

ACCESS SERVICE
CHECK SHEET

The Title Page and Pages 1 through 34-35 inclusive of this tariff are effective as of the date shown, and Supplement Nos. 8, 9, 10, 11, 13, 14, 15, and 23 contain all changes from the original tariff that are in effect on the date hereof.

<u>Page</u>	<u>Number Revisions Except as Indicated</u>	<u>Page</u>	<u>Number Revisions Except as Indicated</u>	<u>Page</u>	<u>Number Revisions Except as Indicated</u>
Title Page 1	1st	27	Original	59	Original
		28	Original	60	5th
		29	2nd	60.1	3rd
1	266th*	30	1st	60.2	1st
2	26th	31	Original	60.3	Original
3	10th	32	2nd	61	Original
4	36th	33	Original	62	3rd
5	1st	34	5th	63	5th
6	34th	35	Original	64	1st
7	17th	36	Original	65	2nd
8	27th	37	Original	66	1st
9	9th	38	Original	67	12th
10	54th	39	Original	67.1	19th
11	35th	40	3rd	67.2	20th*
12	17th	41	1st	68	Original
13	13th	42	6th	69	4th
14	11th	43	Original	70	6th
15	10th	44	Original	71	3rd
16	31st	45	Original	72	2nd
17	16th	46	1st	73	1st
18	18th	47	Original	74	Original
18.1	4th	48	Original	75	1st
18.2	9th	49	1st	75.1	Original
18.3	26th	50	2nd	76	2nd
18.3.1	2nd	51	2nd	77	Original
18.4	49th	52	Original	78	Original
18.5	Original	53	Original	79	Original
19	29th	54	Original	80	Original
20	12th	55	Original	81	Original
21	52nd	56	1st	82	2nd
22	33rd	57	6th	82.1	Original
23	2nd	58	6th	83	1st
24	41st			84	4th
24.1	21st			85	Original
24.2	18th				
24.3	6th*				
25	Original				
26	1st				

* Indicates new or revised page

(TR 678)

Issued: February 17, 2006

Effective: March 4, 2006

Vice President, Federal Regulatory
1300 I Street, NW, Washington, D.C. 20005

ACCESS SERVICE
CHECK SHEET

<u>Page</u>	<u>Number of Revisions Except as Indicated</u>	<u>Page</u>	<u>Number of Revisions Except as Indicated</u>	<u>Page</u>	<u>Number of Revisions Except as Indicated</u>
32-295	2nd	34-1	Original		
32-296	2nd	34-2	Original		
32-297	2nd	34-3	Original		
32-298	2nd	34-4	Original		
32-299	2nd	34-5	Original		
32-300	2nd	34-6	Original		
32-301	2nd	34-7	Original		
32-302	Original	34-8	Original		
32-303	Original	34-9	Original		
32-304	Original	34-10	Original		
32-305	Original	34-11	Original		
32-306	Original	34-12	Original		
32-307	Original	34-13	Original		
32-308	Original	34-14	Original		
32-309	Original	34-15	Original		
32-310	Original	34-16	Original		
32-311	Original	34-17	Original		
32-312	Original*	34-18	Original		
32-313	Original*	34-19	Original		
32-314	Original*	34-20	Original		
32-315	Original*	34-21	Original		
32-316	Original*	34-22	Original		
32-317	Original*	34-23	Original		
32-318	Original*	34-24	Original		
32-319	Original*	34-25	Original		
		34-26	Original		
		34-27	Original		
33-1	2nd	34-28	Original		
33-2	2nd	34-29	Original		
33-3	2nd	34-30	Original		
33-4	2nd	34-31	Original		
33-5	2nd	34-32	Original		
33-6	2nd	34-33	Original		
33-7	2nd	34-34	Original		
33-8	2nd	34-35	Original		
33-9	2nd				
33-10	2nd				
33-11	2nd				
33-12	2nd				
33-13	2nd				
33-14	2nd				

*Indicates new or revised page

(TR 678)

Issue: February 17, 2006

Effective: March 4, 2006

Vice President, Federal Regulatory
1300 I Street, NW, Washington, D.C. 20005

ACCESS SERVICE
TABLE OF CONTENTS (Cont'd)

