



210 N. Park Ave.  
Winter Park, FL  
32789

P.O. Drawer 200  
Winter Park, FL  
32790-0200

Tel: 407-740-8575  
Fax: 407-740-0613  
tmi@tminc.com

Mr. David Waddell  
Commission Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37219-0412

May 4, 2001  
Via Overnight Delivery

<b>PAID T.R.A.</b>	
Chk #	<u>29911</u>
Amount	<u>25.00</u>
Rcvd By	<u>HR</u>
Date	<u>5-7-01</u>

**Re: Notice of Name Change and Replacement Local and Access Tariffs for Talk America Inc. formerly Known as Talk.com Holding Corp. d/b/a also d/b/a The Phone Company**  
**Company ID #: 00112298 / Original Case Number 99-00610**

Dear Mr. Waddell:

Enclosed for filing are the original and thirteen (13) copies of the Local and Access replacement tariffs filed on behalf of Talk America Inc. formerly known as Talk.com Holding Corp. d/b/a The Phone Company. This filing incorporates the new company name. The Company respectfully requests these replacement tariffs to become effective on June 7, 2001

On April 9, 2001, Talk.com Holding Corp. amended its Articles of Incorporation to change its name to Talk America Inc. ("Company"). This name change reflects the Company's nationwide reach, and will allow the Company to have all of its entities to operate under one brand name. Consequently, all of the d/b/a's of Talk.com Holding Corp. should be changed to reflect the Company's new name, Talk America Inc. The Company is currently authorized to provide facilities-based local telecommunications services in the State of Tennessee in original Case Number 99-00610 approved on September 14, 1999.

This amendment changed only the name of the corporation and did not alter any assets or holdings, the Company's corporate structure, nor its personnel, directors and officers. Additionally, the Company has not altered its service offerings or prices, so its customers should not be adversely affected by this name change.

Questions regarding this filing may be directed to my attention at (407) 740-8575.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it in the self-addressed, stamped envelope enclosed for this purpose.

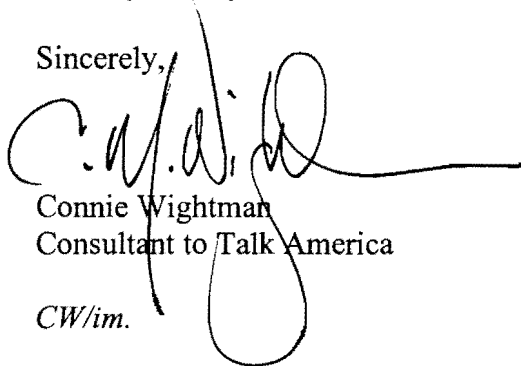
**VOUCHER NO.** 777200317  
**Chk.** 29911 **SRC.** 281.03  
**AMT. REC.** 25.00  
**DEPOSIT DATE** 5/08/01

May 4, 2001  
Mr. David Waddell  
Commission Secretary  
Tennessee Regulatory Authority  
Page 2

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Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'C. Wightman', with a long horizontal flourish extending to the right.

Connie Wightman  
Consultant to Talk America

CW/im.

cc: Katherine E. Barker, Kelley-Drye (*Without Enclosures*)  
Sharon Thomas, Talk America  
File: Talk America - TN Local  
Talk America - TN Access  
TMS: TNL0110



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Tel: 407-740-8575  
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tmi@tminc.com

*Long Distance*  
*Replaces*  
*Please Stamp*

RECEIVED

MAY 07 2001

TELECOMMUNICATIONS DIVISION

May 4, 2001

Via Overnight Delivery

PAID T.R.A.

Chk # 29912  
Amount 25.00  
Rcvd By JP  
Date 5-7-01

Mr. David Waddell  
Commission Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37219-0412

**Re: Notice of Name Change and Replacement Long Distance Rate Sheet for Talk America Inc. formerly Known as Talk.com Holding Corp. d/b/a also d/b/a The Phone Company**  
**Company ID #: 00112298 / Original Case Number 95-02758**

Dear Mr. Waddell:

Enclosed for filing are the original and thirteen (13) copies of the long distance replacement Rate Sheet filed on behalf of Talk America Inc. formerly known as Talk.com Holding Corp. d/b/a The Phone Company. This filing incorporates the new company name. The Company respectfully requests this replacement tariff to become effective on June 7, 2001

On April 9, 2001, Talk.com Holding Corp. amended its Articles of Incorporation to change its name to Talk America Inc. ("Company"). This name change reflects the Company's nationwide reach, and will allow the Company to have all of its entities to operate under one brand name. Consequently, all of the d/b/a's of Talk.com Holding Corp. should be changed to reflect the Company's new name, Talk America Inc. The Company is currently authorized to provide interexchange telecommunications services in the State of Tennessee in original Case Number 95-02758 approved on September 12, 1995.

