

SCHEDULE OF RATES, TERMS AND CONDITIONS

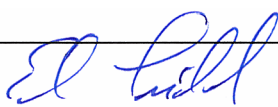
CRC Communications LLC
d/b/a OTT Communications

INTRASTATE TELECOMMUNICATIONS SERVICES

FOR THE COMMONWEALTH OF MASSACHUSETTS

Tariff D.T.C. – Massachusetts – No. 3

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Ed Tisdale Senior Vice President & General
Manager – Northeast Operations

Check Sheet

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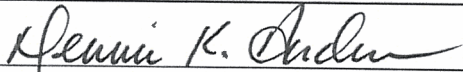
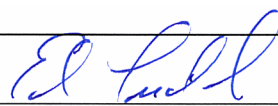

Dennis K. Andrews Senior Vice President

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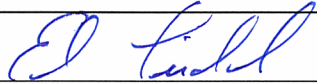
SECTION I - GENERAL

1.1 APPLICATION OF SCHEDULES OF RATES, TERMS & CONDITIONS

This Tariff sets forth the service offerings, terms and conditions, and rates applicable to the furnishing of intrastate access telecommunications services by CRC Communications LLC, hereinafter referred to as the Company, to its Customers within the Commonwealth of Massachusetts.

The Company's authorized intrastate service territory comprises those parts of the Commonwealth of Massachusetts which, as of the date of original issue of this Tariff, are within the franchised service area of Verizon New England, Inc., as indicated by that company's exchange boundary maps on file with the Massachusetts Dept. of Telecommunication and Cable.

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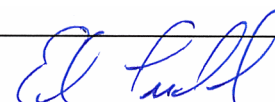
2. ACCESS SERVICES

2.1 Local Switching

The Local Switching rate category provides the functions necessary to complete the transmission of Switched Access communications to and from the end users served by the local end office. The functions included are:

- a) Local End Office Switching, i.e., the common switching functions associated with the various Switched Access Service arrangements;
- b) The line or trunk side arrangements which terminate the Local Transport facilities at end offices;
- c) Intercept, i.e., the termination of a call at a Telephone Company Intercept operator or recording; and
- d) The terminations for end user lines (common lines).

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2. ACCESS SERVICES (Cont'd)

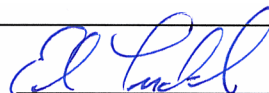
2.2 Dedicated End Office Trunk Port

The Dedicated End Office Trunk Port provides for the termination of Direct Trunked Transport trunks at an end office. The Dedicated End Office Trunk Port rate, set forth in Section 4 following, applies per activated trunk for all trunkside services terminating at either analog or digital end offices.

2.3 800 Data Base Access Service Customer Identification Charge

The 800 Data Base Access Service Customer Identification Charge, as specified in Section 4 following, applies to each 800 Data Base Access Service call delivered to the customer. The charge is assessed to the customer on a per query basis and may consist of customer identification (i.e., Carrier Identification Code (CIC)), delivery of the dialed 800 ten-digit number, ANI, and the allowable area of service, designated by the customer, from which 800 calls can be received.

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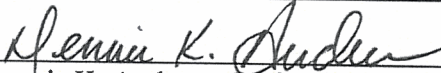
2. ACCESS SERVICES (Cont'd)

2.4 Access Charges

Switched Access Services

| | | | |
|---|------------|-------------------------|-----|
| Local Switching and Transport – Originating | \$0.003722 | per minute | (T) |
| | | | (D) |
| Tandem-Switched End Office and Transport- Terminating | \$0.000700 | per minute | (T) |
| Tandem-Switched Transport – Local Transport Facility Terminating | \$0.000000 | per minute/ per mile | (R) |
| 800 Data Base Access Service Customer Identification | \$0.004186 | per query | |

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2. ACCESS SERVICES (Cont'd)

