

TALK AMERICA, LLC

Supplement No. 28

Pa. P.U.C. No. 3

Title Page

4001 Rodney Parham Road
Little Rock, AR 72212

TARIFF APPLICABLE TO
INTEREXCHANGE RESELLER SERVICES
WITHIN THE COMMONWEALTH OF PENNSYLVANIA
PROVIDED BY
TALK AMERICA, LLC

ISSUED: September 30, 2019

EFFECTIVE: November 1, 2019

ISSUED BY: Senior Regulatory Counsel

TALK AMERICA, LLC

4001 N. Rodney Parham Road
Little Rock, AR 72212

Supplement No. 27
Pa. P.U.C. No. 3
Second Revised Title Page
Cancels First Revised Title Page

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TARIFF APPLICABLE TO
INTEREXCHANGE RESELLER SERVICES
WITHIN THE COMMONWEALTH OF PENNSYLVANIA
PROVIDED BY
TALK AMERICA, LLC

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ISSUED: May 12, 2015

EFFECTIVE: May 13, 2015

BY: Senior Regulatory Manager
4001 N. Rodney Parham Road
Little Rock, AR 72212

4001 Rodney Parham Road
Little Rock, AR 72212

CHECK SHEET

The Title Page and Pages of this tariff, as listed below, 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 shown on each page.

PAGE	REVISION		PAGE	REVISION
Title		*		
Title	Second		30	Original
1	Twenty-Seventh	*	31	Original
1.1	Seventeenth	*	32	Original
2	Original		33	Fifth
3	Original		33.1	Second
4	Original		33.1.1	Sixth
5	First		33.1.2	First
6	Original		33.1.3	First
7	Original		33.1.4	First
8	Original		33.1.5	Second
9	Original		33.1.6	Original
10	Original		33.1.7	First
11	Fourth	*	33.2	Original
11.1	Original	*	33.3	First
12	First	*	33.4	Third
13	First		33.4.1	Original
14	First		33.4.2	First
15	Original		33.5	Original
16	Original		33.6	Original
17	Original		33.7	Original
18	Original		33.8	First
19	Original		33.9	First
20	First		33.10	First
21	Original		33.11	First
22	Original		33.12	Original
23	Original		33.13	First
24	Original		34	Original
25	Original		35	Original
26	Second		36	Original
27	Original			
28	Second			
29	First			

* included in this filing

TALK AMERICA, LLC

4001 N. Rodney Parham Road
Little Rock, AR 72212

Supplement No. 28

Pa. P.U.C. No. 3
Seventeenth Revised Page 1.1
Cancels Sixteenth Revised Page 1.1

SUPPLEMENT NO. 28 - TARIFF TELEPHONE - PA P.U.C. NO.3

LIST OF MODIFICATIONS

This filing proposes the following:

This filing introduces a tiered Collection Fee Schedule for business customers.

Title Page	Updates Supplement Number
27 th Revised Page 1	Updates Check Sheet
17 th Revised Page 1.1	Updates List of Modifications
4 th Revised Page 11	Introduces Tiered Collection Fee Schedule for business Customers and indicates text moved to Page 11.1
Original Page 11.1	Relocates text moved from Page 11
1 st Revised Page 12	Introduces Convenience Fee for business Customers

ISSUED: September 30, 2019

EFFECTIVE: November 1, 2019

ISSUED BY: Senior Regulatory Counsel

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TALK AMERICA INC.
d/b/a Cavalier Telephone
d/b/a Cavalier Business Communications
2134 W. Laburnum
Richmond, VA 23227

Pa. P.U.C. No. 3

Original Page 3

APPLICATION OF TARIFF

This tariff contains the regulations and charges applicable to intrastate interexchange telecommunications resale services provided by TALK AMERICA INC. to customers within the Commonwealth of Pennsylvania.

ISSUED: October 10, 2000

EFFECTIVE: October 11, 2000

ISSUED BY:

Martin W. Clift, Vice President

PAo0002.TMS

CONCURRING, CONNECTING OR
OTHER PARTICIPATING CARRIERS AND
BILLING AGENTS

1. Concurring Carriers - None
2. Connecting Carriers - None
3. Other Participating Carriers - None
4. Billing Agents - ACUS

EXPLANATION OF SYMBOLS
AND ABBREVIATIONS

A. SYMBOLS USED IN THIS TARIFF

- (I) To signify increase in rates. (C)
- (D) To signify decrease in rates. |
- (C) To signify any other changes. | (C)

B. ABBREVIATIONS

HITDR - Highest Interexchange Transporter Daytime Rate

HITC - Highest Interexchange Transporter Charge or Surcharge

LATA - Local Access and Transport Area

LEC - Local Exchange Company.

PUC - Public Utility Commission

SECTION 1 - DEFINITION OF TERMS

Access Line - An arrangement which connects the Customer's location to the Carrier's designated point of presence or network switching center.

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

Carrier or Company - TALK AMERICA INC. unless otherwise indicated by the context.

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

Customer Premises Equipment - Terminal equipment, as defined herein, which is located on the Customer's premises.

Day Rate Period - After 8:00 am to, but not including, 5:00 pm Monday through Friday.

Evening Rate Period - After 5:00 pm to, but not including, 11:00 pm Monday through Friday, and on Sunday.

Holiday - One of the following federally recognized holidays: New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day, and Christmas Day (December 25).

Night/Weekend Rate Period - After 11:00 pm to, but not including, 8:00 am Monday through Friday, all day Saturday, and Sunday to, but not including 5:00 pm.

SECTION 1 - DEFINITION OF TERMS, (CONT'D.)

PUC - Refers to the Pennsylvania Public Utility Commission.

Special Access Origination/Termination - Where originating or terminating access between the Customer and the interexchange carrier is provided on dedicated circuits. The Local Access Provider (eg. LEC) provides these dedicated circuits from the Customer's location to the Company's point of presence. The rates and charges for dedicated circuits are determined by the access provider and the Customer is responsible for payment of these charges to the provider.

Subscriber - See Customer.

Switched Access Origination/Termination - Where originating or terminating access between the Customer and the interexchange carrier is provided on local exchange company Feature Group circuits.

TALK.com - Used throughout this tariff to refer to TALK AMERICA INC. unless otherwise indicated by the text.

Terminal Equipment - Devices, apparatus, and associated wiring, such as teleprinters, telephones, or data sets.

Travel Card - A proprietary calling card offered by the Company which enables the Customer to use the Company's service by dialing a Company-provided access number.

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.

SECTION 2 - RULES AND REGULATIONS

A. Description of Service.

TALK.com provides direct dialed (1+) service for communications originating and terminating within the Commonwealth of Pennsylvania under terms of this tariff. Operator Services are not furnished by TALK.com. Operator Services will be provided and billed by the underlying carrier at rates as described in Section 3.D of this tariff.

