
COMPETITIVE TELECOMMUNICATIONS SERVICE TARIFF

**INTEREXCHANGE TELECOMMUNICATIONS TARIFF
OF MISSOURI**

TALK.COM HOLDING CORP.

D/B/A THE PHONE COMPANY

This tariff is filed in accordance with the Missouri Public Service Commission. All services contained in this tariff are competitive.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for interexchange telecommunications services provided by Talk.com Holding Corp., d/b/a The Phone Company within the State of Missouri. This tariff is on file with the Public Service Commission. Copies may be inspected during normal business hours at the Company's principal place of business.

This tariff, Missouri Tariff No. 1, cancels and replaces Missouri Tariff No. 1, formerly known and filed under, Tel-Save, Inc. d/b/a The Phone Company.

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COMPETITIVE TELECOMMUNICATIONS SERVICE TARIFF

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PREFACE TO THE TARIFF

Talk.com Holding Corp., d/b/a The Phone Company has been classified as a competitive telecommunications company for which the effect of the following statutory and regulatory requirements have been waived:

STATUTES

392.240(1)	-	Ratemaking
392.270	-	Valuation of property (ratemaking)
392.280	-	Depreciation accounts
392.290	-	Issuance of securities
392.310	-	Stock and debt issuance
392.320	-	Stock dividend payment
392.330	-	Issuance of securities, debt and notes
392.340	-	Reorganization(s)

COMMISSION RULES

4 CSR 240-10.020	-	Depreciation fund income
4 CSR 240-30.010(2)(C)	-	Rate schedules
4 CSR 240-30.060(5)(B)		
through (O)	-	records re: ratemaking
4 CSR 240-32.030(1)(B)	-	exchange boundary maps
4 CSR 240-32.030(1)(C)	-	record keeping
4 CSR 240-32.030(2)	-	in-state record keeping
4 CSR 240-32.050(3)	-	local office record keeping
4 CSR 240-32.050(4)	-	telephone directories
4 CSR 240-32.050(5)	-	call intercept
4 CSR 240-32.050(6)	-	telephone number changes
4 CSR 240-32.070(4)	-	public coin telephone
4 CSR 240-33.030	-	minimum charge rule

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SYMBOLS

The following symbols are used for the purposes indicated below:

- C** - Changed Regulation.
- D** - Delete or discontinue.
- I** - Increase to a rate.
- M** - Moved from another tariff location.
- N** - New.
- R** - Reduction to a rate.
- T** - Change in text but no change in rate or regulation.

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TARIFF FORMAT

A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the Missouri Public Service Commission. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the Missouri Public Service Commission follows in its tariff approval process, the most current sheet number on file with the Commission is not always the tariff in effect. Consult the Check Sheet for the sheet currently in effect.

C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

2.
2.1
2.1.1
2.1.1.A.
2.1.1.A.1.
2.1.1.A.1.(a)
2.1.1.A.1.(a).I.
2.1.1.A.1.(a).I.(i).
2.1.1.A.1.(a).I.(i).(1)

D. Check Sheets - When a tariff filing is made with the Missouri Public Service Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some pages.) The tariff user should refer to the latest Check Sheet to find out if a particular sheet is the most current on file with the Missouri Public Service Commission.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a Talk.com Holding Corp., d/b/a The Phone Company, switching center or point of presence.

Account Codes - Optional, customer defined digits that allow the customer to identify the individual user, department, or client associated with a call.

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

Call - A completed connection established between a calling station and one or more called stations.

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

Company or Carrier - Talk.com Holding Corp., d/b/a The Phone Company, unless otherwise clearly indicated by the context.

Holidays - The Company observes the following holidays for specific products: New Years Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day.

LEC - Local Exchange Company.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, CONT'D.

Special Access Origination - Where originating access between the customer and the interexchange carrier is provided on dedicated circuits. The cost of these dedicated circuits is billed by the access provider directly to the end user.

Switched Access Origination - Where originating access between the customer and the interexchange carrier is provided on local exchange company Feature Group circuits and the connection to the customer is a LEC-provided business or residential access line. The cost of switched Feature Group access is billed to the interexchange carrier.

