

World

November 10, 2000

Mr. Juan Velazquez
Wholesale Department
Puerto Rico Telephone

Fax: 792-6446

Dear Mr. Velazquez

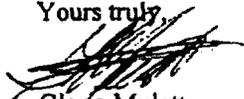
As always we wish to cooperate and be patient with PRTC in resolving problems and issues. We can not, however, allow revenue from accounts that are WorldNet's to continue to go to PRTC, and can not allow problems that effect the integrity of WorldNet's service to continue in perpetuity. In this spirit we will continue to be patient while PRTC works to resolve their delays in transferring WorldNet accounts and we feel for historical accounts allowing PRTC three months to transfer is a good faith gesture of this patience. Even with this window of a quarter of a year, however, we have accounts that have extended considerably longer. For these accounts we are claiming the lost revenue beyond three months. After all, this is WorldNet's income taken by PRTC.

An additional concern is that these problems seem to be worse with larger accounts. For example a large portion of Doral Financial Corporation has been pending for over nine months. Mr. Velazquez this reflects poorly on WorldNet's quality of service and is anti-competitive in practice if not in intention. After fifteen months we feel it is fair to expect 100% of the PON's to be transferred to WorldNet before three months.

In light of this I am submitting a dispute in the amount of \$84,556.58. This reflects the amount of lost revenue for Doral Financial Corporation calculated by multiplying 22.75% by the invoice amount by the number of months outstanding beyond three months. This will be our procedure for past accounts. For current accounts moving forward we will need to work with PRTC to shorten the three months. That is too long for already having 15 months experience.

Should you have any question please feel free to call me at 277-0210 or e-mail mgloria@prtc.net

Yours truly,



Gloria Mulett
General Manager

cc: Mrs. Alicia Caballero
Ms. Carmen Diaz
Mrs. Graciela Nieves
Mr. David Bogaty

LOCAL SERVICE

PRTC MEETING

4/28/99

ATTENDEES:

David Bogaty
Luis Montanez
Gloria Mulett
Maria del Mar - PRTC Network Administration
Tony Vera - PRTC Training Director
Hector Rincon - PRTC Training Dept. Instructor Assigned for Worldnet training

1. The purpose of the meeting was to get help us interpret the PRTC tariffs
2. We discovered that the tariff book we have been using is incorrect. Mr. Vera and Maria del Mar promised to get us a copy by Friday. They were going to request a manual for us or have Mr. Vera's secretary copy the existing one.
3. The tariff book they are going to get for us is easier to understand and also contains the codes and a short description of the products and services.
4. We handed our NECA code number to Maria del Mar and she said she will now submit it to the different system administrators that will be interfacing with us and request our password. She estimates this will take one to two weeks.

★ (5)

Training:

A. Mr. Vera will coordinate the training for:

1. **Basic Sales (Products and Services)** - This training will be customized according to the needs we have in this area. This training can be offered in the next two weeks.
2. **Technical Training** - This training will cover the basics of what we need to know as RESELLER Products, services, tariffs, codes, persons we will be contacting for customer service
3. **Interface System User Training** - This training will be offered to the users of the interface system between Worldnet and PRTC

The cost of these trainings will be sent to us in a formal proposal and we will receive a Training Program to allow us to choose what we need included in the training session. Mr. Vera gave us an estimate of \$275.00/per person/per day

4. Maria del Mar says they are not ready to receive orders to flip customers to Worldnet. She will try to accelerate the process as much as possible. We need to wait (again...)
5. **Pending Matters:**
 - a. Maria del Mar will get back to me to let me know about the tariff and code book
 - b. Interface training and password
 - c. Completion of PRTC Testing so we can begin sales even if we hand carry them

PENDING ISSUES WITH PRTC
AS OF SEPTEMBER 23, 1999

PRIORITIES:

1. **Billing issues:**
 - A. Accounting codes not billed in Aug billing cycle as per customer's PRTC invoice. (notified Maria del Mar 9/20/99)
 - B. Strong Shield did not bill, we had no start date (0 - 22 Aug)
 - C. Are we convinced on the explanation received from PRTC on why we had no usage on our Aug bill??
 - D. Cycles mixed up. Maria del Mar says there is no mix up. Customer invoice has wrong billing cycle date.
 - E. What is Equipment deposit code 2024 and why are we being billed??
 - F. Have the directory charges been solved??
 - G. Small charges such as Tel. Equip, etc. How is this going to be solved??
 - H. Cycle 4 not received