1. TALK.com SDN Service

TALK.com SDN Service allows Customers to place direct dialed calls to terminating locations. Customers are presubscribed to the TALK.com network. Calls are placed by dialing "1+" and the destination telephone number, including the area code, if applicable. Customers may access TALK.com SDN Service through switched or dedicated access facilities.

2. TALK.com 800 Service

TALK.com 800 Service is an inward WATS service. It permits termination of interstate and intrastate calls from diverse geographic locations to Customer local exchange lines or to dedicated access facilities. With TALK.com 800 Service, the Customer is billed for the call rather than the call originator.

3. Travel Card Service

Travel Card Service offers TALK.com Customers the ability to place calls while away from the home or office using a special access code and personal identification number. Usage charges and a per call charge applies.

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

B. Service Availability.

Service is available twenty-four hours per day, seven days per week. The Company offers service to all those who desire to purchase service from the Company consistent with all provisions of this tariff.

1. The Company reserves the right to discontinue service when necessitated by conditions beyond its control, or when the Customer is using the service in violation of the provisions of this tariff, or in violation of the law.
2. Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.
3. 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.
4. All facilities provided under this tariff are directly or indirectly controlled by TALK.com and the Customer may not transfer or assign the use of service or facilities without the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
5. Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.
6. Service is available in equal access areas only.
7. The Company reserves the right to block service to or from certain NPA-NXX's to control the risk of fraud. Service will be restored as soon as it can be restored without undue risk.

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

C. Billing and Payment For Service.

1. Timing of Calls

Billing for calls placed over the network is based in part on the duration of the call.

- a. Timing for all calls begins when the called party answers the call (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.
- b. Chargeable time for all calls ends when one of the parties disconnects from the call.
- c. Minimum call duration for billing purposes is eighteen (18) seconds unless otherwise specified in the individual rate schedules of this tariff.
- d. The initial period for all calls is eighteen (18) seconds or fraction thereof, regardless of the rate period.
- e. The additional period for all calls is six (6) seconds regardless of the rate period. If the additional period usage is less than six (6) seconds, it will be billed at the full six (6) second rate.
- f. There is no billing applied for incomplete calls.

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

C. Billing and Payment For Service, (Cont'd.)

2. Payment for Service, (Cont'd.)

A. SpeedPay

If the Customer's account is delinquent or when the Customer calls the Company's business office to make payment arrangement, the Customer will be given the option to pay via electronic payment system, SpeedPay. The Customer electing SpeedPay will be notified in advance of an additional SpeedPay processing fee of \$5.00. The Customer whose service has been disconnected may be required to reestablish service using SpeedPay and will be assessed the \$5.00 SpeedPay processing fee.

3. Establishment of Credit

No deposit will be required for service.

4. Cost of Collection

The Customer shall be liable to the Company for all costs of collection.

Materia now found on this page was previously located on Page 11.

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

D. Cancellation or Termination of Service.

1. Presubscribed Customers may cancel service at any time by providing the Company with written notification. Customers subscribed to special calling plans or promotional offers may cancel these services by calling the customer service number on all Company bills. Casual callers may discontinue service by not dialing the Company's access code. (C)
2. The Company may terminate service to a Customer for nonpayment of undisputed charges or other violation of this tariff or provision of law upon 10 days written notice to the Customer without incurring any liability for damages due to loss of telephone service to the Subscriber. (C)
3. The Company may terminate service 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 or her 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.

E. Liabilities of the Company

1. The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the faults in transmission occur. (C)
2. The Company shall not be liable for any claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

E. Liabilities of the Company, (Cont'd.)

3. The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.
4. The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's negligence.
5. The Company is not liable for any act or omission of any other entity furnishing a portion of the service or any acts or omission of the Customer.
6. Service furnished by the Company may be interconnected with the services or facilities of other carriers or private systems. However, service furnished is provided solely by the Company and is not a joint undertaking with other parties. No third party provider or their directors, officers or employees that are directly or indirectly associated with the Company's furnishing of its services shall be liable to the Customer for any special, indirect, incidental, consequential, reliance, exemplary, punitive or other damages arising out of a service failure.

(C)
|
|
(C)

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

F. Interconnection

Service furnished by TALK.com may be connected with the services or facilities of other carriers. Such service or facilities 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 TALK.com's service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

G. Mileage Calculation

The Company uses the industry standard V & H coordinate method of calculating mileage between the originating and terminating points of a call for the purpose of determining the appropriate rate mileage band.

H. Rate Periods

Unless otherwise indicated elsewhere in this tariff, all usage-based rates in Section 3.0 are subject to the following time-of-day, day-of-week, and holiday rate periods:

1. Day Rate Period - Applies to that portion of a call occurring from 8:00 AM to, but not including, 5:00 PM Monday through Friday.
2. Evening Rate Period - Applies to that portion of a call occurring from 5:00 PM to, but not including, 11:00 PM Sunday through Friday.
3. Night/Weekend Rate Period - Applies to that portion of a call occurring from 11:00 PM to, but not including 8:00 AM all days, 8:00 AM to, but not including, 11:00 PM Saturday; 8:00 AM to, but not including, 5:00 PM Sunday.

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

H. Rate Periods, (Cont'd.)

4. Holiday Rates - Apply to that portion of a call occurring on Company acknowledged Holidays. The rate is equivalent to the Evening Rate unless a lower rate would normally apply. Holiday rates apply on New Year's Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.
5. When a call is established in one rate period and ends in another rate period, the rate in effect at the calling station applies to the portion of the call occurring within that rate period. When a unit of time is split between two rate periods, the rate applicable to that unit of time is based on the rate period in which it began.

I. Promotional Offerings

The Company may from time to time engage in special promotional trial service offerings of limited duration, not to exceed ninety days, designed to attract new Subscribers or to increase Subscriber awareness of a particular service offering. Such promotional offerings will be limited to specific dates, times, and locations. Except for the rates charged under such promotions, all other terms and conditions of service contained in this tariff will apply to TALK.com's promotional service offerings.

J. 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.

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

K. Taxes and Fees

1. All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items on the Customer's bill and are not included in the quoted rates and charges set forth in this tariff.
2. To the extent that a municipality, other political subdivision or local agency of government, or Commission imposes upon and collects from the Company a gross receipts tax, occupation tax, license tax, permit fee, franchise fee, or regulatory fee, such taxes and fees shall, insofar as practicable and allowed by law, be billed pro rata to Customers receiving service from the Company within the territorial limits of such municipality, other political subdivision or local agency of government.
3. The Company may adjust its rates and charges or impose additional rates and charges on its Customers in order to recover amounts it is required by governmental or quasi-governmental authorities to collect from or pay to others in support of statutory or regulatory programs.

A. Public Pay Telephone Surcharge

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. The Public Pay Telephone Surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

*All material on this page is new.

