SECTION 6 - CONTRACT SERVICES (Continued)

6.20 Brand Equity Service III

Brand Equity Service III is a switched/presubscribed telecommunications service offering combining inbound, outbound and travel card services to designated brand equity participant(s). This service offering is to be branded or co-branded under the trade and/or service marks owned by the brand equity participant(s) and the Company. Participants must select one of the following options listed below.

6.20.1 Inbound and Outbound Per Minute Rates

OPTIONS	MONTHLY USAGE	PER MINUTE RATE
1	\$0- \$99.99	\$0.0800
2	\$100/Over	\$0.0800

6.20.2 Billing Increments

Inbound and outbound calls will be billed at an initial minimum of eighteen (18) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

6.20.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the state of Kentucky in addition to the per call surcharge listed below:

Per Call Surcharge: \$0.2000
Per Minute Rate: \$0.2000

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SECTION 6 - CONTRACT SERVICES (Continued)

6.20 Brand Equity Service III (Continued)

6.20.4 Travel Card Billing Increments

Calls will be billed at an initial minimum of eighteen (18) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

6.20.5 Monthly Recurring Charge \$3.00 per 800/8XX number

6.20.6 Directory Assistance \$0.75/per call charge

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SECTION 6 - CONTRACT SERVICES (Continued)

6.21 Carrier Domestic Termination by LATA - Option IX

Carrier Domestic Termination by LATA - Option IX Service is a dedicated service available only to resale telecommunication carriers ("Customers") that want to utilize the Company's network to terminate service. Customers must meet certain Company-specified credit evaluations in order to be offered this service option. In addition, Customers must have obtained operating authority in the state(s) which they conduct business, and file tariff(s) where required by law, with an applicable state or federal authority, and have use of their own Primary Interexchange Code. Customers that qualify for this service will receive call termination at the rates specified below. Rates are based upon the LATA and Regional Bell Operating Company ("RBOC") where calls terminate.

Call traffic under this service option must meet the following other specifications:

- a. A minimum of 80% of the Customers total minutes of use which terminate on the Company's network for this service offering must be during the times of 9:01 pm and 6:59 pm, Sunday - Friday. If the Customer's minutes of use terminating during this time period drops below the 80% threshold, the Company reserves the right to discontinue service to the Customer upon written notice or rerate the Customer's domestic minutes of use at an additional per minute rate of \$.0125.
- b. Calls are billed at six (6) second increments, after an initial calling period of six (6) seconds. Any fractional portion of a call thereafter will be rounded up to the next higher billing increment.
- c. Calls which terminate in a non-RBOC area will be assessed an additional charge of \$0.0200 per minute.
- d. Directory Assistance per call charge is \$0.3800

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SECTION 6 - CONTRACT SERVICES (Continued)

6.21 Carrier Domestic Termination by LATA - Option IX (Continued)

6.21.1 Per Minute Rates

LATA	RBOC	RATE
462, 464, 466	Bell South	\$0.0425

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SECTION 6 - CONTRACT SERVICES (Continued)

6.22 Carrier Dedicated 1+ and Toll Free Origination Service

Carrier Dedicated 1+ and Toll Free Origination Service is a dedicated service that is available only to resale telecommunication carriers ("Customers") that want to utilize the Company's network to terminate 1+ and originate toll free service. Customers must meet certain Company-specified credit evaluations in order to be offered this service option. In addition, Customers must have obtained operating authority in the state(s) which they conduct business, and file tariff(s) where required by law, with an applicable state or federal authority, and have use of their own Primary Interexchange Code. Customers that qualify for this service will receive call termination/origination at the rates specified below. This service is available for call origination/termination in RBOC and independent LEC areas. Rates are based upon the LATA where calls terminate and originate, and must commit to a 12- month Term Commitment Period and a Monthly Minimum Usage of \$400,000. The Customer's Monthly Minimum Usage Commitment is based on combined intrastate, interstate and international usage.