Talk.com - Used throughout this tariff to mean Talk.com Holding Corp., d/b/a The Phone Company, unless clearly indicated otherwise by the text.

Travel Card Call - 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 purpose of rating calls.

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COMPETITIVE TELECOMMUNICATIONS SERVICE TARIFF

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of Talk.com Holding Corp.

Talk.com's services and facilities are furnished for communications originating at specified points within the State of Missouri under terms of this tariff.

Talk.com undertakes to provide the services offered in this tariff in accordance with the terms and conditions set forth under this tariff. Talk.com may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities, when authorized by the Customer, to allow connection of a Customer's location to Talk.com. The Customer shall be responsible for all charges due for such service arrangement.

The Company's services and facilities are provided on a monthly basis unless otherwise provided, and are available twenty-four hours per day, seven days per week.

2.2 Limitations

- 2.2.1 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.
- 2.2.2 Talk.com reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.
- 2.2.3 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.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.2 Limitations, Cont'd..

- 2.2.4 All facilities provided under this tariff are directly 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.
- 2.2.5 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.

2.3 Use

Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

2.4 Liabilities of the Company

- 2.4.1 Talk.com'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.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.4 Liabilities of Company, Cont'd..

- 2.4.2 The Company shall not be liable for 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.
- 2.4.3 The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copy-right or patent, unauthorized use of any trademark, tradename, 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.
- 2.4.4 No agent or employee of any other carrier shall be deemed to be an agent or employee of the Company.
- 2.4.5 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.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.5 Deposits

The Company does not require a deposit from the Customer.

2.6 Advance Payments

The Company does not require advance payments from the Customer.

2.7 Taxes and Fees

2.7.1 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.

2.7.2 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.

2.7.3 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. Such charges applicable to this section will be filed in this tariff for prior Commission approval.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.7 Taxes and Fees, Cont'd.

2.7.3 Cont'd.

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.

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).

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.7 Taxes and Fees, Cont'd.

2.7.3 Cont'd.

A. Public Pay Telephone Surcharge, con't.

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, maximum	\$0.30
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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.

2.8 Terminal Equipment

The Company's facilities and service may be used with or terminated in Customer-provided terminal equipment or Customer-provided communications systems, such as a PBX, key system, or Pay Telephone. Such terminal equipment shall be furnished and maintained at the expense of the Customer, except as otherwise provided. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of the Company's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry as endorsed by the Federal Communications Commission.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.9 Installation

Service is installed upon mutual agreement between the Customer and the Company.

2.10 Payment for Service

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer or to an Authorized User of the Customer by Talk.com. All charges due by the Customer are payable to the Company or to the Company's authorized billing agent. Terms of payment shall be according to the rules and regulations of the billing agent and subject to the rules of regulatory agencies, such as the Missouri Public Service Commission. Any objections to billed charges must be reported to the Company or its billing agent. Adjustments to Customer's bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

2.11 Cancellation by Customer

Customer may cancel service by providing 30 days written noticed to the Company.

2.12 Interconnection

Service furnished by Talk.com may be connected with the services or facilities of other carriers. Such service or facilities, if used, 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.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.13 Refusal or Discontinuance by Company

Talk.com may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer will be given 15 days notice to comply with any rule or remedy any deficiency:

- (a) For non-compliance with or violation of any State, municipal, or Federal law, ordinance, or regulation pertaining to telephone service.
- (b) For the use of telephone service for any other property or purpose other than that described in the application.
- (c) For neglect or refusal to provide reasonable access to the Talk.com or its agents for the purpose of inspection and maintenance of equipment owned by Talk.com or its agents.
- (d) For noncompliance with or violation of Commission regulations or Talk.com's rules and regulations on file with the Commission, provided five (5) days' written notice is given before termination.
- (e) For nonpayment of bills, provided that suspension or termination of service shall not be made without five (5) days written notice to the Customer, except in extreme cases.
- (f) Without notice in the event of Customer or Authorized User use of equipment in such a manner as to adversely affect Talk.com's equipment or service to others.
- (g) Without notice in the event of tampering with the equipment or services owned by Talk.com or its agents.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.13 Refusal or Discontinuance by Company, Cont'd.

