

BELLSOUTH LONG DISTANCE, INC.

d/b/a AT&T Long Distance Service

New York Tariff No. 3 - Telephone

Effective Date: April 3, 2011

Section 12

Leaf No. 2

Revision: 0

Superseding Revision:

SECTION 12.0 – CUSTOMIZED PRICING ARRANGEMENTS*

12.1 General, (Cont'd.)

12.1.1 Service Migration

The Services listed herein may be provided to Customer through the Company's purchase for resale of underlying network capacity from one or more network providers. The terms and conditions of any agreement between the Company and an underlying network provider, including the identity of the network provider, are confidential. In the event that the Company provisions Services through an underlying network provider, the Company, in its sole discretion, shall determine the network provider through which to provision such Services. In addition, if, at any time during Customer's Term, the Company determines it can provide such services without utilizing third party network providers, the Company reserves the right, in its sole discretion, to re-groom and/or migrate such Customer Services to like or better quality Services on a Company affiliate network under the same rates, terms and conditions currently defined in Customer's existing Services Agreement or as stated herein. All Services described herein are offered subject to the availability of the service components required.

** Effective March 3, 2010, services will no longer be available to new customers under a Customized Pricing Arrangement (CPA).*

Carol Paulsen, Director Regulatory
208 South Akard Street, Dallas, Texas 75202