2. **PIC**
 - A. I requested procedure from Cuqui Diaz, to pass all intra traffic of local customers to PRTC. She said she would get back to me today
 - B. List with the lines of all our local customers is ready to be sent as soon as we are provided with the proper procedure.
 - C. TCSI code - what is implementation status
 - D. Is WorldNet the only entity authorized to send PIC for it's customers

3. **RFY**
 - A. Once customer flips, we can no longer view the screen
 - B. We cannot view PIC on screen (GUI)

4. **Performance Coordinator**
 - A. We have received no new status regarding the naming of a person to occupy this position.

5. **Reseller Manual**

We were told in our meeting of July that we would receive it at the end of the month, then that in a few weeks and still no manual.

6. **Training**

Spoke to Cuqui and she informed me that we should be notified very soon which are the dates assigned for this training

MINUTES MEETING MARCH 29TH 2000

ATTENDEES:

Juan Velazquez Carlos Rodriguez
Graciela Nieves
Lillian Rodriguez
Walter
Carmen Diaz
Eva
Alicia Caballero
David Bogaty
Gloria Mulett

Topics discussed:

Walter was leading the discussions and suggested we could use David's letter to Mr. Juan Velazquez date Feb 24 outlining issues discussed in Feb 17th meeting as an agenda. We all agreed (They apparently had no agenda anyway...) We went through the items numbered in the letter as follows:

12. **PRTC Optima Plan requested and approved by Carlos Rodriguez**

- Carlos Rodriguez informed us that programming people are working with this and we will not have anything until April 30th. Discount will be applied as of May 1st, 2000.
- David explained that CCDS is now separating the intra-island data. He went on to request that we be allowed to apply the discount manually in the interim until PRTC system is programmed. David will have a dispute on billing cycle.
- Carlos did not object as a matter of fact he sort of agreed, but said he would get back to us on this, by the end of the week. He needs to consult with the legal dept for approval to allow WN apply the discount manually for now. PRTC would apply it as an adjustment.

** Separate comment: Carlos Rodriguez said he would like to be invited to be present at the meeting between AT&T and WorldNet whenever it is scheduled

13. TRAINING

- \$200.00 per person per day and could probably run 5 days } Carlos will confirm this 6
persons minimum } information of cost & days
- Must be set up for a Saturday
- PRTC will set up a program and send it to us before the training.

2. **ELECTRONIC TRANSFER** – Pending results as per meeting held with Angel Cordero on February 28th

1. **DIRECTORY CHARGES** – Issue was still unresolved.
 - Lilliam Rodriguez, brought up the issue that now all the customers with questions are calling her and she has to give them the name of contact at Cuenta Final.
 - I explained that that is so because she never sent us the contact names we were to give our customers when they had questions regarding the directory charges.
 - Lilliam gave us the names: Mrs. Vivian Negron, Supervisor Cuenta Final
Ms. Luz G. Nazario, Manager, Cuenta Final
 - Carlos Rodriguez informed us that this issue should already be solved. I handed him a new case Leonardo's where not only has the customer been paying as per our instructions without an invoice, but now the customer received a letter threatening to be sent to legal division
 - WorldNet has no jurisdiction to call or act on behalf of the customer in accounts that are billed by PRTC under newly created billing numbers 67x-xxxx.
 - Graciela Nieves will be in charge of all matters related to this issue.

7. **OSTA SCREEN**
 - We now have the ability to use this screen. Actually we always did, PRTC did not train us on how to use it or even open it.
 - PRTC has another password available for us to pick up

10. **PROGRAMMING FOR ACCESS TO PIC IN RFI** – David asked how long before we can have the programming to access PIC in the GUI
 - Graciela will call us to give us a time frame
11. **PROGRAMMING FOR ACCESS IN RFI ON AN ONGOING BASIS**
 - Carmen Diaz says that this is not necessary, because we have the ability to see any order change the customer has in our billing data base
 - What ever information we need, from the beginning we should take from RFI when in status 25
 - David explains that if we had the ability to see all the information on an ongoing basis we would not have the need to call PRTC so many times.
 - Carmen Diaz says that that is what her group is there for. We may call as many times as necessary.
 - David says he wants to get back to this issue later after he has had time to think about it a little more
8. **PON's DELAYED IN STATUS 21 OR 25 SHOULD MISS NO MORE THAN 2 BILLING CYCLES**
 - Change from status 13 to 25 as per Carmen Diaz should not take more that 2 billing cycles. The reasons why these lines are delayed are due to three different programs that require change: CIDs, CAT's, GUID
 - The older accounts that are 21 & 25 should have already been solved for our next meeting. Eva is working on a full time basis to solve all the pending accounts waiting to PLOC.
9. **PLOC'ING**
 - Pon with 1 – 10 lines 48 hours (clean accounts)
 - PON with 50 – 100 lines 15 days (clean accounts)