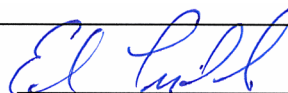
2.5 IDENTIFICATION AND RATING OF VoIP-PSTN TRAFFIC

The following provision applies to the treatment of Relevant VoIP-PSTN Traffic (as defined below) pursuant to the Federal Communications Commission's Part 41 Interconnection Rules and in compliance with the Federal Communications Commission's Report and Order and Further Notice of Proposed Rulemaking in CC Docket Nos. 96-45 and 01-92; GN Docket No. 09-51; WC Docket Nos. 03-109, 05-337, 07-135 and 10-90; and WT Docket No. 10-208, adopted October 27, 2011 and released November 18, 2011 (FCC 11-161) and Second Order on Reconsideration, adopted April 24, 2012 and released April 25, 2012. In the absence of an interconnection agreement between the Telephone Company and the customer specifying the treatment of Relevant VoIP-PSTN Traffic, the Telephone Company will bill the customer the lower of its interstate and intrastate switched access rates and charges, specified in Section 2.5(G) below, on all jurisdictionally Intrastate voice traffic identified as Relevant VoIP-PSTN Traffic under the terms of this Tariff.

(A) Scope

- (1) "Relevant VoIP-PSTN Traffic" is defined as terminating traffic received by the Telephone Company end user from the customer that originates and/or terminates in Internet protocol ("IP") format. This section governs the identification of VoIP-PSTN Traffic to be compensated at interstate access rates as required by the Federal Communications Commission in its Report and Order in WC Docket Nos. 10-90, etc., FCC Release No. 11-161 (Nov. 18, 2011) ("FCC Order"), and Second Order on Reconsideration adopted April 24, 2012 and released April 25, 2012. Subsection (2) below establishes the method for the billing of Intrastate VoIP-PSTN Traffic terminated by a customer that is a local exchange carrier.
- (2) Billing of Terminating Traffic. This subsection will be applied to the billing of Intrastate VoIP-PSTN traffic using switched access as specified in (1) above to a customer that is a carrier that: (a) terminates traffic to the Telephone Company, either directly or through a transit arrangement with another carrier, that is determined to be interexchange non-local traffic based on calling and called number or (b) terminates traffic to the Telephone Company pursuant to a negotiated agreement regarding the percentage of Intrastate VoIP-PSTN traffic when the traffic is commingled with local non-access traffic.

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2. ACCESS SERVICES (Cont'd)

2.5 IDENTIFICATION AND RATING OF VoIP-PSTN TRAFFIC (Cont'd)

(3) Billing of Originating Traffic. For the period from December 29, 2011 through July 12, 2012 and for the period beginning on or after July 1, 2014, Intrastate originating non-local traffic using switched access as specified in (1) above will be included in the application of PVU factors and the rating of Relevant VoIP-PSTN traffic at the interstate rate as defined in this subsection. During the period of July 13, 2012 through June 30, 2014 all Intrastate originating non-local traffic using switched access services will be subject to Intrastate Access Rates.

(B) Rating of VoIP-PSTN Traffic

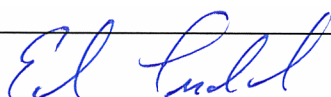
The Relevant VoIP-PSTN Traffic identified in accordance with this tariff section will be billed at rates equal to the Telephone Company's lower of its interstate and intrastate switched access rates as specified in the applicable provisions of Section 2.5(G) below.

(C) Calculation and Application of Percent-VoIP-Usage Factor

The Telephone Company will determine the number of Relevant VoIP-PSTN Traffic minutes of use ("MOU") to which interstate rates will be applied under subsection (B), above, by applying a Percent VoIP Usage ("PVU") factor to the total intrastate access MOU received by the Telephone Company end user and the customer. The PVU will be derived and applied as follows:

- (1) The customer will calculate and furnish to the Telephone Company a factor (the "PVU") representing the percentage of the total intrastate access MOU that the customer delivers to the Telephone Company in the State, that is sent to the Telephone Company and that originated in IP format. The customer's PVU shall be based on information such as the number of the customer's retail VoIP subscriptions in the State (e.g., as reported on F.C.C. Form 477), traffic studies, actual call details, or other relevant and verifiable information which will be provided to the Telephone Company upon request.
- (2) The customer shall not modify its reported PIU factor to account for Relevant VoIP-PSTN Traffic.