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

K. Taxes and Fees, Cont'd.

A. Public Pay Telephone Surcharge, cont=d.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Rate per Call

Minimum	\$0.00
Maximum	\$0.40

*All material on this page is new.

3.0 RATES

A. General

Each Customer is charged individually for each call placed through the Company. Customers are billed based on their use of TALK.com's long distance service. Charges may vary by service offering, time of day, day of week, type of access, distance of the call 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.

3.0 RATES, (CONT'D.)

B. Service Offerings

1. TALK.com SDN Service - Switched Access

The following rates apply to Customers that access TALK.com SDN Service via switched access. For TALK.com SDN Service, the minimum call duration for billing purposes is eighteen seconds. Usage is measured and rounded to the next higher six second increment for billing purposes. Charges for all calls during a billing month are totaled and rounded down to the next whole cent. In addition to the applicable usage charges, calls placed using Travel Card access also incur a fixed service charge per completed call.

Rates:

TALK.com SDN Service - Switched/Switched Access

MINIMUM:

Mileage Band	Day		Evening		Night/Wkd	
	Init 18 Sec.	Add'l 6 Sec.	Init 18 Sec.	Add'l 6 Sec.	Init 18 Sec.	Add'l 6 Sec.
0 - 292	\$.0261	\$.0087	\$.0228	\$.0071	\$.0228	\$.0071
293 +	.0261	.0087	.0228	.0071	.0228	.0071

Travel Card Minimum Charge Per Call: See Section L. (C)

MAXIMUM:

All miles, all rate periods HITDR*

Travel Card Maximum Charge Per Call: HITDR*

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

Certain material previously found on this page is now located on Page 33.5.

3.0 RATES, (CONT'D.)

B. Service Offerings, (Cont'd.)

2. TALK.com SDN Service - Dedicated Access

The following rates apply to Customers that access TALK.com SDN Service via dedicated special access facilities. For TALK.com SDN Service, the minimum call duration for billing purposes is eighteen seconds. Usage is measured and rounded to the next higher six second increment for billing purposes. Charges for all calls during a billing month are totaled and rounded down to the next whole cent.

Rates:

TALK.com SDN Service - Dedicated/Switched Access

MINIMUM:

Mileage Band	Day		Evening		Night/Wkd	
	Init <u>18 Sec.</u>	Add'l <u>6 Sec.</u>	Init <u>18 Sec.</u>	Add'l <u>6 Sec.</u>	Init <u>18 Sec.</u>	Add'l <u>6 Sec.</u>
0-292	\$.0190	\$.0065	\$.0162	\$.0054	\$.0162	\$.0054
293 +	.0190	.0065	.0162	.0054	.0162	.0054

MAXIMUM:

All miles, all rate periods

HITDR*

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

3.0 RATES, (CONT'D.)

B. Service Offerings, (Cont'd.)

3. TALK.com SDN Service - Dedicated Access, (cont'd.)

For calls originating via dedicated access and terminating to another TALK.com location served with dedicated access, the follow rates apply.:

Rates:

TALK.com SDN Service - Dedicated/Dedicated Access

MINIMUM:

Mileage Band	Day	Add'l	Evening	Add'l	Night/Wkd	Add'l
	Init		Init		Init	
	<u>18 Sec.</u>	<u>6 Sec.</u>	<u>18 Sec.</u>	<u>6 Sec.</u>	<u>18 Sec.</u>	<u>6 Sec.</u>
0-292	\$.0103	\$.0034	\$.0073	\$.0024	\$.0073	\$.0024
293 +	.0103	.0034	.0073	.0024	.0073	.0024

MAXIMUM:

All miles, all rate periods

HITDR*

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

3.0 RATES, (CONT'D.)

B. Service Offerings, (Cont'd.)

4. TALK.com 800 Service - Business Line Termination

The following rate applies to Customers whose inbound 800 calls are routed directly to the Customer's existing local exchange line. No dedicated access terminations are required. Intrastate service is provided in conjunction with interstate service.

Charges are determined based on a minimum average time requirement of 30 seconds with additional increments on a per second basis. Seconds of use will be rounded to the next highest increment. If the average duration per call is less than 30 seconds, billing will be based on the actual number of calls using an average duration of 30 seconds per call. Usage is billed per TALK.com 800 service - Business Line Termination number and are calculated on a per call basis. Individual calls will be measured with a minimum initial period of 30 seconds and additional 1 second increments, rounded to the next highest second or full increment. The minimum payment period is one day.

Rates:

	<u>Minimum Rate Per Hour of Use</u>	<u>Maximum Rate Per Hour of Use</u>
Day	\$6.00	HITDR*
Evening	5.00	HITDR*
Night/Weekend	4.00	HITDR*

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

3.0 RATES, (CONT'D.)

B. Service Offerings, (Cont'd.)

5. TALK.com 800 Service - Dedicated Access

The following rate applies to Customers whose inbound 800 calls terminate over dedicated special access facilities. Intrastate service is provided in conjunction with interstate service.

Calls are billed based on hours of usage. Charges are determined based on a minimum average time requirement. The minimum average time requirement is 30 seconds per TALK.com 800 Service - Dedicated Access number with additional increments on a per second basis. If the average duration per call is less than 30 seconds, billing will be based on the actual number of calls using an average duration of 30 seconds per call. Charges for total chargeable hours of usage, for each service area will be determined and rounded to the nearest cent.

Rates:

	<u>Minimum Rate Per Hour of Use</u>	<u>Maximum Rate Per Hour of Use</u>
Day	\$4.00	HITDR*
Evening	4.00	HITDR*
Night/Weekend	4.00	HITDR*

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

3.0 RATES, (CONT'D.)

B. Service Offerings, (Cont'd.)

6. Nonsubscriber Calling

Nonsubscriber Calling is a specialized service allowing Customers to access the Company's network by using the dialing sequence "1016746". Per minute usage charges are based on airline mileage as calculated using formula in section G of this tariff. All calls are rounded to the next higher full minute with a minimum billing of one minute per call.