- (h) Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, Talk.com 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.
- (i) Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits carrier from furnishing such services.
- (j) For periods of inactivity over sixty (60) days.

2.14 Interruption of Service

Credit allowances for interruptions of service which are not due to the Carrier's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment or communications systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.4 herein. It shall be the obligation of the Customer to notify carrier immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer and connected to Carrier's terminal. Interruptions caused by Customer-provided or Carrier-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the customer has the option of using the long distance network via local exchange company access.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.15 Inspection, Testing, and Adjustment

Upon reasonable notice, the facilities provided by the Carrier shall be made available to the Carrier for tests and adjustments as may be deemed necessary by the Carrier for maintenance. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.16 Tests, Pilots, Promotional Campaigns and Contests

The Carrier may conduct special tests or pilot programs and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services. The Carrier may also waive a portion of all processing fees or installation fees for winner of contests and other occasional promotional events sponsored or endorsed by the Carrier. From time to time the Company may waive all processing fees for a Customer. Talk.com will file with the Commission for approval before any Tests, Pilots, Promotional Campaigns or Contests become effective.

2.17 Reservation of Toll Free "800/888" Numbers

The Company will make every effort to reserve Toll Free "800/888" vanity numbers for customers, but makes no guarantee or warranty that the requested number(s) will be available.

(N)

2.18 Portability of Toll Free "800/888" Numbers

The Company will participate in porting Toll Free "800/888" numbers only if the account balance is zero and all charges incurred as a result of the Toll Free "800/888" number have been paid.

(N)

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SECTION 3 - DESCRIPTION OF SERVICE

3.1 Timing of Calls

- 3.2.1 Long distance usage charges are based on the actual usage of Talk.com's network. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connection.
- 3.2.2 Minimum call duration is specified for each product in Section 4 of this tariff.
- 3.2.3 Unless otherwise specified in this tariff, after the initial minimum period usage is beyond the minimum call duration is measured and rounded to the next higher six second increment for billing purposes. The initial minimum period for each product is specified in Section 4 of this tariff.

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SECTION 3 - DESCRIPTION OF SERVICE, CONT'D.

3.2 Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between the serving wire center locations associated with the originating and terminating points of the call.

The distance between the originating and terminating points is calculated by using the "V" and "H" coordinates of the serving wire centers as defined by BellCore (Bell Communications Research), in the following manner:

Step 1 - Obtain the "V" and "H" coordinates for the serving wire center of the Customer's switch and the destination point.

Step 2 - Obtain the difference between the "V" coordinates of each of the serving wire centers. Obtain the difference between the "H" coordinates.

Step 3 Square the differences obtained in Step 2.

Step 4 Add the squares of the "V" difference and "H" difference obtained in Step 3.

Step 5 - Divide the sum of the square obtained in Step 4 by ten (10) . Round to the next higher whole number if any fraction results from the division.

Step 6 - Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the originating and terminating serving wire centers of the call.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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SECTION 3 - DESCRIPTION OF SERVICE, CONT'D.

3.3 Schedule A

This long distance service applies to customers who access Talk.com via local exchange company provided switched access. For billing purposes call timing is rounded up to the nearest six (6) second increment after the initial minimum period of eighteen (18) seconds. In addition to the applicable usage charges, calls placed using Travel Card access also incur a fixed service charge per completed call.

3.4 Schedule B

This long distance service applies to customers who access Talk.com via dedicated special access channels. For billing purposes call timing is rounded up to the nearest six (6) second increment after the initial minimum period of eighteen (18) seconds.

3.5 Switched Inbound Service

Switched Toll-Free Service provides an in-bound calling service to Talk.com Customers. The Talk.com Customer is billed for each toll-free (i.e., 800/888) call, rather than the call originator. Calls terminate to the Talk.com Customer via switched access lines. For billing purposes, call timing is rounded up to the nearest six (6) second increment after the initial minimum period of eighteen (18) seconds.