Call traffic under this service option must meet the following other specifications:

- a. A minimum of 80% of the Customers total minutes of use which terminate/originate on the Company's network for this service offering must be during the times of 9:01 pm and 6:59 pm, Sunday - Friday.
- b. Outbound 1+ and inbound toll free calls are billed at six (6) second increments, after an initial calling period of six (6) seconds. Any fractional portion of a call thereafter will be rounded up to the next higher billing increment.
- c. Directory Assistance Per Call Charge \$0.6500

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SECTION 6 - CONTRACT SERVICES (Continued)

6.22 Carrier Dedicated 1+ and Toll Free Origination Service, (Continued)

6.22.1 Per Minute Termination/Origination Rates

LATA	RBOC	RATE
462,464, 466	Bell South	\$0.0150

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SECTION 6 - CONTRACT SERVICES (Continued)

6.23 Carrier Domestic Termination by LATA Service - X

Carrier Domestic Termination by LATA - X Service is a dedicated outbound 1+ service available only to resale telecommunication carriers ("Customers") that want to utilize the Company's network to terminate service. Customers must meet certain Company-specified credit evaluations in order to be offered this service option. In addition, Customers must have obtained operating authority in the state(s) which they conduct business, and file tariff(s) where required by law, with an applicable state or federal authority, and have use of their own Primary Interexchange Code. Customers must commit to a 12 month Term Commitment Period and a Monthly Usage Commitment Level of \$25,000. Customers that qualify for this service will receive call termination at the rates specified below. This service is only available for call termination in the RBOC and independent LEC areas listed in the rate schedules on the following pages. Rates are based upon the LATA and Regional Bell Operating Company ("RBOC") where calls terminate.

Call traffic under this service option must meet the following other specifications:

- a. Calls are billed at six (6) second increments, after an initial calling period of six (6) seconds. Any fractional portion of a call thereafter will be rounded up to the next higher billing increment.
- b. Calls which terminate in a non-RBOC area will be assessed an additional charge of \$0.0200 per minute.
- c. Directory Assistance Per Call Charge is \$.3800.

6.23.1 Per Minute Rate Termination Rates

LATA	RBOC	RATE
462, 464, 466	Bell South	\$0.0425

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SECTION 6 - CONTRACT SERVICES (Continued)

6.24 Brand Equity Domestic Service V

Brand Equity Domestic Service V is a switched/presubscribed telecommunications service offering combining inbound, outbound and travel card services to designated brand equity participant(s). This service offering is to be branded or co-branded under the trade and/or service marks owned by the brand equity participant(s) and the Company. A Brand Equity participant is defined as any business entity or individual within an industry, professional or business classification, or a commercial organization with affiliate franchisees, independent agents, independent distributors or other multiple commercial representatives who enter into an agreement with Company for the marketing of this service.

6.24.1 Inbound and Outbound Per Minute Rate

\$0.0900

6.24.2 Billing Increments

Inbound toll free and outbound 1+ calls will be billed at an initial minimum of eighteen (18) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

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SECTION 6 - CONTRACT SERVICES (Continued)

6.24 Brand Equity Domestic Service V (Continued)

6.24.3 Travel Card Per Minute Rates

Customers subscribing to this service will be provided with a travel calling card that allows them to make long distance calls while away from the home or office. The following per minute rates apply for all travel card calls placed within the State of Kentucky in addition to the per call surcharge listed below:

Per Minute Rate	Per Call Surcharge
\$0.2000	\$0.2000

6.24.4 Travel Card Billing Increments

Travel card calls will be billed at an initial minimum of thirty (30) seconds, and anytime beyond that minimum will be billed in addition using six (6) second increments, rounded up to the next whole six second (1/10 of one minute) increment. If the computed charge includes a fraction of a cent, the fraction will be rounded up to the next whole cent.

6.24.5 Monthly Recurring Charge \$3.00 per 800/8XX number

6.24.6 Monthly Account Charge \$1.75/per month

6.24.7 Directory Assistance \$0.7500/per call charge

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