

Matrix Telecom, LLC
dba VarTec Telecom
P.S.C. No. 1 – Telephone
Effective: November 5, 2018

Addendum Type: Promotions
Addendum Number: 1
Leaf: 1
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS

VT may from time to time engage in special promotional service offerings which may be limited by specific attributes, including but not limited to certain dates, times and/or locations. These promotions are often designed to attract new customers and/or increase customer awareness of particular service offerings. Customers must subscribe to specific promotions within the given time period as stated in the promotional offer. Any account or telephone number that is disconnected from and then reconnected to VT's service for purposes of subscribing to the special promotion may not be eligible. The promotions may contain special terms and conditions, including but not limited to, usage rates and charges. Such special terms and conditions will be in lieu of those terms, conditions, rates and charges outlined in Sections 3 and 4 of this Tariff.

Issued By:
Charles Griffin, Chief Executive Officer, 433 East Las Colinas Blvd., Suite 500, Irving, Texas 75039
Cancelled by supplement No. 1 effective 10/20/2022

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P.S.C. No. 1 – Telephone
Effective: November 5, 2018

Addendum Type: Promotions
Addendum Number: 1
Leaf: 2
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS

VarTec Friends-R-FreeSM Package

The VarTec Friends-R-FreeSM Package is being offered to residential Customers in New York for a limited period beginning August 19, 2002, through December 19, 2002.

The VarTec Friends-R-FreeSM Package provides Customers with local and long distance calling for a flat monthly rate. In order to select the VarTec Friends-R-FreeSM Package, Customers must subscribe to VT as their primary service provider for local exchange services. Customers may also select VT for intraLATA interexchange and interLATA interexchange telecommunications services or may utilize VT's interexchange services by using a Company-designated 10-1X-XXX access code. Furthermore, Customers must select one of the following two (2) VT long distance plans: FiveLine[®] Service as described in the Company's Interexchange Tariff or One Choice[®] Long Distance Service (a.k.a VarTec VoiceSM Long Distance Service) as described in Section 3.30.1 of the Company's Interexchange Tariff. The availability of the VarTec Friends-R-FreeSM Package may be restricted based upon the Customer's creditworthiness as determined by information contained in a credit bureau report received from a credit reporting agency.

The VarTec Friends-R-FreeSM Package includes Basic Residential Local Service as described in Section 3.2, Auto Call Return as described in Section 3.4.9, Call Waiting as described in Section 3.4.10, Three-way Calling as described in Section 3.4.13, Caller ID - Name & Number as described in Section 3.4.17 and Call Waiting ID as described in Section 3.4.18. The VarTec Friends-R-FreeSM Package does not include equipment associated with the Caller ID - Name and Number feature.

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Addendum Type: Promotions
Addendum Number: 1
Leaf: 4
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS (Continued)

VarTec Friends-R-FreeSM Package (Continued)

Rates and Charges (Continued)

Customers who select the VarTec Friends-R-FreeSM Package will receive an allotment of 100 minutes per month of interstate and intrastate (interLATA and intraLATA) usage. The call length minimums with the Customer's selected long distance calling plan, the FiveLine[®] Service or One Choice[®] Long Distance Service (a.k.a. VarTec VoiceSM Long Distance Service) will apply to the included 100 minutes. Any additional long distance usage beyond the included 100 minutes will be billed according to the Customer's selected long distance plan. The 100 minutes of long distance domestic usage will not accumulate on a month-to-month basis, and no credit will be given to Customers who do not use the included allotted minutes. Unused minutes will be forfeited at the end of the calendar month.

As noted above, rates and charges for the FiveLine[®] Service or One Choice[®] Long Distance Service (a.k.a. VarTec VoiceSM Long Distance Service) are listed in the Price List of the Company's Interexchange Tariff.

If VarTec Friends-R-FreeSM Package Customers originate calls by dialing 1+ (Area Code) and telephone number or 1+ (10XXX) + (Area Code) and telephone number on a direct-dialed basis and terminate calls to other VarTec Friends-R-FreeSM Package Customer's telephone number(s), they will be eligible to receive a discount as described in Section 5.1.2 following.

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Addendum Type: Promotions
Addendum Number: 1
Leaf: 5
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS (Continued)

VarTec Friends-R-FreeSM Package (Continued)

Discount

Customers of the VarTec Friends-R-FreeSM Package may place unlimited 1+, direct-dialed calls or use a Company-designated casual calling (dial-around) code when dialing long distance calls to other Customers subscribing to VT's Friends-R-FreeSM Package at no additional charge. However, the long distance usage to other Customers subscribing to VT's Friends-R-FreeSM Package is not deducted from the included 100 minutes of domestic long distance usage described above.