3.6 Dedicated Inbound Service

Dedicated Toll-Free Service provides an in-bound customer provided calling service to Talk.com Customers. The Talk.com Customer is billed for each toll-free (i.e., 800/888) call, rather than the call originator. Calls terminate to the Talk.com Customer via customer-provided dedicated access lines. For billing purposes, call timing is rounded up to the nearest six (6) second increment after the initial minimum period of eighteen (18) seconds.

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SECTION 3 - DESCRIPTION OF SERVICE, CONT'D.

3.7 Non-Subscriber Calling

Nonsubscriber calling is a specialized service allowing Customers to access the Company's network by using carrier's access code. Per Minute Usage Charges are based on airline mileage as calculated using the formula in section 3.2 of this tariff. All calls are rounded to the next higher full minute with a minimum billing of one minute per call.

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COMPETITIVE TELECOMMUNICATIONS SERVICE TARIFF

SECTION 3 - DESCRIPTION OF SERVICE, CONT'D.

3.8 ISP or AOL Long Distance Savings Plan

ISP or AOL Long Distance Savings Plan (ISP/AOL LDSP) is offered to Customers who subscribe to service through a participating Internet Service Provider (ISP). The participating ISP must have a previously established on-line service participation partnership agreement with the Company. The Customer is billed for each call placed using ISP or AOL 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 ISP and billing is handled through commercial credit card payment arrangements through the ISP. No minimum usage charges apply to this service. A monthly recurring charge applies for each toll-free number assigned. Option 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.

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SECTION 3 - DESCRIPTION OF SERVICE, CONT'D.

3.9 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.

3.9.1 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.

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SECTION 3 - DESCRIPTION OF SERVICE, CONT'D.

3.10 TALK.com Plan 2

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.

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COMPETITIVE TELECOMMUNICATIONS SERVICE TARIFF

SECTION 4 - RATES

4.1 General

Each Customer is charged individually for each call placed through the carrier. charges are computed on an airline mileage basis as described in Section 3.4 of this tariff.

Rates vary by mileage band, time of day, call duration and by originating and terminating access type.

Customers are billed based on their use of Talk.com's long distance service.

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SECTION 4 - RATES, CONT'D.

4.2 Schedule A

Intrastate Long Distance Rate Table Standard Switched Access

This rate table applies to customers that access Talk.com via local exchange company provided switched access.

This rate is subject to change with advance notification of ten (10) days to all customers.

SCHEDULE A

DAYTIME RATES

<u>Rate Mileage</u>	<u>Initial 18 Seconds or Fraction</u>	<u>Each additional 6 Seconds or Fraction</u>
ALL	.0720	.0240

EVENING and NIGHT/WEEKEND RATES

<u>Rate Mileage</u>	<u>Initial 18 Seconds or Fraction</u>	<u>Each additional 6 Seconds or Fraction</u>
ALL	.0612	.00204
Travel Card Charge, Per Call:		\$0.45

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SECTION 4 - RATES, CONT'D.

4.3 Schedule B

Intrastate Long Distance Rate Table Special Access

This rate table applies to customers that access Talk.com via dedicated special access channels. Charges for the special access channel are determined by the special access provider.

This rate is subject to change with advance notification of ten (10) days to all customers.

SCHEDULE B

DAYTIME RATES

<u>Rate Mileage</u>	<u>Initial 18 Seconds or Fraction</u>	<u>Each additional 6 Seconds or Fraction</u>
ALL	.0419	.0143

EVENING and NIGHT/WEEKEND RATES

<u>Rate Mileage</u>	<u>Initial 30 Seconds or Fraction</u>	<u>Each additional Seconds or Fraction</u>
ALL	.0351	.0117

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SECTION 4 - RATES, CONT'D.

4.4 Switched Inbound Rates

	<u>Rate Per Hour of Use</u>
Day	\$15.01
Evening	\$12.07
Night/Weekend	\$11.76

4.5 Dedicated Inbound Rates

	<u>Rate Per Hour of Use</u>
Day	\$9.07
Evening	\$7.34
Night/Weekend	\$6.13

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SECTION 4 - RATES, CONT'D.