Nonsubscriber Calling Rates

Mileage	Day Rate Period				Evening Rate Period				Night/Weekend Rate Period			
	Initial Period		Add'l Period		Initial Period		Add'l Period		Initial Period		Add'l Period	
	Min.	Max* *	Min.	Max* *	Min.	Max* *	Min.	Max* *	Min.	Max* *	Min.	Max**
1-10	.1400	HITD R	.1400	HITD R	.0900	HITD R	.0900	HITD R	.0900	HITD R	.0900	HITD R
11-22	.1850	HITD R	.1850	HITD R	.0950	HITD R	.0950	HITD R	.0950	HITD R	.0950	HITD R
23-55	.1500	HITD R	.1500	HITD R	.1000	HITD R	.1000	HITD R	.1000	HITD R	.1000	HITD R
56-124	.1500	HITD R	.1500	HITD R	.1000	HITD R	.1000	HITD R	.1000	HITD R	.1000	HITD R
125-292	.1500	HITD R	.1500	HITD R	.1000	HITD R	.1000	HITD R	.1000	HITD R	.1000	HITD R
293-354	.1500	HITD R	.1500	HITD R	.1000	HITD R	.1000	HITD R	.1000	HITD R	.1000	HITD R

Minimum

Maximum

Non-subscriber charge, per Call: \$0.40

HITDR*

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

3.0 RATES, (CONT'D.)

B. Service Offerings, (Cont'd.)

7. Marketing Partnership Long Distance Savings Plan

Marketing Partnership Long Distance Savings Plan (MP LDSP) is offered to Customers who subscribe to service through a participating Internet Service Provider (ISP) or other Marketing Partnership (e.g. AOL Long Distance Savings Plan). The participating marketing partner must have a previously established partnership agreement with the Company. The Customer is billed for each call placed using MP LDSP. Each call is billed in one minute increments. The minimum call duration for billing purposes is one minute. The Customer has access to call detail and billing records only on-line through the participating marketing partner and billing is handled through commercial credit card payment arrangements. Monthly recurring charges apply only to residential toll-free calling service. Optional Travel Service is also available. Travel Service is accessed via a toll-free number provided by the Company. Fractional charges are rounded up to the next highest penny on a per call basis.

	InterLATA		
	<u>Minimum</u>	<u>Maximum</u>	
MP Outbound (1+) Rate Per Minute:	\$0.06	\$0.25	
MP Inbound (toll-free) Rate Per Minute:	\$0.06	\$0.25	
Travel Card Rate Per Minute:	See Section L		(C)
Travel Card Charge Per Call:	See Section L		(C)
Monthly Recurring Charge, per toll-free number:	\$2.50	\$7.50	
	IntraLATA		
	<u>Minimum</u>	<u>Maximum</u>	
MP Outbound (1+) Rate Per Minute:	\$0.03	\$0.25	
MP Inbound (toll-free) Rate Per Minute:	\$0.03	\$0.25	
Travel Card Rate Per Minute:	See Section L		(C)
Travel Card Charge Per Call:	See Section L		(C)
Monthly Recurring Charge, per toll-free number:	\$2.50	\$7.50	

Certain material previously found on this page is now located on Page 33.5.

3.0 RATES, (CONT'D.)

B. Service Offerings, (Cont'd.)

8. TALK.com Plan 1

TALK.com Plan 1 is offered to Business Customers for outbound and toll-free inbound calling from/to presubscribed switched lines. The account may be used for interstate, international or intrastate calling. Travel Card service is offered in conjunction with TALK.com Plan 1. A per call service charge applies to each completed Travel Card call.

Service is initiated through a qualified TALK.com sales agent. Charges are billed via a valid commercial credit card. Call detail and billing records are available on-line via the TALK.com web site.

The usage rate for each call is determined by the minimum monthly usage level selected by the Customer. When the Customer's total billing in any monthly billing cycle falls below the selected minimum monthly usage level, the minimum monthly usage fee applies instead of the actual usage charges. Interstate, outbound and inbound (toll-free), international and intrastate outbound and inbound (toll-free) and Travel Card usage, Travel Card per call service charges, and monthly recurring charges apply toward meeting the minimum monthly usage commitment. A term commitment of six (6) months applies to the minimum monthly usage level of \$150.

Calls are billed in six (6) second increments after an initial minimum call duration of thirty (30) seconds. Fractional call charges are rounded up to the next penny.

8.1 Early Termination Penalty

When the Customer elects a \$150 minimum monthly usage level that requires a six (6) month term commitment and cancels service prior to fulfillment of the term commitment, a term penalty is immediately applied to the Customer's bill. The term penalty is a one-time charge equal to the minimum monthly usage commitment level multiplied by the number of months remaining in the term.

3.0 RATES, (CONT'D.)

B. Service Offerings, (Cont'd.)

8. TALK.com Plan 1, (cont'd.)

8.1 Usage Charges

<u>Minimum Monthly Usage</u>	<u>Per Minute- Intrastate</u>	
	<u>Minimum</u>	<u>Maximum</u>
\$50.00	\$0.03	HITDR*
\$100.00	\$0.03	HITDR*
\$150.00	\$0.03	HITDR*

8.2 Travel Card Service

Per minute rate:	See Section L
Per call service charge:	See Section L

9. TALK.com Plan 2***

(C)

TALK.com Plan 2 is offered to Residential Customers for outbound and toll-free inbound calling from/to presubscribed switched lines. The account may be used for interstate, international or intrastate calling. Travel Card service is offered in conjunction with TALK.com Plan 2 service. A per call service charge applies to each completed Travel Card service call.

Service is initiated via internet registration or through a qualified TALK.com sales agent. Charges are billed via a valid commercial credit card. Call detail and billing records are available on-line via the TALK.com web site.

Calls are billed in one (1) minute increments after an initial minimum call duration of one (1) minute. Fractional call charges are rounded up to the next penny.

Rates for this service are the same as the rates that are found in Section 7 of this tariff.

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

***As of December 31, 2011, this service is grandfathered and available only to existing Customers at existing locations.

(C)

(C)

3.0 RATES, (CONT'D.)

F Operator Services

Operator Services are offered to Customers. Operator Services allow Customers and Consumers to place calls using operator assistance for call completion or billing.

Usage charges and an appropriate service charge will be assessed on a per call basis, as stated in this tariff. For calls made using a telephone company card, acceptance of the card will be dependent upon the Company's ability to verify the card as valid. Only those cards accepted by the Company may be used for Operator Services. The Company reserves the right to verify acceptance of charge prior to billing charges to a third party number.

1. Operator services may be used by the presubscribed Customer and by the Aggregator and their respective Consumers (i.e., patrons, guests, invitees or employees) to complete Person-to-Person, Collect, Third-Party, and/or Calling Card calls.
2. Charges for Operator Assisted Calls include two components: a usage-sensitive component based upon the time-of-day rate period, mileage, and duration of the call; and a fixed service charge based upon the type of operator service provided.
3. The usage-sensitive portion of the charge for an Operator Assisted Call is set forth in Section F.8 below.
4. The fixed service charge portions of the charge for an Operator Assisted Call is set forth in Sections F.9 below.
5. The Company shall not bill the Customer for any surcharges or fees imposed by the Aggregator. With respect to charges imposed by the Aggregator for the use of the telephone, the Aggregator is responsible for charging a flat rate and for posting of the charge in plain view at each telephone.

3.0 RATES, (CONT'D.)

F Operator Services, cont=d.