WorldNet - PRTC Meeting
April 26, 2000

To: Paul Zielinski (Meeting Facilitator), and all in attendance.
From: David L. Bogaty
Re: Agenda Topics
Date: April 24, 2000

The following is a list of topics that need to be discussed

1) ~~PLOC'ing.~~

- a) All 24's should be moved to status 15 as per our agreement last meeting at the end of March. This does not appear to have happened. Pending orders were going to be canceled and reordered automatically by PRTC. By April 17, this had not be completed.

~~b)~~ All pending accounts not PLOC'd from 1999 were to be moved to status 15. Our records indicate this has not been completed.

~~c)~~ Carmen Diaz was to prepare a study how many PLOC'ing delays are extending beyond 2 billing cycles. My study shows over 9%.

~~d)~~ PLOC'ing time frames. What are they? Are they being met?

~~e)~~ The time frames are for "Clean Accounts". We need to define "Clean Account."

~~f)~~ When a PON is delayed, the reason should be sent to WorldNet without a WorldNet rep. having to ask, and should be ANI specific, not BTN specific. Currently it is BTN specific and we have to call find out the reason.

2) ~~PICC CONFIRMATION~~

Though I have sent three requests, we have received no correspondence confirming that PICC will not be charged to WorldNet.

3) ~~INTRA-ISLAND PRICING~~

We are also still waiting for a response to our request for confirmation of intra-island pricing, and to our conclusion that it applies to Intra-Island OR Inter-island, not Intra-Island AND Inter-island.

WorldNet - PRTC Meeting
April 26, 2000

4) **INCREASED RFI ACCESS**

Access to PIC in RFI and access on an ongoing basis. We were told we have the PIC access already though we have not confirmed this yet. We were told by our attorney that denying resellers live access to their account information would clearly be discriminatory. In light of this, does PRTC still intend to withhold access to this as stated by Carmen Diaz in our last meeting?

5) **TRAINING**

We are waiting on final confirmation of pricing for PRTC product training.

6) **STANDARDIZATION OF OPERATIONS PROCEDURES**

We believe it absolutely necessary to have weekly meetings with Ms. Diaz's group and including when necessary Equal Access for PIC'ing beginning immediately. We are currently operating with verbal procedures, and many situations have no procedure at all. All operations procedures including PLOC'ing and PIC'ing need to be standardized and written. If you are willing we would like to set up at least the first month's schedule during this meeting.

It is my understanding that this was to have been handled through a call from Carmen Diaz for which we are still waiting.

7) **ADDITIONAL QUESTIONS**

- Can we download RFI information into a separate file?

*Pending
Special will get back to
us by early next week*

- 8) Quotations for service

JSD 9) T-1's not billing services needed

10) VIP - Moral -

Customer is concerned of their network

8) *Carlos will let us know if PRTC can provide us with the tools to*

*will send
on Monday
letter
let date
May 1st*

*Carlos will
get back
to me*

Agenda

Meeting between WorldNet and PRTC

June 15, 2000

Issues

1) **Increased Access to RFI (THIS ITEM IS URGENT.)**

We have been told a task request has been filed to complete this. No date was given for completion. At the very minimum we must have access to PIC info ASAP. We have been requesting this for over seven months now. Also, we were told there may be a charge for this access. Based on all of the money we have let go due to PRTC not meeting requirements, I urge you not to assign a charge for this; Or at least not for a period of time after the other problems and issues are worked out.

2) **Training**

We are still waiting for information on training. We were going to receive the name of the person who runs the training to design a training for WorldNet. We do not have the name at this time.