Customer telephone numbers who are not capable of being subscribed to an interexchange carrier, and telephone numbers which are associated with Company 800/8XX service(s) or access codes associated with Company services other than switched services (e.g., travel calling card service numbers) are not eligible for inclusion in or the benefits of VT's Friends-R-FreeSM Package Discount.

If a Customer discontinues his or her Friends-R-FreeSM service, only those eligible long distance calls which were made while he or she was a Customer with the VarTec Friends-R-FreeSM Package will receive the Friends-R-FreeSM Discount.

The Friends-R-FreeSM Package discount does not apply to service which is provided on any special access line or Local Exchange Company service line for which the Customer pays a rate described as a business or commercial special access line in an applicable Local Exchange Company access service tariff.

The VarTec Friends-R-FreeSM Package is intended for residential use only, and all terms of the Friends-R-FreeSM Package Acceptable Use Policy set forth as follows in Section 5.1.3 apply.

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Addendum Type: Promotions
Addendum Number: 1
Leaf: 6
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS (Continued)

VarTec Friends-R-FreeSM Package

Acceptable Use Policy

Friends-R-FreeSM service is for residential voice use only and provides unlimited interstate and intrastate long distance calls between residential telephone lines that are enrolled in the Friends-R- FreeSM service plan. Only calls that originate from and terminate at telephone numbers enrolled in the Friends-R-FreeSM service plan are eligible. Certain excessive uses or calling patterns, however, may be considered evidence of abuse or disallowed commercial or data usage and may result in termination of the service and/or assessment of a fee. Calling patterns other than that which are considered usual and normal based on Customer calling history or industry standards may cause termination of service.

The Friends-R-FreeSM service plan is intended only for residential voice use usage. Use for home office, small business, large commercial business, or other commercial use is prohibited and may result in termination of the service. Customer account usage and calling patterns may be reviewed periodically at the discretion of VarTec Telecom. Customer use of the Friends-R-FreeSM service plan that reflects calling patterns other than those that are considered usual and normal for residential customers based on industry standards or personal past calling history may be considered abuse and result in termination of service without refund or the possibility of renewal.

VarTec Telecom reserves the right in its sole discretion to cancel service for violation of this policy or other terms and conditions of service at any time. By selecting VarTec Telecom Friends-R- FreeSM service plan, Customer agrees to use the service in accordance with this acceptable use policy and other terms and conditions of service and to indemnify and hold VarTec Telecom harmless from any claims resulting from use or misuse of its products and services.

This Acceptable Use Policy may be revised periodically without notice. Customers agree that revisions are applicable to your then current service and usage.

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Addendum Type: Promotions
Addendum Number: 1
Leaf: 7
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS (Continued)

VarTec Friends-R-FreeSM Package (Continued)

Acceptable Use Policy (Continued) Prohibited Use/Abuse

The following are prohibited uses of the Friends-R-FreeSM service plan that may result in termination of service:

Customers who exceed 2000 minutes of combined intrastate and interstate long distance usage in one month may have their service plan evaluated for compliance with this acceptable use policy. Depending on the evaluation results, Customers whose use constitutes, in VarTec’s sole discretion, violation of this policy will be notified in writing that their Friends-R-FreeSM service plan may be terminated and/or a \$50.00 data/commercial usage fee assessed for any subsequent violation.

VT reserves the right, in the event of fraud, to terminate service immediately without notice or exigent circumstances.

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Addendum Type: Promotions
Addendum Number: 1
Leaf: 8
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS (Continued)

VarTec One Choice[®] Unlimited Package

The VarTec One Choice[®] Unlimited Package is being offered to residential Customers in New York for a limited period beginning August 19, 2002, through December 19, 2002.

The VarTec One Choice[®] Unlimited Package provides Customers local and long distance calling for a flat per month rate. In order to select the VarTec One Choice[®] Unlimited Package, Customers must subscribe to VT as their primary service provider for local exchange, intraLATA interexchange and interLATA interexchange telecommunications services.

The VarTec One Choice[®] Unlimited Package includes Basic Residential Local Service as described in Section 3.2, Auto Busy Redial as described in Section 3.4.1, Call Forwarding as described in Section 3.4.3, Auto Call Return as described in Section 3.4.9, Call Waiting as described in Section 3.4.10, Speed Dialing 8 as described in Section 3.4.12, Caller ID- Name & Number as described in Section 3.4.17 and Call Waiting ID as described in Section 3.4.18. The VarTec One ChoiceSM Unlimited Package does not include equipment associated with the Caller ID - Name and Number feature.