6. Service may be suspended by the Company, without notice to the Customer or the Aggregator, by blocking traffic to certain countries, cities, or NXX exchanges, or by blocking calls using certain Customer Authorization Codes, Calling Cards or credit cards, when the Company deems it necessary to take such action to prevent unlawful use of service. The Company shall restore service as soon as it can be provided without undue risk, and shall, upon request by the Customer affected, assign a new Authorization Code to replace the one that has been deactivated. The Company reserves the right to validate the credit worthiness of Customers through available credit card, Calling Card, called number, Third Party telephone number and room number verification procedures. Where a requested billing method cannot be validated, the Customer/Consumer may be required to provide an acceptable alternate billing method or the Company may refuse to place the call.
7. The Aggregator is responsible for payment of the Company's charges for all calls placed from the Aggregator's Premises except for Collect, Third Party, Calling Card and credit card calls. The Calling Card or credit card holder or local exchange company service subscriber is responsible for payment of the Company's charges for all calls billed to a Calling Card, credit card or a telephone line number, respectively.

3.0 RATES, (CONT'D.)

F Operator Services, cont'd.

8. Per Minute Usage Charges

	<u>Minimum</u>	<u>Maximum</u>
Per Minute Rate:	\$0.02	\$HITDR**

9. Per Call Service Charges

The following per-call charges apply in addition to the per minute usage rates when applicable. These charges apply in all rate periods.

	<u>Minimum</u>	<u>Maximum</u>
Customer Dialed Card	\$0.00	HITC**
Operator Dialed Card	\$0.50	HITC**
<u>Operator Station</u>		
Automated -		
Collect	\$0.50	HITC**
Third Party Billed	\$0.50	HITC**
Operator Assisted -		
Collect	\$0.50	HITC**
Third Party Billed	\$0.50	HITC**
<u>Person to Person</u>	\$1.00	HITC**

** HITDR - Highest Interexchange Transporter Daytime Rate.

** HITC - Highest Interexchange Transporter Charge

3.0 RATES, (CONT'D.)

G Bundled Long Distance Service

Bundled Long Distance Service is offered to Customers who purchase local and long distance service from the Company in a bundled package. Fixed monthly charges and number of minutes included in the monthly call allowance are found in the Company's local tariff for each particular bundle. Travel Card service is offered in conjunction with Bundled Long Distance Service. A per call service charge applies to each completed Travel Card call.

For calls in excess of the call allowance in the local service bundle, the following rate applies and is billed in full minute increments.

When a Bundled Long Distance Service Customer discontinues the local portion of service, but continues to choose the Company's long distance service, the following per minute rate applies on a per call basis to all usage.

1.	Bundle No. 1***		(C)				
	Per minute rate:	<table border="0"> <tr> <td style="text-align: center;"><u>Minimum</u></td> <td style="text-align: center;"><u>Maximum</u></td> </tr> <tr> <td style="text-align: center;">\$0.0495</td> <td style="text-align: center;">HITDR**</td> </tr> </table>	<u>Minimum</u>	<u>Maximum</u>	\$0.0495	HITDR**	
<u>Minimum</u>	<u>Maximum</u>						
\$0.0495	HITDR**						
	Travel Card						
	Usage per Minute	See Section L					
	Service Charge per call:	See Section L					

2.	Bundle No. 2***		(C)
	Rates for Bundle No. 2 are described in Section B.7 in this Tariff for Marketing Partnership Long Distance Savings Plan.		

** HITDR - Highest Interexchange Transporter Daytime Rate.

** HITC - Highest Interexchange Transporter Charge

***The underlying local component of this bundle was grandfathered as of September 13, 2002. As a result, this service is only available to existing Customers at existing locations as of that date. (C)

3.0 RATES, (CONT'D.)

G Bundled Long Distance Service, cont'd.

3.	Bundle No. 3***			(C)
	Per minute rate:	<u>Minimum</u>	<u>Maximum</u>	
	Travel Card	\$0.0495	HITDR**	
	Usage per Minute	See Section L		
	Service Charge per call:	See Section L		
4.	Bundle No. 4			
	Per minute rate:	<u>Minimum</u>	<u>Maximum</u>	
	Travel Card	\$0.0495	HITDR**	
	Usage per Minute	See Section L		
	Service Charge per call:	See Section L		

5. Market Trial Bundle (Bundle V)

Market Trial Bundle (Bundle V) is offered in selected markets and through selected Company sales channels on a trial basis. Market Trial Bundled Service will only be marketed until April 30, 2001, at which time service will continue at the rates specified herein until this rate schedule is withdrawn, subject to the notice conditions specified below. After April 30, 2001, no new Customers may subscribe to the service. Customers with Market Trial Bundled Service will not be eligible to move their service to a new location. Market Trial Bundled Service may be converted to a permanent offering available to all Customers after April 30. Alternatively, the Company may elect to withdraw the offering. If the Market Trial Bundled Service is withdrawn, Customers using the service will be given sixty (60) days notice and may then be moved to an alternative TALK.com offering or may elect to obtain service from another carrier.

Rates for Market Trial Bundle (Bundle V) are described in Section B.7 in this Tariff for Marketing Partnership Long Distance Savings Plan.

** HITDR - Highest Interexchange Transporter Daytime Rate.

** HITC - Highest Interexchange Transporter Charge

***The underlying local component of this bundle was grandfathered as of September 13, 2002. As a result, this service is only available to existing Customers at existing locations as of that date. (C)
(C)

3.0 RATES, (CONT'D.)

G Bundled Long Distance Service, cont'd.

6.	Bundle No. 6***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	
7.	Bundle No. 7***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	
8.	Bundle No. 8***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0395	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	
9.	Bundle No. 9*		
	Per minute rate:	<u>Minimum</u> \$0.0345	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

*As of June 6, 2002 this service is grandfathered and only available to existing Customers at existing locations.

***The underlying local component of this bundle was grandfathered as of September 13, 2002. As a result, this service is only available to existing Customers at existing locations as of that date. (C)
(C)

3.0 RATES, (CONT'D.)

G Bundled Long Distance Service, cont'd.

10. Bundle No. X (United 1000 Plan) ***

(C)

	<u>Minimum</u>	<u>Maximum</u>
Per minute rate:	\$0.0495	HITDR**
Travel Card		
Usage per Minute	See Section L	
Service Charge per call:	See Section L	

11. Bundle No. XI (United Unlimited Plan) ***

(C)

	<u>Minimum</u>	<u>Maximum</u>
Per minute rate:	\$0.0495	HITDR**
Travel Card		
Usage per Minute	See Section L	
Service Charge per call:	See Section L	

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

*** As of November 30, 2002, this service is grandfathered and only available to existing Customers at existing locations.

(C)

(C)

3.0 RATES, (CONT'D.)

G Bundled Long Distance Service, cont'd.

12. Bundle No. XII (United Unlimited Plus Plan) ***

(C)

	<u>Minimum</u>	<u>Maximum</u>
Per minute rate:	\$0.0495	HITDR**
Travel Card		
Usage per Minute	See Section L	
Service Charge per call:	See Section L	

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

*** As of November 30, 2002, this service is grandfathered and only available to existing Customers at existing locations.