3) **Standardization of Operations Procedures.**

We need to set the date and time for our first meeting with Ms. Diaz's group

4) **If appropriate: PLOC'ing review.**

24's

25 Delays

Old PON's missing 2 cycles

Government Accounts

5) **DSL - Is PRTC offering DSL. What CO's will have if first and on what time frame? What is our discount?**

6) **DS3 Order**

7) **Marketing offering discounts on Medido and Renta de Linea. Not Tariffed.**

**AGENDA PRT RESELLER MEETING
FEBRUARY 28, 2001**

PLOC

1. RFI status 25

- This can*
- a. Grant WorldNet credit for lost revenue when PRT delays over sixty 60 days without solving billing discrepancies
 - b. Our experience in the last six months is that our lines submitted for PLOC are completed within 1 to 15 days. A win-win procedure for both companies would be the following.
 - i. 1 – 10 lines = 5 Business days
 - ii. 11 – 50 lines = 10 Business days
 - iii. 50 – 100 lines = 15 Business days
 - iv. Special Services = 5 Business days
 - c. PRT is to notify WorldNet on due date +1 if there is a need to incur in a delay informing the reason and expected time frame to process the order for PLOC

2. RFI Status 24

- Expendment*
- a. Grant WorldNet credit for lost revenue when PRT delays over sixty 60 days without completing pending service orders on BTN's delayed in RFI status 24.
 - b. As per Carmen Diaz no new orders will be placed on BTN's delayed in RFI Status 24. All request for new orders will be processed by WorldNet
 - i. As discussed in our Meeting held on February 15th, Graciela Nieves will discuss our suggestion with Carmen Diaz to leave pending orders on existing BTN and assign another WTN as BTN for the rest of the lines in order to promptly complete transfer process,
 - c. WorldNet will continue to notify customers not to place new orders to delayed BTN, PRT will not accept any more orders for BTN in RFI status 24.
 - i. Our experience is that this procedure is not working, reason for which we suggest the above procedure.
 - d. Lines take too long in this status. We should implement standards for installation. POTS 10 to 20 days and SF 30 to 45 days

QUOTATIONS

- 1. PRT has always provided the quotations for the end-user WorldNet has requested and now with no prior warning we have been notified that PRT will no longer provide this service
- 2. WorldNet needs PRT to continue providing our request for quotations until we receive:
 - a. Tools to configure the quotations for our customers
 - b. Training to learn how to prepare quotations

New Service Orders Pending Completion

- 3. We must establish standard time-frames for installation of both POTS and Special Facilities as per Regulatory Standards
 - a. Establish written procedures and time-frame for Escalation Desk. Right now Carmen Diaz set some time-frames and these are not being observed.
 - i. Missed appointments
 - ii. Defective pairs
 - iii. Non-facilities
 - iv. Special services
 - b. Improve present procedure to monitor completion process of installations
 - c. Grant compensation to WorldNet when time-frames are not met by PRT to complete installations

Repair

- d. Establish procedures and time frames for repairs
 - i. POTS = 3 to 5 days
 - ii. Special Facilities = 48 hours
 - iii. Features = 24 hours

Pending Issues

- e. Panasonic - No status as of today
- f. Euro Caribe - No status as of today
- g. Deya Elevator - No Status as of today (usage detail)
- h. TelePro - (usage detail)
- i. Teleconteste - No written result of investigation.
- j. System Design - No written result of investigation.

Investigacion

de le otar p credito 4/28/2000

1. Letter to enfrom
 2. Resultados inves
 3.

New Issues

- Detail of Local Usage we need to have access to this information for the benefit of our customers
- Frequent Visitors Pass to enter PRTC facilities for WN personnel that deliver LOA's daily
- Problems with screen #01 and 06 in Graphic User Interface status information seen on one screen is not the same as in the other. *Kortie will look into alternative*

consult with helpdesk

May 8, 1997

Mr. Luis Alvarez Suria
Director Network Sales and Marketing
P.O. Box 360998
San Juan, PR 00936-0998

Dear Mr. Alvarez,

I enjoyed our meeting last month. Thank you for your candid and honest responses to my questions about reselling Puerto Rico Telephone Company services at this time. Although, what is being offered initially is not a viable product to resell I am confident that we will arrive at an agreement that will benefit both parties.