This amendment changed only the name of the corporation and did not alter any assets or holdings, the Company's corporate structure, nor its personnel, directors and officers. Additionally, the Company has not altered its service offerings or prices, so its customers should not be adversely affected by this name change.

Questions regarding this filing may be directed to my attention at (407) 740-8575.

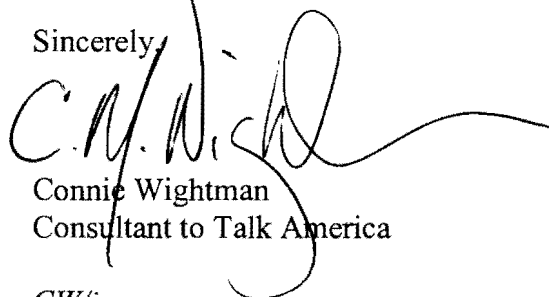
Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it in the self-addressed, stamped envelope enclosed for this purpose.

May 4, 2001  
Mr. David Waddell  
Commission Secretary  
Tennessee Regulatory Authority  
Page 2

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Thank you for your assistance.


Sincerely,

A handwritten signature in black ink, appearing to read 'C. Wightman', with a long, sweeping horizontal line extending to the right.

Connie Wightman  
Consultant to Talk America

CW/im.

cc: Katherine E. Barker, Kelley-Drye (*Without Enclosures*)  
Sharon Thomas, Talk America  
File: Talk America - TN  
TMS: TNO0109

<p style="text-align: center;"><b>State of Tennessee</b></p> <p style="text-align: center;"></p> <p><b>Department of State</b> Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243</p>	<p style="text-align: center;"><b>APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY (FOR PROFIT)</b></p>	<p style="text-align: right; font-size: small;">For Office Use Only</p> <div style="text-align: center;"> <p><b>RECEIVED</b></p> <p><b>FILED</b></p> <p>01 MAY -4 AM 11:34</p> <p>RILEY DARNELL SECRETARY OF STATE</p> </div>
<p>Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:</p>		
<p>1. The name of the corporation is <u>Talk.com Holding Corp</u> If different, the name under which the certificate of authority is to be obtained is <u>Talk America, Inc.</u></p>		
<p>2. The state or country under whose law it is incorporated is <u>Pennsylvania</u></p>		
<p>3. The date of its incorporation is <u>May 17, 1989</u> (must be month, day, and year), and the period of duration, if other than perpetual, is _____</p>		
<p>4. The complete street address (including zip code) of its principal office is _____  <u>6805 Route 202,</u> <u>New Hope</u> <u>PA</u> <u>18938</u>  <small>Street City State/Country Zip Code</small></p>		
<p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee is _____  <u>530 Gay Street,</u> <u>Knoxville,</u> <u>Tennessee, (Knox County)</u> <u>37902</u>  <small>Street City State/Country Zip Code</small>          Registered agent: <u>C.T. Corporation System</u></p>		
<p>6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)  <u>See Attached</u></p>		
<p>7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)  <u>See Attached</u></p>		
<p>8. The corporation is a corporation for profit.</p>		
<p>9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date) _____ (time).</p>		
<p>(NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.)</p>		
<p>(NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.)</p>		
<p><u>4/24/01</u> Signature Date</p>	<p><u>Talk America Inc.</u> Name of Corporation</p>	
<p>Executive Vice President &amp; Secretary Signer's Capacity</p>	<p><u>Aloysius T. Lawn, IV</u> Signature</p>	
<p>SS-4435 (Rev. 7/00)</p>		<p>Aloysius T. Lawn, IV Name (typed or printed)</p>
<p>RD 1678</p>		