(C)

(C)

ISSUED: November 14, 2002

EFFECTIVE: November 30, 2002

ISSUED BY:

Martin W. Clift, Vice President

PAO0209

3.0 RATES, (CONT'D.)

G Bundled Long Distance Service, cont'd.

13.	Bundle No. XIII (United 1000 Plan B) ***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	
14.	Bundle No. XIV (United Unlimited Plan B) ***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	
15.	Bundle No. XV (United Unlimited Plus Plan B) ***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

*** As of February 23, 2004, this offering will only be available to current customers' existing lines at current locations.

ISSUED: February 20, 2004

EFFECTIVE: February 23, 2004

ISSUED BY: Martin W. Clift, Vice President

3.0 RATES, (CONT'D.)

G Bundled Long Distance Service, cont'd.

16.	Bundle No. XVII (United 1000 Plan v 1.0)***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	
17.	Bundle No. XVIII (United Unlimited Plan v 1.0)***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	
18.	Bundle No. XIX (United Unlimited Plus Plan v 1.0)***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	
19.	Bundle No. XX (Pennsylvania 200 Plan)***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**
	Travel Card		
	Usage per Minute	See Section L	
	Service Charge per call:	See Section L	
20.	Residential Bonus Line for Bundled Plans***		(C)
	Per minute rate:	<u>Minimum</u> \$0.0495	<u>Maximum</u> HITDR**

* HITDR - Highest Interexchange Transporter Daytime Rate

** HIRC - Highest Interexchange Transporter Charge

***As of December 31, 2011, this service is grandfathered and only available to existing Customers at existing locations. (C)
(C)

3.0 RATES, (CONT'D.)

G Bundled Long Distance Service, cont'd.

21. Basic Local Plan Long Distance Rates

The following rates apply for intrastate long distance calling made by customers subscribed to the Basic Local Plan. Calls are billed in full minute increments.

	<u>Minimum</u>	<u>Maximum</u>
InterLATA	\$0.0400	HITDR*
IntraLATA	\$0.0300	HITDR*
Travel Card		
Usage Per Minute:	See Section 3.0 L	
Service Charge Per Call:	See Section 3.0 L	

* HITDR - Highest Interexchange Transporter Daytime Rate

3.0 RATES, (CONT'D.)

G Bundled Long Distance Service, cont'd.

22. Residential Talk America Customer Value Plan***

(C)

The Talk America Customer Value Plan is a flexible package-based calling retention plan available only to off-net residential Customers served under a different Talk America bundled plan. If a Customer who subscribes to the Talk America Value Plan does not select a specific Domestic Toll Package, the customer will be billed under the Pay Per Use Toll Pricing package until the customer selects a specific package.

A. Pay Per Use Toll Pricing

Customers who select this long distance pricing option will be billed on a usage basis for all long distance usage. Intrastate long distance calls will be billed at the rates set forth below. Interstate long distance calls will be billed at the rates set forth in the Company's Interstate Rates, Terms and Conditions. Usage is billed in one-minute billing increments with a one-minute minimum period. Customers who select this option will receive free long distance member-to-member calling, to all customers who subscribe to a Talk America bundled local service calling plan.

	<u>Minimum</u>	<u>Maximum</u>
Rate Per Minute:	\$0.0400	HITDR*

B. Statewide Toll Package

Monthly Recurring Charge, per line:

Zone 1	HITC*
Zone 2	HITC*
Zone 3	HITC*

C. Nationwide Toll Package

Intrastate Monthly Recurring Charge, per line:

Zone 1	HITC*
Zone 2	HITC*
Zone 3	HITC*

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

***As of December 31, 2011, this service is grandfathered and available only to existing Customers at existing locations.

3.0 RATES, (CONT'D.)

I. Business Standard Discount Service

Business Standard Discount Service is a long distance service offered to new business Customers who also subscribe to the Company's local service. Calls are billed in one minute increments following an initial billing period of one minute.

Rate Per Minute:	Minimum	Maximum
	\$0.020	HITDR**

J. 3.9 Cent Long Distance Plan

The 3.9 Cent Long Distance Plan is available to business and residential*** Customers for outbound calling from lines presubscribed to the Company. Calls are billed in one minute increments after an initial minimum call duration of one minute. To be eligible for this plan, Customers must accept the credit card billing option. (C)

A minimum monthly usage of \$5.00 applies. The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.

Rate Per Minute:	Minimum	Maximum
	\$0.020	HITDR**

** HITDR - Highest Interexchange Transporter Daytime Rate.

***As of December 31, 2011, this service is grandfathered and available only to existing Customers at existings locations. (C)
(C)

3.0 RATES, (CONT'D.)

K. Business Bundled Long Distance Service

Business Bundled Long Distance Service is offered to Customers who purchase local and long distance service from the Company in a bundled package. Fixed monthly charges and number of minutes included in the monthly call allowance are found in the Company's local tariff for each particular bundle. Travel Card service is offered in conjunction with Business Bundled Long Distance Service. A per call service charge applies to each completed Travel Card call.

Business Bundled Long Distance Service customers are eligible to subscribe to Inbound Toll Free Service. The Customer, rather than the call originator, is billed for each toll free call. Toll free calls may be originated from any location throughout the continental United States. The customer's usage of Inbound Toll Free Service is not included in the "unlimited" or "member-to-member" usage for the bundled product. The Company offers two Toll Free Services: Standard Toll Free Service and Premier Business 800 Service.

When a Business Bundled Long Distance Service Customer discontinues the local portion of service, but continues to choose the Company's long distance service, the Customer will be charged rates as set forth below in this tariff.

1. Business Bundle No. 1 ***

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

Business Bundle Long Distance Rate Per Minute	<u>Minimum</u> \$0.050	<u>Maximum</u> HITDR*
Inbound Toll Free	See Section 3.K.2	

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

Some material formerly located on this page now located on Page 33.4.1

*** As of February 23, 2004, this offering will only be available to current customers' existing lines at current locations.

3.0 RATES, (CONTD.)

K. Business Bundled Long Distance Service

2. Inbound Toll Free Service

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

2.1 Standard Toll Free ***

Monthly Recurring Charge	\$1.00	HITC**
Rate Per Minute		
IntraLATA	\$0.050	HITDR *
InterLATA	\$0.050	HITDR *

2.2 Premier Business 800

Monthly Recurring Charge	\$0.50	HITC**
Rate Per Minute		
IntraLATA	\$0.010	HITDR *
InterLATA	\$0.010	HITDR *

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

*** As of December 15, 2003 this offering will only be available to current customers at current locations.

Some material on this page was formerly located on Page 33.4.