Customers who select the VarTec One Choice[®] Unlimited Package receive unlimited domestic long distance usage subject to the terms and conditions of the VarTec One Choice[®] Unlimited Package Acceptable Use Policy. The unlimited domestic long distance usage only applies to non-operator assisted, direct dialed domestic calls.

The availability of the VarTec One Choice[®] Unlimited Package may be restricted based upon the Customer's creditworthiness as determined by information contained in a credit bureau report received from a credit reporting agency.

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Addendum Type: Promotions
Addendum Number: 1
Leaf: 10
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS (Continued)

VarTec One Choice® Unlimited Package

Acceptable Use Policy

OneChoice® Unlimited service provides unlimited interstate and intrastate long distance calls for residential voice use only. Certain excessive uses or calling patterns, however, may be considered evidence of abuse or disallowed commercial or data usage and may result in termination of service or assessment of a fee. Calling patterns other than that which are considered usual and normal based on Customer calling history or industry standards may cause termination of service.

The OneChoice® Unlimited plan is intended only for residential voice use usage. Use for home office, small business, large commercial business, or other commercial use is prohibited and may result in termination of the service. Customer account usage and calling patterns may be reviewed periodically at the discretion of VarTec Telecom. Customer use of the OneChoice® Unlimited service plan that reflects calling patterns other than those that are considered usual and normal for residential customers based on industry standards or personal past calling history may be considered abuse and result in termination of service without refund or the possibility of renewal.

VarTec Telecom reserves the right in its sole discretion to cancel service for violation of this policy or other terms and conditions of service at any time. By selecting VarTec Telecom OneChoice® Unlimited service plan, Customer agrees to use the service in accordance with this acceptable use policy and other terms and conditions of service and to indemnify and hold the company harmless from any claims resulting from use or misuse of its products and services.

This Acceptable Use Policy may be revised periodically without notice. Customers agree that revisions are applicable to your then current service and usage.

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Addendum Type: Promotions
Addendum Number: 1
Leaf: 11
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS (Continued)

VarTec One Choice® Unlimited Package (Continued)

Acceptable Use Policy (Continued) Prohibited Use/Abuse

The following are prohibited uses of the OneChoice® Unlimited service plan that may result in termination of service:

*Calling patterns and usage that considerably exceed what is considered usual and normal for residential customers by industry standards.

*Calling usage that considerably exceeds your established history of usage.

- *Use for any type of commercial business.
- *Commercial faxing, fax broadcasting, or fax blasting
- *Use of Auto-Dialers or predictive dialers
- *Use of Phone Chat Rooms
- *Calls to 900 or 976 numbers
- *Modem Data Transfer
- *Use for dialing into an ISP or any type of data transmission
- *Use for medical transcription
- *Use is not for call back, call sell, or debit card services.
- *Service is not to be used for call centers or telemarketing.

*Any use not consistent with residential voice usage, or for which the service is otherwise intended.

Customers who exceed 2000 minutes of combined intrastate and interstate long distance usage in one month may have their service plan evaluated for compliance with this acceptable use policy. Depending on the evaluation results, Customers whose use constitutes, in VarTec's discretion, violation of this policy will be notified in writing that their OneChoice Unlimited service plan may be terminated, and/or a \$50.00 data/commercial usage fee assessed for any subsequent violation. VT reserves the right, in the event of fraud, to terminate service immediately without notice or exigent circumstances.

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Addendum Type: Promotions
Addendum Number: 1
Leaf: 12
Revision: 0
Superseding Revision:

LOCAL EXCHANGE SERVICES

PROMOTIONAL OFFERINGS (Continued)

One Choice® Basic 100 Promotion

Beginning March 24, 2004 and ending September 30, 2004, Customers who subscribe to One Choice® Basic Package will be eligible to receive 100 minutes of domestic long distance usage each month in addition to the features and services included in the One Choice® Basic Package. The included long distance is subject to the Customer's selected long distance plan as described in the Company's Interexchange Tariff and any additional long distance usage beyond the included minutes will be billed according to the same selected long distance plan. The included long distance usage does not accumulate on a month-to-month basis, and no credit will be given to Customers who do not use the included promotional minutes.

Thanks for Choosing One Choice® Promotion

Beginning May 4, 2004 and ending September 30, 2004, Customers of VarTec's residential interexchange services as described in the Company's Interexchange tariff will be eligible to receive a one-time bill credit in the amount of ten dollars (\$10.00) when they subscribe to one of the Company's bundled local service packages as described in Sections 3.2.8 through 3.2.11. This credit will be applied to the Customer's monthly billing statement and should appear in one to two billing statements following the subscription to the Company's local service package. Each Customer will be eligible to receive the credit only once per Customer account. This promotion may not be combined with other non-recurring bill credits or waiver offers provided by the Company.

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