**Secretary of State**  
**Division of Business Services**  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 05/04/01  
REQUEST NUMBER: 4186-2000  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 05/04/01 1134  
EFFECTIVE DATE/TIME: 05/04/01 1630  
CONTROL NUMBER: 0253969

TO:  
CT CORPORATION SYSTEM  
1633 BROADWAY

NEW YORK, NY 10011

RE:  
TALK AMERICA INC.  
APPLICATION FOR AMENDED CERTIFICATE OF  
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN  
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF  
AUTHORITY - FOR PROFIT

ON DATE: 05/04/01

FROM:  
C T CORPORATION SYSTEM (NY-ZIP-10019)  
1633 BROADWAY

NEW YORK, NY 10019-0000

RECEIVED:	FEES	
	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00002877282  
ACCOUNT NUMBER: 00000025



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**Director**

1. Edward Meyercord, Director  
6805 Route 202, New Hope, PA 18938
2. Gabriel Battista, Chairman, Director  
12020 Sunrise Valley Drive, Reston, VA 20190
3. Aloysius T. Lawn, Director  
6805 Route 202, New Hope, PA 18938
4. Edward Meyercord, Director  
6805 Route 202, New Hope, PA 18938

**Officers**

1. Gabriel Battista, Chairman, Chief Executive Officer  
12020 Sunrise Valley Drive, Reston, VA 20190
2. Ken Baritz, President  
1401 NW 136<sup>th</sup> Ave, Sunrise, FL 33323
3. Edward Meyercord, Chief Operating Officer/Chief Financial Officer & Treasurer  
6805 Route 202, New Hope, PA 18938
4. Kevin Griffo, Executive Vice President-Sales and Marketing  
12001 Science Drive, Suite 130, Orlando, FL 32826
5. Aloysius T. Lawn, IV, Executive Vice President-General Counsel & Secretary  
6805 Route 202, New Hope, PA 18938
6. George Vinall, Executive Vice President-Business Development  
12020 Sunrise Valley Drive, Reston, VA 20190
7. Thomas Walsh, Senior Vice President-Finance  
6805 Route 202, New Hope, PA 18938

4106 2002

## COMMONWEALTH OF PENNSYLVANIA

## DEPARTMENT OF STATE

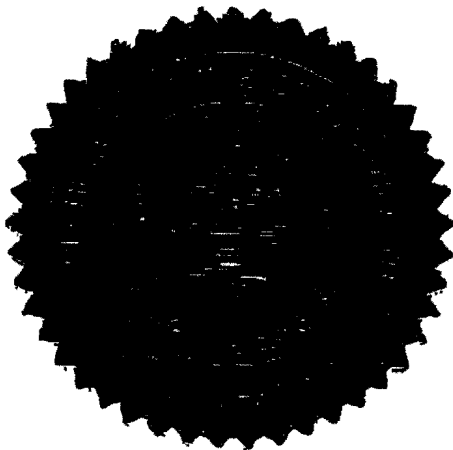
APRIL 19, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

TALK AMERICA INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.

A handwritten signature in cursive script, appearing to read "Kim D'Amico".

Secretary of the Commonwealth

DPOS



*This Rate Sheet, Tennessee Rate Sheet, issued by Talk America Inc., cancels and replaces the Tennessee Rate Sheet issued by Talk.com Holding Corp. d/b/a d/b/a Network Services of New Hope and also d/b/a The Phone Company in its entirety*

# 1 Schedule A - Switched Access

This long distance service applies to customers who access the Company 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.

## Rates:

### Talk America Schedule A Service - Switched Access

#### InterLATA

	DAY		EVENING		NIGHT/WKND	
Mileage	Initial Period	Ea. Addl Period	Initial Period	Ea. Addl Period	Initial Period	Ea. Addl Period
All Miles	.0396	.0132	.0396	0.132	0.396	0.132

#### IntraLATA

	DAY		EVENING		NIGHT/WKND	
Mileage	Initial Period	Ea. Addl Period	Initial Period	Ea. Addl Period	Initial Period	Ea. Addl Period
All Miles	.0345	.0115	.0345	0.115	0.345	0.115

Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

**2 Schedule B - Dedicated Access**

This long distance service applies to customers who access the Company 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.