4.6 Nonsubscriber Calling

Per Minute Usage Charges are based on airline mileage as calculated using the formula in section 3.2 of this tariff. All calls are rounded to the next higher full minute with a minimum billing of one minute per call.

Per Minute Rates:

Mileage	Day Rate Period		Evening Rate Period		Night/Weekend Rate Period	
	1st Minute	Add'l minute	1st Minute	Add'l Minute	1st Minute	Add'l Minute
1-10	\$.1265	\$.1035	\$.1012	\$.0828	\$.0822	\$.0673
11-14	\$.1725	\$.1495	\$.1380	\$.1196	\$.1121	\$.0972
15-18	\$.2039	\$.1840	\$.1656	\$.1472	\$.1346	\$.1196
19-23	\$.2326	\$.1955	\$.1794	\$.1564	\$.1645	\$.1271
24-28	\$.2473	\$.1955	\$.1955	\$.1673	\$.1898	\$.1449
29-33	\$.2473	\$.2013	\$.1978	\$.1794	\$.1955	\$.1599
34-40	\$.2795	\$.2415	\$.2070	\$.1875	\$.2047	\$.1748
41-50	\$.2795	\$.2438	\$.2070	\$.1892	\$.2047	\$.1748
51-60	\$.2910	\$.2553	\$.2162	\$.1961	\$.2053	\$.1794
61-80	\$.3025	\$.2668	\$.2168	\$.2047	\$.2059	\$.1817
81-100	\$.3140	\$.2731	\$.2323	\$.2076	\$.2064	\$.1829
101-125	\$.3485	\$.2904	\$.2381	\$.2329	\$.2076	\$.1909
126-150	\$.3600	\$.3134	\$.2530	\$.2507	\$.2105	\$.2053
151-190	\$.3715	\$.3249	\$.2611	\$.2593	\$.2162	\$.2110
191-300	\$.3830	\$.3364	\$.2703	\$.2680	\$.2248	\$.2197
301-430	\$.4405	\$.3939	\$.3393	\$.3025	\$.2881	\$.2570
431 +	\$.4405	\$.3939	\$.3393	\$.3025	\$.2881	\$.2570

Nonsubscriber Charge per Call: \$1.80

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SECTION 4 - RATES, CONT'D.

4.7 Time of Day Rate Periods

Day, evening and night/weekend rates apply for the following products based on the following chart:

	MON	TUES	WED	THU	FRI	SAT	SUN
8:00 AM TO 5:00 PM*	DAYTIME RATE PERIOD					EVE	
5:00 PM TO 11:00 PM*	EVENING RATE PERIOD						
11:00 PM TO 8:00 AM*	NIGHT/WEEKEND RATE PERIOD						

* to, but not including

Calls are billed based on the rate in effect for the actual time period(s) during which the call occurs. Calls that cross rate period boundaries are billed the rates in effect in that boundary for each portion of the call.

Time of day periods associated with other products are described in the rate section of those products.

4.8 Other Charges

Optional Account Codes:	\$0.00 per code per month
Initial Installation Fee:	\$0.00 per account code
Directory Assistance Fee:	\$0.95 per call

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SECTION 4 - RATES, CONT'D.

4.9 ISP Long Distance Savings Plan

	<u>InterLATA</u>	<u>IntraLATA</u>
ISP/AOL LDSP Outbound (1+) Rate Per Minute:	\$0.13	\$0.099
ISP/AOL LDSP Inbound (toll-free) Rate Per Minute:	\$0.13	\$0.13
Travel Card Rate Per Minute:	\$0.13	\$0.13
Travel Card Charge per Call:	\$0.30	\$0.30
Monthly Recurring Charge, per toll-free number:	\$5.00	

4.10 Talk.com Plan 1

4.10.1 Usage Charges

	Per Minute
Minimum Monthly Usage	Intrastate
\$50.00	\$0.140
\$100.00	\$0.140
\$150.00	\$0.140

4.10.2 Travel Card Service

Per minute rate:	\$0.120
Per call service charge:	\$0.30

4.11 Talk.com Plan 2

Rates for this service are the same as the rates that are found in Section 4.9 of this tariff.

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