(C)

(C)

3.0 RATES, (CONT'D.)

K. Business Bundled Long Distance Service

3. The Basic Business Plan

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

Per minute rate:	<u>Minimum</u> \$0.050	<u>Maximum</u> HITDR**
Inbound Toll Free	See Section 3.K.2	

4. Talk America Strictly Business Plan

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

Per minute rate:	<u>Minimum</u> \$0.050	<u>Maximum</u> HITDR**
Inbound Toll Free	See Section 3.K.2	

5. Business Bundle Plan v 1.0

(C)

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

Per minute rate:	<u>Minimum</u> \$0.050	<u>Maximum</u> HITDR**
Inbound Toll Free	See Section 3.K.2	

6. Business Bonus Line for Bundled Plans

(C)

Per minute rate:	<u>Minimum</u> \$0.050	<u>Maximum</u> HITDR**
------------------	---------------------------	---------------------------

|

|

(C)

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

3.0 RATES, (CONT'D.)

L. Travel Card Service

The Company offers a proprietary calling card which enables the Customer to use the Company's service by dialing a Company-provided access number. Calls are billed in one minute increments after an initial billing increment of one minute. Fractional cents will be rounded up to the next higher penny.

The service charge applies to each completed call, unless otherwise indicated.

1. Traditional Travel Card

No minimum commitment is required.

	<u>Minimum</u>	<u>Maximum</u>
Per Minute Rate	\$0.0120	HITDR*
Per Call Charge	\$0.3750	HITC**

2. High Volume Travel Card

	<u>Minimum</u>	<u>Maximum</u>
Per Minute Rate	\$0.0120	HITDR*
Monthly Recurring Charge	\$0.3750	HITC**

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

Material now found on this page was previously located on Pages 20, 26, 28, 29, 33, 33.1 and 33.1.1.

3.0 RATES, (CONT'D.)

M. Business Stand Alone Long Distance Plan

The Business Stand Alone Long Distance Plan is available to business Customers for outbound calling from lines presubscribed to the Company. Calls are billed in six (6) second increments after an initial minimum call duration of one (1) minute. To be eligible for this plan, Customers must accept the credit card billing option. If the Customer desires a paper bill, an additional charge of \$1.95 per month applies.

A minimum monthly usage of \$5.00 applies. The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.

	<u>Minimum</u>	<u>Maximum</u>
InterLATA & IntraLATA Rate Per Minute:	\$0.030	HITDR*

*A minimum monthly usage of \$5.00 applies. The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.

* HITDR - Highest Interexchange Transporter Daytime Rate

3.0 RATES, (CONT'D.)

N. 5.9 Cent Affinity Toll Plan

The 5.9 Cent Affinity Toll Plan is available to members of organizations for outbound calling. This plan is only available through Organizations who subscribe to the Company's Affinity Program, which entitles the Organization to receive a commission on revenues received from end users who sign up for service under the program.

Calls are billed in one minute increments after an initial minimum call duration of one minute. To be eligible for this plan, Customers must accept the credit card billing option. If the Customer desires a paper bill, an additional charge of \$1.95 per month applies.

	<u>Minimum</u>	<u>Maximum</u>
InterLATA Rate Per Minute:	\$0.030	HITDR*

A minimum monthly usage charge of \$5.00 applies. The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.

(C)

(C)

3.0 RATES, (CONT'D.)

O. Talk America Value Plan Domestic Toll Packages***

(C)

The Talk America Value Plan Domestic Toll Packages are available only to residential subscribers who subscribe to the Talk America Value Plan Local Service Package. Customers may select from among the Domestic Toll Packages set forth below. If a customer who subscribes to the Talk America Value Plan does not select a specific Domestic Toll Package, the customer will be billed under the Pay Per Use Toll Pricing package until the customer selects a specific package.

A. Pay Per Use Toll Pricing

Customers who select this long distance pricing option will be billed on a usage basis for all long distance usage. Intrastate long distance calls will be billed at the rates set forth below. Interstate long distance calls will be billed at the rates set forth in the Company's Interstate Rates, Terms and Conditions. Usage is billed in one-minute billing increments with a one-minute minimum period. Customers who select this option will receive free long distance member-to-member calling, to all customers who subscribe to a Talk America bundled local service calling plan.

	Minimum	Maximum
Rate Per Minute:		
InterLATA	\$0.03	HITDR*
IntraLATA	\$0.03	HITDR*

* HITDR - Highest Interexchange Transporter Daytime Rate

***As of December 31, 2011, this service is grandfathered and available only to existing Customers at existing locations.

(C)

(C)

3.0 RATES, (CONT'D.)

O. Talk America Value Plan Domestic Toll Packages*** (Cont'd.) (C)

B. Statewide Toll Package

The Statewide Toll Package provides unlimited intrastate long distance voice calling for a fixed monthly recurring charge per line. Interstate long distance calls will be billed at the rates set forth in the Company's Interstate Rates, Terms and Conditions.

Monthly Recurring Charge, per line:

	Minimum	Maximum
Zone 1	\$ 5.00	\$40.00
Zone 2	\$ 5.00	\$40.00
Zone 3	\$ 5.00	\$40.00
Zone 4	\$ 5.00	\$40.00

C. Nationwide Toll Package

The Nationwide Toll Package provides unlimited intrastate and interstate long distance voice calling for a fixed monthly recurring charge per line. The intrastate portion of the total monthly recurring charge for this package is set forth below, and can only be purchased in conjunction with the interstate portion of the package, which is contained in the Company's Interstate Rates, Terms and Conditions.

Monthly Recurring Charge, per line:

	Minimum	Maximum
Zone 1	\$ 5.00	\$40.00
Zone 2	\$ 5.00	\$40.00
Zone 3	\$ 5.00	\$40.00
Zone 4	\$ 5.00	\$40.00

***As of December 31, 2011, this service is grandfathered and available only to existing Customers at existing locations. (C)
(C)

3.0 RATES, (CONT'D.)

P. Talk America Saves Value Plan Domestic Toll Packages***

(C)

The Talk America Saves Value Plan Domestic Toll Packages are available only to residential subscribers who subscribe to the Talk America Saves Value Plan Local Service Package. Customers may select from among the Domestic Toll Packages set forth below. If a customer who subscribes to the Talk America Saves Value Plan does not select a specific Domestic Toll Package, the customer will be billed under the Pay Per Use Toll Pricing package until the customer selects a specific package.

A. Pay Per Use Toll Pricing

Customers who select this long distance pricing option will be billed on a usage basis for all long distance usage. Intrastate long distance calls will be billed at the rates set forth below. Interstate long distance calls will be billed at the rates set forth in the Company's Interstate Rates, Terms and Conditions. Usage is billed in one-minute billing increments with a one-minute minimum period. Customers who select this option will receive free long distance member-to-member calling, to all customers who subscribe to a Talk America bundled local service calling plan.