	<u>Page No.</u>	
32. <u>Contract Tariffs</u> (Cont'd)		
32.25 <u>Contract Tariff Option 24</u>	32-157	
32.26 <u>Contract Tariff Option 25</u>	32-176	
32.27 <u>Contract Tariff Option 26</u>	32-195	
32.28 <u>Contract Tariff Option 27</u>	32-198	
32.29 <u>Contract Tariff Option 28</u>	32-223	
32.30 <u>Contract Tariff Option 29</u>	32-229	
32.31 <u>Contract Tariff Option 30</u>	32-235	
32.32 <u>Contract Tariff Option 31</u>	32-242	
32.33 <u>Contract Tariff Option 32</u>	32-255	
32.34 <u>Contract Tariff Option 33</u>	32-262	
32.35 <u>Contract Tariff Option 34</u>	32-267	
32.36 <u>Contract Tariff Option 35</u>	32-272	
32.37 <u>Contract Tariff Option 36</u>	32-279	
32.38 <u>Contract Tariff Option 37</u>	32-295	(S)(x)
32.39 <u>Contract Tariff Option 38</u>	32-303	(S)(y)
32.40 <u>Contract Tariff Option 39</u>	32-312	(N)
33. <u>Advanced Data Communications</u>	33-1	
33.1 <u>TCP/IP Data Aggregation Service</u>	33-1	
34 <u>DEDICATED RING AND OPTICAL SERVICES</u>	34-1	
34.1 <u>Verizon Dedicated SONET Ring</u>	34-1	

(x) Reissued material originally issued under Transmittal No. 673 and scheduled to become effective February 28, 2006

(y) Reissued material originally issued under Transmittal No. 676 and scheduled to become effective March 3, 2006

(TR 678)

Issued: February 17, 2006

Effective: March 4, 2006

Vice President, Federal Regulatory
1300 I Street, NW, Washington, D.C. 20005

ACCESS SERVICE

32. Contract Tariffs (Cont'd)32.40 Contract Tariff Option 39

(N)

(A) Scope

- (1) Contract Tariff Option 39 (**Option 39**) is an offering exclusively for customers who upgrade a minimum of two (2) existing Special Access Optical Carrier 12 Verizon Dedicated SONET Ring Services that are configured with nodes that are not enhanced (**existing OC12 DSRs**) to the same number of new Special Access Optical Carrier 48 Verizon Dedicated SONET Ring Services that are configured with nodes that are enhanced (**new OC48 DSRs**) in accordance with the requirements set forth herein. Option 39 provides discounted monthly rates for certain rate elements of such new OC48 DSRs when ordered in accordance with the requirements set forth in this Option 39.
- (2) The terms and conditions, regulations, and rates provided in this Section 32.40 apply to customers who upgrade to new OC48 DSRs as offered herein.

(B) Eligibility

All of the following requirements must be met in order to be eligible for subscription to Option 39.

- (1) A customer must subscribe to Option 39 by submitting a written authorization in a manner designated by the Telephone Company during the three (3) month subscription period which begins on March 4, 2006 and ends on June 3, 2006 (**Subscription Period**).
- (2) A customer must order a minimum of two (2) upgrades of existing OC12 DSRs as follows.
 - (a) A minimum of one (1) existing OC12 DSR located in the Boston MA-NH Metropolitan Statistical Area (**MSA**) of this tariff must be upgraded to one (1) new OC48 DSR within that same MSA; and
 - (b) a minimum of one (1) existing OC12 DSR located in the New York NY MSA of this tariff, of the Telephone Company's Tariff F.C.C. No. 1 (**Tariff FCC 1**), or as jointly provided under this tariff and Tariff FCC 1 must be upgraded to one (1) new OC48 DSR within that same MSA.
 - (c) Each existing OC12 DSR that is upgraded to a new OC48 DSR under (B)(2)(a) or (b) preceding must have been in service under its current service configuration for a minimum of two (2) years.
- (3) The total number of new OC48 DSRs subscribed to this Option 39 must collectively be configured with at least ten (10) enhanced nodes and at least sixteen (16) miles in total for all of the new OC48 DSRs. Enhanced nodes are described in Section 34.1 following.
- (4) The new DSRs must be located within the serving areas set forth in (C) following.