I have been working in the Puerto Rico market for three years and first met with Mr. Carlos O. Rodriguez in the summer of 1995. Since then I have expressed my interest in working together with PRTC. Now, that the market has opened is the perfect opportunity to form a team. Teaming with WorldNet will offer many benefits to PRTC. A few the the advantages gained by PRTC are:

- 1) PRTC would slow the loss of accounts and have a tool to win many back. WorldNet is currently in the local market taking customers away from PRTC. In less than one month we have sold over \$300,000 of annual local long distance. This will only increase as we hire additional salespeople and become acclimated with the product. If WorldNet resold for PRTC at competitive rates PRTC would keep this traffic flowing through their network instead of going directly with the competition as it is now.
- 2) As a team WorldNet would focus on selling products that PRTC wants to market, such as special features (Call waiting, hunting, caller I.D. Etc.) not just the usage.
- 3) PRTC could satisfy FCC requirement by working with a reseller, while making the conditions to resell PRTC products rigorous enough to ensure only the few best resellers that meet the quality standards of PRTC receive contracts.
- 4) PRTC would benefit by working with the most honest and conscientious reseller in the United States.
- 5) PRTC would be helping Puerto Rico. WorldNet's vision includes starting a series of community help houses in different poor neighborhoods around the Island. The plan

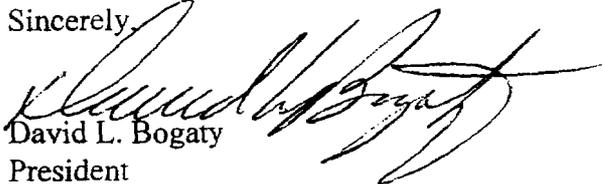
for the first house to begin is 1999. PRTC is in a position to help with this simply by allowing WorldNet to resell its products at competitive pricing.

- 6) I can help design PRTC's program. I currently resell NYNEX service through a different company I own in Boston, MA. We could use this as a model. Based on that example:

We would like to resell all PRTC products at a 20% discount, and rebill it as our own product. Except local call traffic which we currently receive at more than a 20% discount through long distance carriers. We would like to compete with \$0.06 to \$0.08 per minute for Intra-Island long distance. We are not a facilities based reseller so all traffic would continue to flow through PRTC's system.

Competition is here. Let us embrace the opportunities it presents. WorldNet is selling as PRTC's competition now, would it not be better to sell together as a team? Please call me or I will call you to discuss this matter further.

Sincerely,


David L. Bogaty
President

March 7, 1998

Mr. Carlos Rodriguez
PRTC
P.O. Box 360998
San Juan, PR 00936-0998

Dear Carlos:

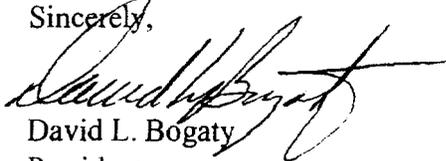
It was good to speak with you today, it has been some time since we last talked. I was sorry to here of Luis' departure from the department, I enjoyed working with him, and we had taken our reseller agreement almost to completion.

After I heard he had moved I was quite concerned about the status of our agreement but it was reassuring to confirm that you will be my contact to finish it. I appreciate your attention to this matter and I want to re-emphasize the importance of continuing the discussions of the agreement where we left of with Luis. It would be very disruptive to have to begin from the beginning and lose the past several months of work on the agreement.

I am including here an update of my dealings with Luis as you requested. To date I have reviewed PRTC's reseller agreement and submitted to Luis some suggested modifications (Exhibit 1). Many of the suggestions were necessary to address aspects of a carrier-reseller relationship that were not covered in the original agreement. I discussed these suggestions point by point with Luis and we verbally agreed that the changes were acceptable from a business point of view. We were only waiting for them to return from the legal department. Luis said that PRTC was eager to start resale and that he believed this deal with WorldNet could be finished within a month. That was back in January. I am very eager to begin this relationship with PRTC and would like to work with you to begin in April.

I look forward to our meeting on Friday, March 13th at 11:00. Let's see if we can wrap this deal up quickly and begin a relationship that will be lucrative for us both!

Sincerely,


David L. Bogaty
President

cc: Ivan Miranda
Robert Brunet



World

June 4, 1998

Mr. Ivan Miranda. Eng.
Group Director, Network Sales and Administration
PRTC
PO Box 360998
San Juan, PR 00936-0998

Dear Ivan,

Though I believe we both see the benefit of completing the resale agreement between WorldNet and PRTC, I am very concerned that we have not completed the process. Our negotiations have now passed the one year anniversary with no definitive end in sight. As I mentioned before, we have already invested in the resale of PRTC services based on the prior meeting we had in 1997, and are losing money every month that we do not have an agreement. WorldNet needs to finish this process soon.