	Minimum	Maximum
Rate Per Minute:		
InterLATA	\$0.03	HITDR*
IntraLATA	\$0.03	HITDR*

* HITDR - Highest Interexchange Transporter Daytime Rate

***As of December 31, 2011, this service is grandfathered and available only to existing Customers at existing locations.

(C)
(C)

3.0 RATES, (CONT'D.)

P. Talk America Saves Value Plan Domestic Toll Packages*** (Cont'd.)

B. Statewide Toll Package

The Statewide Toll Package provides unlimited intrastate long distance voice calling for a fixed monthly recurring charge per line. Interstate long distance calls will be billed at the rates set forth in the Company's Interstate Rates, Terms and Conditions.

Monthly Recurring Charge, per line:

	Minimum	Maximum
Zone 1	\$ 5.00	\$40.00
Zone 2	\$ 5.00	\$40.00
Zone 3	\$ 5.00	\$40.00
Zone 4	\$ 5.00	\$40.00

C. Nationwide Toll Package

The Nationwide Toll Package provides unlimited intrastate and interstate long distance voice calling for a fixed monthly recurring charge per line. The intrastate portion of the total monthly recurring charge for this package is set forth below, and can only be purchased in conjunction with the interstate portion of the package, which is contained in the Company's Interstate Rates, Terms and Conditions.

Monthly Recurring Charge, per line:

	Minimum	Maximum
Zone 1	\$ 5.00	\$40.00
Zone 2	\$ 5.00	\$40.00
Zone 3	\$ 5.00	\$40.00
Zone 4	\$ 5.00	\$40.00

***As of December 31, 2011, this service is grandfathered and available only to existing Customers at existing locations.

(C)
(C)

3.0 RATES, (CONT'D.)

Q. Stand-Alone Long Distance 5-10 Plan

The Stand-Alone Long Distance 5-10 Plan is available to Customers for outbound calling from lines presubscribed to the Company. Customers must be subscribed to this plan for interstate calling. Interstate usage rates are set forth in the Company's Interstate Rates, Terms, and Conditions. Calls are billed in one (1) minute increments after an initial minimum call duration of one (1) minute. Fractional call charges are rounded up to the next penny. Travel card service is offered in conjunction with this Plan. To be eligible for this plan, Customers must accept the credit card billing option. No Local Connect Surcharge or InterLATA Direct Dial Fee will apply to this service. A minimum monthly charge applies if the Customer's usage charges for a monthly billing period are less than the specified minimum amount.

	Minimum	Maximum
Minimum Monthly Charge*:	\$5.00	HITC**
Rate Per Minute:	\$0.030	HITDR*
Travel Card Service	See Section 3.0 L	See Section 3.0 L

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

3.0 RATES, (CONT'D.)

R. Stand-Alone Long Distance 7-7 Plan

The Stand-Alone Long Distance 7-7 Plan is available to Customers for outbound calling from lines presubscribed to the Company. Customers must be subscribed to this plan for interstate calling. Interstate usage rates are set forth in the Company's Interstate Rates, Terms, and Conditions. Calls are billed in one (1) minute increments after an initial minimum call duration of one (1) minute. Fractional call charges are rounded up to the next penny. Travel card service is offered in conjunction with this Plan. To be eligible for this plan, Customers must accept the credit card billing option. A minimum monthly charge applies if the Customer's usage charges for a monthly billing period are less than the specified minimum amount. (C)

	Minimum	Maximum
Minimum Monthly Charge*:	\$3.50	HITC**
Rate Per Minute:	\$0.030	HITDR*
Travel Card Service	See Section 3.0 L	See Section 3.0 L

* HITDR - Highest Interexchange Transporter Daytime Rate

** HITC - Highest Interexchange Transporter Charge

4.0 PROMOTIONAL OFFERINGS

4.1 Talk.com December 2000 Market Trials

The following market trials are offered via Company-designated marketing channels, to eligible Customers as described below. These Trial Offerings are available from December 28, 2000 through March 10, 2001, at which time the Customers will be converted to either a permanent version of the offering or to Marketing Partnership Long Distance Savings Plan, Nickel Minute Option. When both interstate and intrastate services are provided, only one monthly recurring charge applies. International calls will be rated at the international rates applicable to ISP Long Distance Savings Plan, Option 1, unless the Customer elects an alternative international calling option.

4.1.1 Market Trial 45-9308

This Market Trial offers up to 200 minutes of intrastate and interstate long distance calling for a fixed monthly recurring charge. The first monthly recurring charge is waived for new Customers. The monthly fee applies per line.

For additional toll usage charges, calls are computed in full minute increments and the minimum call duration for billing purposes is one minute. For purposes of applying these charges, a month corresponds to one full billing cycle.

	Monthly Recurring Charge	
	<u>Minimum</u>	<u>Maximum</u>
1st 200 minutes, per month, per line	\$4.00	**HITC
Additional intrastate usage charges after the 1st 200 minutes per monthly per line, per minute	\$0.0495**HITC	

** HITC - Highest Interexchange Transporter Charge

4.0 PROMOTIONAL OFFERINGS, (CONT=D.)

4.1 Talk.com December 2000 Market Trials, (cont=d.)

(N)

4.1.2 Market Trial 45-9310

This Market Trial offers up to 100 minutes of intrastate and interstate long distance calling for a fixed monthly recurring charge. The first monthly recurring charge is waived for new Customers. The monthly recurring charge applies per line. For purposes of applying these charges, a month corresponds to one full billing cycle.

For additional toll usage charges, calls are computed in full minute increments and the minimum call duration for billing purposes is one minute.

	Monthly Recurring Charge	
	<u>Minimum</u>	<u>Maximum</u>
1st 100 minutes, per month, per line	\$1.50	**HITC
Additional intrastate usage charges after the 1st 100 minutes per monthly per line, per minute		\$0.0495**HITC

(N)

** HITC - Highest Interexchange Transporter Charge

4.0 PROMOTIONAL OFFERINGS, (CONT=D.)

4.1 Talk.com December 2000 Market Trials, (cont=d.)

4.1.3 Market Trial 45-9311

This Market Trial offers up to 200 minutes of intrastate and interstate long distance calling for a fixed monthly recurring charge. The first monthly recurring charge is waived for new Customers. The monthly fee applies per line. For purposes of applying these charges, a month corresponds to one full billing cycle. Additional intrastate usage is rated according to the applicable rates for Marketing Partnership Long Distance Savings Plan.

For additional toll usage charges, calls are computed in full minute increments and the minimum call duration for billing purposes is one minute.

	Monthly Recurring Charge	
	<u>Minimum</u>	<u>Maximum</u>
1st 200 minutes, per month, per line	\$2.98	**HITC
Additional intrastate usage charges after the 1st 200 minutes per month per line, per minute	\$0.025	**HITC

** HITC - Highest Interexchange Transporter Charge

(C)

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