(x)
(x)
(x)

(N)

(x) Issued under authority of Special Permission No. 06-008 of the Federal Communications Commission

(TR 678)

Issued: February 17, 2006

Effective: March 4, 2006

Vice President, Federal Regulatory
1300 I Street, NW, Washington, D.C. 20005

ACCESS SERVICE

32. Contract Tariffs (Cont'd)32.40 Contract Tariff Option 39 (Cont'd)

(N)

(C) Serving Area

- (1) The serving area of Option 39 is comprised of the wire centers that are within the Boston MA-NH MSA (**MSA #6**) and the New York NY MSA (**MSA #1**) of this tariff and MSA #1 of Tariff FCC 1. The wire centers for MSA#1 and MSA#6 of this tariff are specified in Section 15.3 preceding.
- (2) Any additions of, or changes to, the wire centers within an MSA that occur during the Service Period of this Option 39 will apply beginning on the effective date of such change and continuing through the end of the Service Period. When such change results in an increase or decrease to the rates applicable to the DSRs under this Option 39, no retroactive billing or adjustment will be made for the portion of the Service Period that has elapsed prior to the effective date of the change.

(x)

(D) Service Period

- (1) The service period for Option 39 is sixty-four (64) months for the new OC48 DSRs and any DS1 ports, DS3 ports, DS3 Transmux ports or GigE3 ports that are ordered during the subscription period specified in (B) preceding. The service period is that period of time during which the rates set forth in (F) following apply and is in lieu of the commitment period for the 5-year term plan specified in Section 34.1 following. The service period under this Option 39 includes four (4) months during which transitional billing credit as described in (E)(5) following applies. Beginning with the date that service is available for use by the customer and continuing through the end of the service period set forth in this (D), the customer is subject to termination liability under (E)(6) following for early discontinuance of any node or port that is subscribed to this Option 39. In the case of discontinuance of one or more nodes, the collective minimum requirements set forth in (B)(3) preceding must be maintained or the customer's subscription to this Option 39 shall cease upon disconnection of such node(s).
- (2) A single service period applies for all of the new OC48 DSRs that are subscribed to this Option 39 and commences with the date that the last of the new OC48 DSRs is installed and available for use by the customer (**Service Period**) and ends 64 months later. In the event that the Service Period of one (1) or more of the new OC48 DSRs is extended under (D)(5) following, the Service Period for the remaining new OC48 DSRs will not be extended, in which case a single Service Period no longer applies. The rates set forth in (F) following will apply beginning with the date that each new OC48 DSR is available for use by the customer and continuing through the end of the Service Period.

(N)

(x) Issued under authority of Special Permission No. 06-008 of the Federal Communications Commission

(TR 678)

Issued: February 17, 2006

Effective: March 4, 2006

Vice President, Federal Regulatory
1300 I Street, NW, Washington, D.C. 20005

ACCESS SERVICE

32. Contract Tariffs (Cont'd)32.40 Contract Tariff Option 39 (Cont'd)

(N)

(D) Service Period (Cont'd)

- (3) The Service Period for each DS1 port, DS3 port, DS3 Transmux port or Gige3 port that is ordered with the initial installation of service or at any time during the subscription period set forth in (B) preceding will commence with the installation of the port and end on the same date on which the Service Period for the enhanced nodes and mileage under (D)(1) preceding ends. Except as set forth in this (D)(3), all other ports and optional features associated with the new OC48 DSR are offered under terms and conditions and rates set forth in Section 34.1 following.
- (4) For each port or optional feature added at any time after the end of the subscription period set forth in (B) preceding, the port or optional feature is added under the terms and conditions and rates set forth in Section 34.1 following, except that the expiration date of the term plan for such port or optional feature will be coterminous with the expiration date of the Service Period when such ports or optional features are added prior to completion of the fortieth (40th) month of the Service Period or prior to the last twenty-four (24) months of the Expired Service Period, as applicable. Ports or optional features added after the first 40 months of the Service Period or within the last 24 months of the Expired Service Period are subject to month-to-month billing terms as described in Section 34.1 following.