**Rates:****Talk America Schedule B Service - Dedicated Access**

## InterLATA

	DAY		EVENING		NIGHT/WKND	
Mileage	Initial Period	Ea. Addl Period	Initial Period	Ea. Addl Period	Initial Period	Ea. Addl Period
All Miles	.0333	.0111	.0333	.0111	.0333	.0111

## IntraLATA

	DAY		EVENING		NIGHT/WKND	
Mileage	Initial Period	Ea. Addl Period	Initial Period	Ea. Addl Period	Initial Period	Ea. Addl Period
All Miles	.0333	.0111	.0333	.0111	.0333	.0111

Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

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**3 Switched Inbound Service**

Switched Toll-Free Service provides an in-bound calling service to the Company's Customers. The Company's Customer is billed for each toll-free (i.e., 800/888) call, rather than the call originator. Calls terminate to the Company's 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.

**Rates:**

	<u>Rate Per Hour of Use</u>
Day	\$8.64
Evening	\$8.64
Night/Weekend	\$8.64

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Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

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**4 Dedicated Inbound Service**

Dedicated Toll-Free Service provides an in-bound customer provided calling service to the Company's Customers. The Company's Customer is billed for each toll-free (i.e., 800/888) call, rather than the call originator. Calls terminate to the Company's 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.

**Rates:**

	<u>Rate Per Hour of Use</u>
Day	\$14.30
Evening	14.30
Night/Weekend	14.30

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Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

**5. Nonsubscriber Calling**

Non-subscriber calling is a specialized service allowing Customers to access the Company's network by using the Carrier's access code.

All calls are rounded to the next higher full minute with a minimum billing of one minute per call.

Per Minute Rates:

Mileage Band	DAY		EVENING		NIGHT/WEEKEND	
	1st Minute	Ea.Addl Minute	1st Minute	Ea.Addl Minute	1st Minute	Ea.Addl Minute
1-10	.1200	.1200	.1000	.1000	.0700	.0700
11-22	.1300	.1300	.1100	.1100	.0700	.0700
23-55	.1500	.1500	.1200	.1200	.1000	.1000
56-124	.1500	.1500	.1200	.1200	.1200	.1200
125-292	.1600	.1600	.1400	.1400	.1200	.1200
293-430	.1700	.1700	.1400	.1400	.1200	.1200
over 430	.1800	.1800	.1400	.1400	.1200	.1200

Nonsubscriber Charge, per Call: \$1.80

Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TN00109

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**7 Travel Card Service**

Travel Card Service offers the Company's 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.

**Usage Rates**

Mileage	DAY		EVENING		NIGHT/WEEKEND	
	Initial 18 Sec.	Add'l 6 Sec.	Initial 18 Sec.	Add'l 6 Sec.	Initial 18 Sec.	Add'l 6 Sec.
ALL	\$0.0543	\$0.0182	\$0.0489	\$0.0163	\$0.0489	\$0.163

Per Call Service Charge: \$0.75

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Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

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**8 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.

	<u>InterLATA</u>	<u>IntraLATA</u>
MP Outbound (1+) Rate Per Minute:	\$0.15	\$0.089
MP Inbound (toll-free) Rate Per Minute:	\$0.15	\$0.15
Travel Card Rate Per Minute:	\$0.249	\$0.249
Travel Card Charge, Per Call:	\$0.99	\$0.99
Monthly Recurring Charge, per toll-free number:	\$5.00	

**9 [Reserved for Future Use]**

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Effective: June 7, 2001

Issued by: Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

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**10. 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).

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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Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109



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**11. Talk America Plan 1**

Talk America 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 America Plan 1. A per call service charge applies to each completed Travel Card call.

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

**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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Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

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**11. Talk America Plan 1, Cont'd.****2. Usage Charges**

	Per Minute
Minimum Monthly Usage	Intrastate
\$50.00	\$0.139
\$100.00	\$0.139
\$150.00	\$0.139

**3. Travel Card Service**

Per minute rate:	\$0.249
Per call service charge:	\$0.99

**12. Talk America Plan 2**

Talk America 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 America 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 America sales agent. Charges are billed via a valid commercial credit card. Call detail and billing records are available on-line via the Talk America 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 3.8 of this tariff.

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Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

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**13. 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 13.8.
4. The fixed service charge portions of the charge for an Operator Assisted Call is set forth in Section 13.9.
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.

