

ACCESS SERVICE

23. Pricing Flexibility Contract Offerings23.YY Contract Offer No. YY - Wireless Advantage Managed Services Value Incentive Plan (WAMS-VIP) Offer23.YY.1 General Description

Wireless Advantage Managed Services Value Incentive Plan (WAMS-VIP) Offer (Contract Offer No. YY) 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 Company (SWBT) Tariff F.C.C. No.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. Contract Offer No. YY provides Customers with discounts and incentives (as defined in Section 23.YY.6) in accordance with the Terms and Conditions as set forth in Section 23.YY.4.

To receive discounts under this Contract Offer, the Customer must meet Eligibility Criteria described in Section 23.YY.3 and must comply with all Terms and Conditions of this Contract Offer. Contract Offer No. YY requires eligible Customers to maintain a Baseline Minimum Annual Revenue Commitment (MARC) of \$141,600,000, as described in Section 23.YY.3(B), following. If during the Annual True-up the Customer's billed recurring revenue for Qualified Access Services is less than the Baseline MARC, the Customer must remit the Make-up Payment as described in the Annual True-up process set forth in Section 23.YY.7. If the Customer does not comply in all material respects with all Terms and Conditions of this Contract Offer No. YY, termination liability charges, in accordance with Section 23.YY.10, will apply.

Contract Offer No. YY will be available for subscription only from July XX, 2006 through August XX, 2006.

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Four AT&T Plaza, Dallas, Texas 75202

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23. Pricing Flexibility Contract Offerings (Cont'd)

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23.YY Contract Offer No. YY - Wireless Advantage Managed Services Value Incentive Plan (WAMS-VIP) Offer (Cont'd)23.YY.3 WAMS-VIP Offer Eligibility Criteria

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

(A) Concurrent Subscription

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

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- (1) SWBT Tariff F.C.C. No. 73, Section 41, 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.

(Nx)

(N)

Breach, cancellation or termination of any of these Contract Offers shall constitute a breach, cancellation or termination of all of these Contract Offers.

- (B) The Customer must have billed recurring revenues for Qualified Access Services to establish a Baseline Minimum Annual Revenue Commitment (Baseline MARC) of \$141,600,000;
- (C) The Qualified Access 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); and
- (D) All Qualified Access Service(s) must originate or terminate on a wireless carrier's network.

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