(N)

(TR 678)

Issued: February 17, 2006

Effective: March 4, 2006

Vice President, Federal Regulatory
1300 I Street, NW, Washington, D.C. 20005

ACCESS SERVICE

32. Contract Tariffs (Cont'd)32.40 Contract Tariff Option 39 (Cont'd)

(N)

(D) Service Period (Cont'd)

(5) Node Additions

- (a) An additional node(s) may be added to the new OC48 DSR at any time prior to the end of the sixty-four month Service Period.
- (b) Nodes added after the initial installation of the new OC48 DSR and during the subscription period specified in (B) preceding will have an expiration date that is coterminous with the expiration date of the sixty-four (64) month Service Period for the initial nodes ordered and will be subject to the rates and charges set forth in (F) following.
- (c) Nodes added after the subscription period and prior to completion of the fortieth (40th) month of the Service Period will have an expiration date that is coterminous with the expiration date of the 64 month Service Period for the initial nodes installed and will be subject to the rates and charges set forth in Section 30.34.1 preceding for price band rates and charges and Section 31.34.1 preceding for all other rates and charges (as determined in accordance with Section 15.3 preceding).
- (d) Nodes added after the first 36 months of the Service Period will have an expiration date of twenty-four (24) months from the date that the additional node(s) is placed into service. This also requires that the 64 month Service Period for that particular new OC48 DSR be extended by twenty-four (24) months thereby making the expiration date for the additional node(s) coterminous with the expiration date for the remaining nodes for that new OC48 DSR (**Extended Service Period**). The Service Period for any remaining new OC48 DSRs will not be extended, in which case a single Service Period for all new OC48 DSRs no longer applies. The additional node(s) will be subject to the rates and charges set forth in Section 30.34.1 preceding for price band rates and charges and Section 31.34.1 preceding for all other rates and charges (as determined in accordance with Section 15.3 preceding). The rates and charges applicable to the remaining rate elements of the new OC48 DSR for the Extended Service Period are set forth in (F) following.

(N)

(TR 678)

Issued: February 17, 2006

Effective: March 4, 2006

Vice President, Federal Regulatory
1300 I Street, NW, Washington, D.C. 20005

ACCESS SERVICE

32. Contract Tariffs (Cont'd)32.40 Contract Tariff Option 39 (Cont'd)

(N)

(E) Terms and Conditions

- (1) Except as set forth in this Section 32.40, the terms and conditions and application of rates and charges as set forth in Section 34.1 following apply to the new OC48 DSRs and to any service connected to the new OC48 DSRs.
- (2) The rates and charges for the new OC48 DSRs subscribed to this Option 39 are set forth in (F) following and will be applied beginning with the date that each new OC48 DSR is available for use by the customer and continuing through the end of the Service Period specified in (D) preceding or the Extended Service Period specified in (D)(5)(d) preceding. Only those new OC48 DSRs and DS1 ports, DS3 ports, DS3 Transmux ports or Gige3 ports that are ordered during the subscription period of this Option 39 will receive the rates set forth in (F) following. New OC48 DSRs, DS1 ports, DS3 ports, DS3 Transmux ports or Gige3 ports ordered at any time prior to, or after, the subscription period of this Option 39 are not eligible for the rates set forth in (F) following. Such new OC48 DSRs, DS1 ports, DS3 ports, DS3 Transmux ports and Gige3 ports are subject to the rates and charges set forth in Section 30.34.1 preceding for price band rates and charges and Section 31.34.1 preceding for all other rates and charges (as determined in accordance with Section 15.3 preceding).
- (3) Except as set forth in this Option 39, all other rates and charges and terms and conditions set forth in other sections of this tariff apply for any other rate elements or work activity that may be associated with the new OC48 DSRs subscribed to this Option 39 (e.g., OCn ports) and to any other service connected to such new OC48 DSR.
- (4) The upgrade is considered complete when all circuits on the existing OC12 DSRs are disconnected from the existing OC12 DSRs and are installed and available for use on the new OC48 DSRs, and the existing OC12 DSRs are disconnected.
- (5) Transitional Billing
 - (a) This customer will receive four (4) months of transitional billing credit for the upgrade of existing OC12 DSRs to new OC48 DSRs under this Option 39.
 - (b) Transitional billing credit is applied at fifty percent (50%) of the monthly recurring charges for the node and mileage rate elements on the existing OC12 DSRs and 50% of the monthly recurring charges for the node and mileage rate elements on the new OC48 DSRs. Transitional billing credit is not applicable to ports.