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Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

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**13. 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.

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Effective: June 7, 2001

Issued by:

Aloysius T. Lawn, IV Executive Vice President  
6805 Route 202  
New Hope, PA 18938

TNO0109

**13. Operator Services, *cont'd.*****8. Usage Rates:**

Rate Mileage	DAY		EVENING		NIGHT/WEEKEND	
	Initial Minute	Addl. Minute	Initial Minute	Addl. Minute	Initial Minute	Addl. Minute
1-10	\$0.1000	\$0.1000	\$0.0800	\$0.0800	\$0.0600	\$0.0600
11-22	\$0.1100	\$0.1100	\$0.0800	\$0.0800	\$0.0700	\$0.0700
23-55	\$0.1100	\$0.1100	\$0.0900	\$0.0900	\$0.0800	\$0.0800
56-124	\$0.1200	\$0.1200	\$0.1200	\$0.1200	\$0.0900	\$0.0900
125-292	\$0.1300	\$0.1300	\$0.1200	\$0.1200	\$0.1200	\$0.1200
293-430	\$0.1500	\$0.1500	\$0.1500	\$0.1500	\$0.1200	\$0.1200
430 +	\$0.1500	\$0.1500	\$0.1500	\$0.1500	\$0.1200	\$0.1200

**9. Per Call Service Charges:**

Customer Dialed Calling/Credit Card	\$0.80
Operator Dialed Calling/Credit Card	\$1.94
Collect	\$1.94
Third Party Billed	\$1.94
Person-to-Person	\$3.00

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Issued by:

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**14. 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 Customer will be charged the following rates:

Rate Per Minute:	\$0.095
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**Travel Card**

Usage Per Minute:	\$0.249
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Service Charge Per Call:	\$0.99
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**14.1 Bundle No. 1**

Rate Per Minute:	\$0.099
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**Travel Card**

Usage Per Minute:	\$0.249
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Service Charge Per Call:	\$0.99
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**14.2 Bundle No. 2**

Rates for Bundle No. 2 are described in Section 8 in this Tariff.

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**14. Bundled Long Distance Service****14.3 Bundle No. 3**

Rate Per Minute: \$0.095

## Travel Card

Usage Per Minute: \$0.249

Service Charge Per Call: \$0.99

**14.4 Bundle No. 4**

Rate Per Minute: \$0.095

## Travel Card

Usage Per Minute: \$0.249

Service Charge Per Call: \$0.99

**14.5 Bundle No. 6**

Rate Per Minute: \$0.095

## Travel Card

Usage Per Minute: \$0.249

Service Charge Per Call: \$0.99

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**15. Local Exchange Carrier Connected Service**

This service applies to Customers who select the Company as their interLATA or intraLATA carrier through a local exchange carrier without contacting the Company to select a calling plan. Each call will be billed in one minute increments with a minimum call duration of one minute for billing purposes. The applicable rate is the usage rate specified below, in addition to all other applicable service charges and surcharges specified in this tariff.

Rate Per Minute:	\$0.1500
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**PROMOTIONS****1. Talk America 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.

**A. 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
1st 200 minutes, per month, per line	\$8.00
Additional intrastate usage charges after the 1st 200 minutes per monthly per line	\$0.099 per minute

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**PROMOTIONS, (CONT'D.)****1. Talk America December 2000 Market Trials, (cont'd.)****B. 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
1st 100 minutes, per month, per line	\$3.00
Additional intrastate usage charges after the 1st 100 minutes per monthly per line	\$0.099 per minute

**C. 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
1st 200 minutes, per month, per line	\$5.95
Additional intrastate usage charges after the 1st 200 minutes per monthly per line	\$0.05 per minute

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**PROMOTIONS, (CONT'D.)****2. \$10 Credit Card Promotion**

This promotion is offered to new and existing Customers who subscribe to one of the Company's local and long distance bundled service offerings under this tariff, and who also choose the option of billing through a major commercial credit card accepted by the Company. The eligible Customer will receive a one-time credit of up to \$10.00 (depending upon the sales channel) which will be applied to their account to be used against current or future billing.

The eligible Customer who discontinues service or whose service is discontinued by the Company forfeits any remaining unused credits.

This offer is valid through August 20, 2001.

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