I am hoping to give you a big picture of where things stand today so you have the opportunity to get things back on track. I believe we both want to get this finished, it just does not seem to be happening.

We first formally expressed interest in resale of PRTC services with a letter to Luis Alvarez on May 7, 1997 and began discussions shortly after this. Though progress was slow we advanced with Luis and were told we would be ready by January 1, 1998. At this point we began preparing for the changes and investing.

PRTC was not ready by that date but we were told the contract would be ready for some time in February. Shortly after this Mr. Alvarez was transferred to another department and negotiations were turned over to Carlos Rodriguez. Though I understand that negotiations would take a step backwards with the transition there are exceedingly long delays within PRTC in coming to conclusions and making decisions on many of the issues. The amount of time between negotiating issues and receiving responses from PRTC keeps growing. For example, the issue of PRTC's level of responsibility for providing an accurate billing tape to WorldNet, and the time frames for terminating emergency shut downs have been pending with PRTC for over 6 months with no known date for resolution. These were discussed and resolved with Mr. Alvarez in the middle of December, 1997

P I O N E E R I N G T H E F U T U R E O F T E L E C O M M U N I C A T I O N S

PLAZA CAPARRA AVE. F.D. ROOSEVELT, SUITE 206 SAN JUAN, P.R. 00922 TEL. (787)277-0210 FAX. (787)277-0788

Page 2
June 4, 1998
Continued

Ivan, in my meeting with Paul Zielinski and Carlos Rodriguez on 5/14 I thought we had come to agreement on 4 issues and that the negotiations were almost finished. The issues were the following:

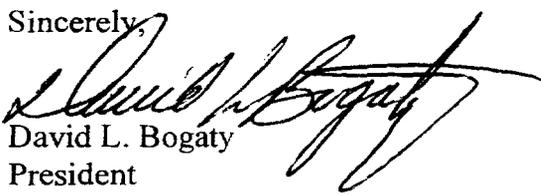
- 1) Payment terms were a minimum of 45 days, possibly 50.
- 2) There would be a provision for emergency cancellation with a specific time frame in the contract.
- 3) PRTC will offer all tariffed services for resale.
- 4) The clock for payment to PRTC will not start until WorldNet receives a billable tape

When we met the following week, only item number 3 was included in the contract. Additionally no advancement was made on the other issues still pending, such as, PRTC's recourse if WorldNet does not pay its bill, providing a sample billing format for our billing company, and receiving a translated version of the billing format.

I believe it may be time to ask for the involvement of the PR Telecommunications Board as an objective party to see if they can help us complete this process. Please let me know your opinion on this matter as my goal is simply to complete a fair agreement so we can begin working together.

Please call me at 277-0210 to discuss this matter.

Sincerely,


David L. Bogaty
President



July 7, 1998

Ing. Carlos, O. Rodriguez
Director Interexchange Customer Service Center
PRTC

Fax: 782-9236

Dear Carlos:

I met with the Board of Directors of the APCT and they agreed to back WorldNet's effort to complete our contract with PRTC. After the initial meeting I met with the APCT legal team at Leonard Mignucci & Perez-Guisti and discussed what our next step is. Our goal is to help add credibility to the items raised by WorldNet as the APCT members are in support of WorldNet's issues. We were planning to call a meeting with the ultimate decision maker(s) in this process at PRTC and wanted you to help us bring this to a conclusion at that meeting recognizing that we are so close.

After my discussion with you today, however, I am planning to wait to proceed with the APCT involvement pending the end of the strike and your commitment to give a date of when the contract will be finalized the week the strike ends. Assuming we can set and meet reasonable deadlines for the following outstanding issues, I believe it would be easier to proceed negotiating with just WorldNet and PRTC.

The remaining issues are:

- 1) Provide WorldNet an English translated version of the record layout, and sample data from the format.
- 2) Outstanding issue - Collections time. We had discussed in our meetings 45 - 50 days. The contract currently reads 30.
- 3) Outstanding Issue - Time to dispute a charge. We agree that if a charge is not disputed within the first 25 days it must be paid to PRTC. However, we need 90 days at least to retain the right to dispute a charge. Many of the problems or errors we will find will be reported by our customers which will may not be for 90 days after PRTC sends WorldNet the invoice.

