24. Pricing Flexibility Contract Offerings (Cont'd) (N)

24.24 Contract No. 13-002

DESCRIPTION:	Existing DS1 and DS3 Services
CONTRACT AVAILABILITY:	Effective from October 1, 2013 through October 31, 2013
CONTRACT EXPIRATION DATE:	36 Months
AVAILABLE MSAs:	MSAs identified in Section 24.1 preceding.

This contract tariff offers a Revenue Discount Simplification Plan for the Telephone Company's DS1 and DS3 Services, as set forth in Sections 7 and 17 preceding, and which requires concurrent subscription to the CenturyLink Operating Companies' Tariff F.C.C. No. 11, Contract No. 13-012. Eligibility for these discounts requires the customer to meet or exceed the term revenue commitment of $59,200,000.00 in Contributory Charges as set forth below. (x) (x)

TERMS AND CONDITIONS REQUIRED:

- The customer must meet or exceed a Term Revenue Commitment of $59,200,000.00. The Revenue Discount Simplification Plan is measured by totaling the net Contributory Charges for Contributory Services purchased during the 36-month term.

- Contributory Services may be comprised of DS1, DS3, SONET, Wavelength and Ethernet Service and other Special Access Services for the following companies: CenturyTel (CT) ILEC, Embarq (EQ) ILEC, Embarq Communications, Inc., (ECI), Lightcore, Qwest Communications Company (QCC) IXC and Qwest Corporation (QC). (x) (x)

- Contributory Charges are the customer's monthly recurring charges incurred during the term.

- Customers must currently subscribe to the Term Discount Plan (TDP), the CenturyLink Operating Companies Tariff F.C.C. No. 9 Price Flex Contract No. 06-001, and have completed 24 months of the 60 month contract in order to be eligible to enroll in the Revenue Discount Simplification Plan:

- The Plan discounts per this Contract Tariff will only apply to DS1s and DS3 and must not exceed the billed charges. (N)

(x) Issued under authority of Special Permission No. 13-021 of the Federal Communications Commission.

24. Pricing Flexibility Contract Offerings (Cont'd) (N)

24.24 Contract No. 13-002 (Cont'd)

TERMS AND CONDITIONS REQUIRED: (Cont'd)

- The Company will calculate the customer's Contributory Charges that count towards the Revenue Discount simplification Plan Credit within 30 calendar days following the end of a Measurement Period. The customer's first Measurement Period will begin on the first full calendar month after the implementation date, and each subsequent Measurement Period will be a calendar month. The customer's total Contributory Charges included on invoices with bill dates that occur within a Measurement Period will be included on a Contributory Charges Report and may include various bill dates during the calendar month.

- For each Measurement Period, the customer will receive a credit pursuant to the following Discount Tier Table. The applicable percentage will be applied to Month-to-Month Rates.

DISCOUNT TIERS

RANGE	MIN SPEND	MAX SPEND	MTM CREDIT
1	-	$1,999,999	0.0%
2	$2,000,000	$2,699,999	15.7%
3	$2,700,000	$3,019,999	18.7%
4	$3,020,000	$3,499,999	20.7%
5	$3,500,000	$4,199,999	22.7%
6	$4,200,000	$5,199,999	23.7%
7	$5,200,000	$6,199,999	25.7%
8	$6,200,000	ABOVE	27.7%

(N)

(x) Issued under authority of Special Permission No. 13-021 of the Federal Communications Commission.

24. Pricing Flexibility Contract Offerings (Cont'd) (N)

24.24 Contract No. 13-002 (Cont'd)

AGREEMENT TERM AND TERMINATION

- Effective with the second Measurement Period, if the customer's Contributory Charges fall between the 5th and 15th percentile of the third discount tier, the parties agree to reset the Minimum and Maximum Spend of the discount tiers set forth above, so that the customer's Contributory Charges are positioned at the 15th percentile of the third discount tier. If the contributory Charges fall between the 16th and 25th percentile of the third discount tier, no adjustments will be made to the Minimum and Maximum Spend. If the customer's Contributory Charges are greater than the 25 percentile of the third discount tier, then the Minimum and Maximum Spends of the discount tiers will be adjusted.

- If this Revenue Discount Simplification Plan is terminated prior to the customer meeting the $59,200,000.00 Revenue Commitment, then the customer will pay early termination charges equal to the Revenue Commitment less any net Contributory Charges paid for Contributory Services between the implementation date and 30 days after the date of the last invoice for Contributory Services.

- When the customer's net Contributory Charges for Contributory Services reaches $59,200,000.00 or greater, the customer may terminate the Revenue Discount Simplification Plan without incurring early termination liability charges.

- The customer may elect to extend the Revenue Discount Simplification Plan for two additional 12 month renewal periods by providing written notification at least 60 days prior to the end of the term or renewal term. The Revenue Commitment for the term extension will be reset at $19,700,000.00 for each one year renewal term. (N)

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