(N)

(TR 678)

Issued: February 17, 2006

Effective: March 4, 2006

Vice President, Federal Regulatory
1300 I Street, NW, Washington, D.C. 20005

ACCESS SERVICE

32. Contract Tariffs (Cont'd)32.40 Contract Tariff Option 39 (Cont'd)

(N)

(E) Terms and Conditions (Cont'd)

(6) Termination Liability and Minimum Period Charges

(a) Termination Liability

- (1) Termination liability will not apply for disconnection of the existing OC12 DSRs when such disconnection occurs for the purpose of upgrading those existing OC12 DSRs to new OC48 DSRs under this Option 39.
- (2) Termination liability will apply if a new OC48 DSR, DS1 port, DS3 port, DS3 Transmux port, or GigE3 port that is subscribed to this Option 39 is discontinued prior to the end of the Service Period or Extended Service Period, as applicable. Termination liability is subject to the terms and conditions set forth in Section 34.1(E) following.
- (3) When calculating any termination liability charge under this Option 39, the rates set forth in (F) following are not used. Such termination liability will be calculated using the 5-year term plan rates set forth in Section 30.34.1 preceding for price band rates and charges and Section 31.34.1 preceding for all other rates and charges (as determined in accordance with Section 15.3 preceding).

(N)

(TR 678)

Issued: February 17, 2006

Effective: March 4, 2006

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ACCESS SERVICE

32. Contract Tariffs (Cont'd)32.40 Contract Tariff Option 39 (Cont'd)

(N)

(E) Terms and Conditions (Cont'd)

(6) Termination Liability and Minimum Period Charges (Cont'd)

(b) Minimum Period Charges

Minimum period charges apply if the new OC48 DSRs or any service connected to such new OC48 DSRs is disconnected prior to satisfying the minimum period requirement for the service involved. Minimum periods for each service are specified in Section 5.2.5 preceding. When calculating any minimum period charges under this Option 39, the rates set forth in (F) following are not used. Such minimum period charges will be calculated using the applicable rates for the type of service involved as set forth in Section 30 preceding for price band rates and charges and Section 31 preceding for all other rates and charges (as determined in accordance with Section 15.3 preceding).

- (7) Shared Use as set forth in Section 5.2.7 preceding is allowed under this Option 39; however, only the Special Access portion of the new DSR is eligible for the rates set forth in (F) following.

(8) Expiration of Service Period

Upon completion of the Service Period or Extended Service Period for this Option 39, as applicable, the customer must choose one of the following options:

- (a) discontinue service without termination liability; or
- (b) select any then offered term plan or contract tariff option for which the customer is eligible; or
- (c) continue subscription to the service on a monthly basis at the 5-Year term plan rates and charges set forth in Section 30.34.1 preceding for price band rates and charges and Section 31.34.1 preceding for all other rates and charges (as determined in accordance with Section 15.3 preceding).
- (d) In the event that the customer does not make an election of (E)(8)(a) through (c) preceding, the customer's subscription to the new OC48 DSR will continue in accordance with (E)(8)(c) preceding.

(N)

(TR 678)

Issued: February 17, 2006

Effective: March 4, 2006

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1300 I Street, NW, Washington, D.C. 20005

ACCESS SERVICE

32. Contract Tariffs (Cont'd)32.40 Contract Tariff Option 39 (Cont'd)

(N)

(F) Rates and Charges

The following rates and charges will be applied to the new OC48 DSRs and ports that are subscribed to this Option 39. The monthly rates set forth below will continue through the end of the Service Period specified in (D) preceding or the end of the Extended Service Period specified in (D)(5)(d) preceding, as applicable. The rates and charges that apply to such new OC48 DSRs and ports after the end of the Service Period or the end of the Extended Service Period, as applicable, and for any other rate not shown, whether for the new OC48 DSRs or for a service connected to such new OC48 DSRs, are the rates and charges set forth in other sections of this tariff.

	<u>Monthly Rates</u>	<u>Nonrecurring Charges</u>
(1) OC48 Enhanced Node , per node	\$3,453.00	None

	<u>Monthly Rates Per Mile</u>
(2) OC48 Mileage , per mile	\$479.25

	<u>Monthly Rates</u>	<u>Nonrecurring Charges</u>
(3) Ports , per port added during the Subscription Period		
DS1 Port @ OC48 Node	\$ 21.00	None
DS3 Port @ OC48 Node	86.25	None
DS3 Transmux @ OC48 Nodes	300.00	None
GigE3 Port @ OC48	258.75	None

(N)

(TR 678)

Issued: February 17, 2006

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