

ACCESS SERVICE

23. Pricing Flexibility Contract Offerings

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23.ZZZ Contract Offer No. ZZZ - Access Service Offer23.ZZZ.1 General Description

The Access Service Offer (Contract Offer No. ZZZ) is an access discount plan for which concurrent subscription is required to the following Access Tariffs: Nevada Bell Telephone Company (NBTC) Tariff F.C.C. No. 1, Contract Offer No. ZZZ; Pacific Bell Telephone Company (PBTC) Tariff F.C.C. No. 1, Contract Offer No. XXX; The Southern New England Telephone (SNET) Tariff F.C.C. No. 39, Contract Offer No. YYY; and Southwestern Bell Telephone Company (SWBT) Tariff F.C.C. No. 73, Contract Offer No. WWW (collectively, the "Concurrently Subscribed Contract Offers"). NBTC, PBTC, SNET and SWBT shall be identified herein as the "Qualified Companies."

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Contract Offer No. ZZZ requires eligible Customers to maintain a Minimum Annual Revenue Commitment (MARC), as defined in Section 23.ZZZ.5, for each Term Year of the Term Period. Contract Offer No. ZZZ is available to any Customer who commits to a MARC of \$385 million, in the aggregate, under this Contract Offer No. ZZZ and the other Concurrently Subscribed Contract Offers. The MARC consists of recurring revenues from, in the aggregate, all MARC-Eligible Services purchased from Nevada Bell Telephone Company ("NBTC" or "Telephone Company") which are eligible for inclusion in the MARC under this Contract Offer No. ZZZ, and the MARC-eligible services as defined and provided in, and purchased under, the other Concurrently Subscribed Contract Offers described in Section 23.ZZZ.3(D).

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MARC-Eligible Services provided by the Telephone Company shall include Subject Services, as described in Section 23.ZZZ.2(A), and Non-Subject Services as, described in Section 23.ZZZ.2(B). Non-Subject Services are not eligible for the discounts and other incentives provided under this Contract Offer No. ZZZ.

Contract Offer No. ZZZ will be available for subscription only from December xx, 2008 through January xx, 2009. This offer is not renewable.

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(x) Issued under Authority of Special Permission No. 08-xxx of F.C.C.

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23. Pricing Flexibility Contract Offerings (Cont'd) (N)23.ZZZ Contract Offer No. ZZZ - Access Service Offer (Cont'd)23.ZZZ.3 Eligibility Criteria

The following Eligibility Criteria apply to this Contract Offer No. ZZZ:

(A) Contract Offer No. ZZZ is available for qualified access services located in the Pricing Flexibility MSAs where the Telephone Company has been granted pricing flexibility, as listed in NBTC Tariff F.C.C. No. 1, Section 22. During the Term Period of this Contract Offer No. ZZZ, if the Telephone Company is granted pricing flexibility relief in additional MSAs not listed in Section 22 at the time of subscription, the Customer may, at its option, include Subject Services eligible for the discounts under this Contract Offer No. ZZZ.

(B) The MARC-Eligible Services must be located within the "Operating Territory" of the Telephone Company, as described in NBTC Tariff F.C.C. No. 1, Section 17 (Operating Territory).

(C) The Customer must have billed, recurring revenues sufficient to establish a MARC of \$385 million for, in the aggregate, MARC-Eligible Services, as defined in Section 23.ZZZ.2, and MARC-eligible services, as defined and provided in, and purchased under, the other Concurrently Subscribed Contract Offers described in Section 23.ZZZ.3(D).

(D) Concurrently Subscribed Contract Offers - The Customer must concurrently subscribe to the following Contract Offers:

- NBTC Tariff F.C.C. No. 1, Contract Offer No. ZZZ;
- PBTC Tariff F.C.C. No. 1, Contract Offer No. XXX;
- SWBT Tariff F.C.C. No. 73, Contract Offer No. WWW;
and
- SNET Tariff F.C.C. No. 39, Contract Offer No. YYY.

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