

ACCESS SERVICE

23. Pricing Flexibility Contract Offerings

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23.YY Contract Offering No. YY - Access Discount Offer

23.YY.1 General Description

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Contract Offer No. YY - Access Discount Offer is an access discount plan for which subscription is required to the following access tariffs: Ameritech Operating Companies (Ameritech) Tariff F.C.C. No. 2, Southwestern Bell Telephone (SWBT) Company Tariff F.C.C. 73, Nevada Bell Telephone Company (NBTC) Tariff F.C.C. No. 1, The Southern New England Telephone Company (SNET) Tariff F.C.C. No. 39, and Pacific Bell Telephone Company (PBTC) Tariff F.C.C. No. 1. To be eligible for discounts under this Contract Offer, the Customer must meet the Eligibility Criteria set forth in Section 23.YY.2, and also must comply with all terms and conditions of this Contract Offer.

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Contract Offer No. YY requires eligible customers to establish and maintain a Total Revenue Commitment (TRC), as described in Section 23.YY.6 following. The TRC shall include all Contributory Services purchased from the Qualified Companies eligible under this Contract Offer. Contributory Services include Contributory Subject Services, as listed in Section 23.YY.5, Table 3, herein, in addition to Contributory Non-Subject Services (that are not Contributory Subject Services), as described in Section 23.YY.5, Table 4, herein. Contributory Non-Subject Services shall not be eligible for discounts or other incentives provided under this Contract Offer. All Contributory Services described in Section 23.YY.5 must be purchased through the SBC wholesale sales channel (SBC Industry Markets). Any Frame Relay Contributory Services shall be provided pursuant to agreements and/or contracts. Such agreements and/or contracts shall be available for review at the website established to make public any agreements for these services. Customers may reference <https://www.sbcprimeaccess.com/shell.cfm?section=2501>.

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In the event the Customer does not meet its monthly TRC amount, the Customer must remit the shortfall payment via the Monthly True-Up process set forth in Section 23.YY.6; and if the Customer does not meet the total TRC amount at the end of each Contract Year of the Term Period, the Customer must remit the shortfall payment via the Annual True-Up process set forth in Section 23.YY.8. Notwithstanding the obligation to pay such shortfall payment, if the Customer does not comply with all terms and conditions of this Contract Offer (exclusive of the terms and conditions of non-tariffed agreements referenced herein), termination liability charges, in accordance with Section 23.YY.13, shall apply. Contract Offer No. YY will only be available September xx, 2005 through October xx, 2005.

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23. Pricing Flexibility Contract Offerings (Cont'd)

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23.YY Contract Offering No. YY - Access Discount Offer (Cont'd)

23.YY.2 Eligibility Criteria

The following eligibility criteria must be met to subscribe to Contract Offer No. YY:

(A) Managed Value Plan (MVP) Subscription

(1) At the time of subscription to this Contract Offer, the Customer must be or have been, a participant under MVP agreements, within the last 60 days, pursuant to

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- (a) SWBT Tariff F.C.C No. 73, Section 38; and
- (b) Ameritech Tariff F.C.C. No. 2, Section 19; and
- (c) Pacific Bell Tariff F.C.C No. 1, Section 22.

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(2) The Customer must maintain eligibility under all MVP agreements until they expire.

(3) All such MVP agreements must all expire in 2005.

(B) As of September 1, 2005, the Customer must have billed revenue from Contributory Services, as listed in Section 23.YY.5, net of all discounts, credits, and adjustments equal to or greater than 86.5 percent of the Customer's Gross Spend (as defined in Section 23.YY.6) for the calendar year 2004, rounded to the nearest million times 8/12's, or, if the Customer's Gross Spend as of September 1, 2005 is less than that amount, the Customer must pay the Qualified Companies an additional amount sufficient to make up the shortfall from that amount, no later than 60 days after September 1, 2005.

(C) Concurrent Subscription

The Customer must concurrently subscribe to the identical Contract Offer of Contract Offer No. YY pursuant to the following tariffs:

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- (1) NBTC Tariff F.C.C. No. 1, Section 23, Contract Offer No. XX;
- (2) PBTC Tariff F.C.C No. 1, Section 33, Contract Offer No. XX;
- (3) SNET Tariff F.C.C. No. 39, Section 25, Contract Offer No. XX; and
- (4) Ameritech Tariff F.C.C No. 2, Section 22, Contract Offer No. XX.

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(D) Discounts applied under Contract Offer No. YY are applicable for Contributory Subject Services located in MSA's as listed in Tariff F.C.C. No. 1, Section 22.

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23. Pricing Flexibility Contract Offerings (Cont'd)

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23.YY Contract Offering No. YY - Access Discount Offer (Cont'd)

23.YY.5 Contributory Services (Cont'd)

(B) Contributory Non-Subject Services

Contributory Non-Subject Services (that are not Contributory Subject Services) shall not be eligible for discounts or other incentives provided under this Contract Offer and are listed in Table 4 below.

Table 3 - Contributory Subject Services

<b>Contributory Subject Services</b>	
Interstate Special Access	VG, DS0, DS1, DS3, OCN PTP, DSRS, SRAS, STN, FGTS, BCS, MON, Gigaman
Interstate Switched Transport	Entrance Facility, Direct Transport
Includes Recurring and Non-Recurring Charges (including termination charges) associated with the products listed where applicable, except as described in Section 23.Y.6 following, for all services located in Pricing Flexibility MSA's.	

Table 4 - Contributory Non-Subject Services

<b>Contributory Non-Subject Services</b>	
Interstate Special Access	VG, DS0, DS1, DS3, OCN PTP, DSRS, SRAS, STN, FGTS, BCS, MON, Gigaman, Opt-E-MAN
Interstate Switched Transport	Entrance Facility, Direct Transport as described in Table 6, following.
Intrastate Special Access	Equivalent services as Interstate Special Access above if available
Intrastate Switched Access	Equivalent services as described in Table 6 following.
Advanced Services	Frame Relay Service
Includes all Recurring and Non-Recurring Charges (including termination charges) associated with the products listed where applicable, except as described in Section 23.Y.6 following, for all non-price flex qualified services.	
Frame Relay services shall be provided pursuant to agreements and/or contracts. Such agreements and/or contracts shall be available for review at the website established to make public any agreements for these services. Customers may reference <a href="https://www.sbcprimeaccess.com/shell.cfm?section=2501">https://www.sbcprimeaccess.com/shell.cfm?section=2501</a> .	

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All Terms and Conditions for all Contributory Services are governed by their respective tariff sections.

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