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2. ACCESS SERVICES (Cont'd)

2.5 IDENTIFICATION AND RATING OF VoIP-PSTN TRAFFIC

- (3) The customer shall retain the call detail, work papers, and information used to develop the PVU factor(s) for a minimum of one year.
- (4) The Telephone Company will apply the PVU factor to the total terminating intrastate access MOU received from the customer to determine the number of Relevant VoIP-PSTN Traffic MOUs.
- (5) If the customer does not furnish the Telephone Company with a PVU pursuant to the preceding paragraph 1, the Telephone Company will utilize a PVU equal to zero.

(D) Initial PVU Factor

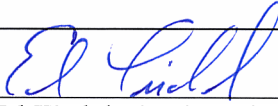
If the PVU factor is not available and/or cannot be implemented in the Telephone Company's billing systems by December 29, 2011, once the factor is available and can be implemented, the Telephone Company will adjust the customer's bills to reflect the PVU retroactively to December 29, 2011. This retroactive adjustment will be made to December 29, 2011, provided that the customer provides the factor to the Telephone Company no later than April 15, 2012; otherwise, it will set the initial PVU equal to zero, as specified in subsection (C)(5), above.

The Telephone Company may choose to provide credits based on the reported PVU factor on a Quarterly basis until such time as a billing system modification can be implemented.

(E) PVU Factor Updates

The customer may update the PVU factor quarterly using the method set forth in subsection (C)(1), above. If the customer chooses to submit such updates, it shall forward to the Telephone Company, no later than 15 days after the first day of January, April, July and/or October of each year, a revised PVU factor based on data for the prior three months, ending the last day of December, March, June and September, respectively. The revised PVU factor will apply prospectively and serve as the basis for billing until superseded by a new PVU factor. No prorating or back billing will be done based on an updated PVU factor.

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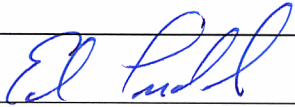
(F) PVU Factor Verification

- (a) Not more than four times in any year, the Telephone Company may request from the customer an overview of the process used to determine the PVU factor, the call detail records, description of the method for determining how the end user originates and terminates calls in IP format, and other information used to determine the customer's PVU factor furnished to the Company in order to validate the PVU factor supplied. The customer shall comply, and shall reasonably supply the requested data and information within 15 days of the Telephone Company's request.
- (b) The Telephone Company may dispute the Customer's PVU factor based upon:
 - (i) A review of the requested data and information provided by the customer;

(F) PVU Factor Verification (cont'd)

- (ii) The Telephone Company's reasonable review of other market information, F.C.C. reports on VoIP lines, such as F.C.C. Form 477 or state level results based on the F.C.C. Local Competition Report or other relevant data;
- (iii) A change in the reported PVU factor by more than five percentage points from the preceding quarter.
- (c) If after review of the data and information, the customer and the Telephone Company establish a revised PVU factor, the Telephone Company will begin using the revised PVU factor with the next bill period.
- (d) If the dispute is unresolved, the Telephone Company may initiate an audit. The Telephone Company shall limit audits of the customer's PVU factor to no more than twice per year. The customer may request that the audit be conducted by an independent auditor. In such cases the associated auditing expenses will be paid by the customer.

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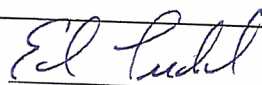
2.5 IDENTIFICATION AND RATING OF VoIP-PSTN TRAFFIC

- (i) In the event that the customer fails to provide adequate records to enable the Telephone Company or an independent auditor to conduct an audit verifying the customer's PVU factor, the Telephone Company will bill the usage for all contested periods using the most recent undisputed PVU factor reported by the customer. This PVU factor will remain in effect until the audit can be completed.
- (ii) During the audit, the most recent undisputed PVU factors from the previous reporting period will be used by the Telephone Company.
- (iii) The Telephone Company will adjust the customer's PVU factor based on the results of the audit and implement the revised PVU factor in the next billing period or quarterly report date, whichever is first. The revised PVU factor will apply for the next two quarters before new factors can be submitted by the customer.
- (iv) If the audit supports the customer's PVU factors, the usage for the contested periods will be adjusted to reflect the customer's audited PVU factor.

(D)

(D)

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