- 4) The following are the changes we discussed to the contract or manual. There are also small but important wording changes I would like you to consider:

CONTRACT ADJUSTMENTS

1) III.5 RESALE SERVICES

Law requires availability of services such as "Lifeline", Etc. (See FCC Letter)

Delete last sentence "~~(So long as resale of such services arrangements is restricted to those end users who would be eligible to receive such service from PRTC.)~~" Law requires availability of individual plans for aggregation purposes not just for individual customers that qualify. (See FCC Letter)

2) III.6 RESALE SERVICES

Add at the end of the last sentence "For all charges associated with services that Reseller resells to an end user 'Except as otherwise provided herein or in manual.'"

3) III.B.2. RESALE SERVICES

Conflict with Manual. Change last sentence to

"Reseller shall be responsible for charges for all services on a line until it submits an order to discontinue provision of such services ~~and such order is executed by PRTC, whether or not the Reseller's end user is still using such services.~~ in accordance with the manual."

4) III.D.5 RESALE SERVICES

Add at the end of the sentence.

"That are billed on a per use or per activation basis" unless reseller submits a valid order to block any such service."

5) III.F RESALE SERVICES

All charges for telecommunications services must be in accordance with the retail prices plus a discount.

6) III.H.4 RESALE SERVICES

Change the last two sentences starting with "Where PRTC fails to bill..." to

"Reseller shall not be responsible for payment of any charges associated with usage of any telecommunications service provided by PRTC which occurred more than ninety (90) days prior to the date of the PRTC invoice on which such charges first appeared."

7) **III.J SECURITY DEPOSIT**

Should be eliminated because it is covered in the manual and is in conflict.

8) **VI.B DIRECTORY SERVICES ARRANGEMENTS**

We do not pay for phone book if end user does not pay for phone book.
This should be eliminated

9) **IX.A CHARGES AND PAYMENT OBLIGATIONS**

Add at the end of first sentence, "...and equipment, Except as otherwise provided in the reseller manual and this contract."

Change last sentence from

"If objection in writing is not received by PRTC within (30) days ..."

to

"If objection in writing is not received by PRTC within **(90)** days ..."

It is OK that the Reseller is responsible to pay in 30 days unless something is disputed but reseller should have the right to dispute for at least 90 days or 120.

10) **XII.A TREATMENT OF PROPRIETARY AND CONFIDENTIAL INFORMATION**

Include in last sentence after "Customer Proprietary Network Information, "Including Carrier Proprietary Network Information..."

11) **XIII Construction**

Add after the third sentence ending with "... Agreement shall prevail. "Nothing in this agreement or the sales manual is currently in conflict with the tariff."

ADJUSTMENTS TO RESELLER'S COLLECTION PROCEDURES

12) **I.B. General Information**

Replace paragraph B with the following:

"In the event that the customer billing information delivered to Reseller by PRTC is incomplete or inaccurate, PRTC shall exercise all reasonable efforts to promptly locate and/or recover the data and promptly provide complete and accurate customer billing information to reseller. Until such complete and accurate customer billing information is provided to reseller and for a period of (45, still in discussion) days thereafter, Reseller shall be relieved of any obligation to pay charges associated with the incomplete and/or inaccurate data."

13) **II A. CHARGES AND PAYMENT OBLIGATIONS**

Change manual to match the contract. Change first sentence from
“If the payment is not received within (45, still in discussion) days of the last billing cycle *invoice date*.”

To

“If the payment is not received within (45, still in discussion) days of receipt of the last billing cycle invoice.”

14) **IV DISCONNECTION**

Add at the end

“Reseller is responsible for charges on all services up to 48 hours after a written order to terminate service is sent. After 48 hours reseller is not responsible for charges on any canceled service.”

That is a comprehensive list of all of the issues we have left. They are not major changes but they are important. I am looking forward to this strike ending so we can get back on track. As we discussed I will call you the week the strike is over to set a date in the very near future to complete all of these final details. Additionally, I will continue to keep the APCT informed in case our discussions break down again and we can not meet the dates we set. I would appreciate your help in these discussions if this occurs.

Sincerely,

David L. Bogaty
President

cc: Paul Zielinski
cc: Luis Romero Font
cc: Arnaldo A. Mignucci-Giannoni

