

TARIFF DISTRIBUTION

FILE PACKAGE NO.: 142

DATE: December 6, 2018

STATE: FCC

EFFECTIVE DATE: 12/06/2018

TYPE OF DISTRIBUTION: Approved

PURPOSE: Price-flex Contract Offer No. 90

<u>TARIFF SECTION</u>	<u>PAGE NUMBER</u>	<u>PAGE REVISION</u>
1000	1	0121
1000	23.1	0005
1000	23.2	0000
1000	56	0020
1025	25-739	0000
1025	25-740	0000
1025	25-741	0000
1025	25-742	0000
1025	25-743	0000
1025	25-744	0000
1025	25-745	0000
1025	25-746	0000

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

Issuing Officer: Kristen E. Shore, Assistant Vice President - Regulatory

ACCESS SERVICE
CHECK SHEET

The Title Page and Pages 1 to 29-48 inclusive of this tariff are effective as of the date shown. Original and revised pages as named below and Supplement Nos. 1 and 2 contain all changes from the original tariff that are in effect on the date hereof.

<u>Page</u>	Number of Revision Except as <u>Indicated</u>	<u>Page</u>	Number of Revision Except as <u>Indicated</u>	<u>Page</u>	Number of Revision Except as <u>Indicated</u>
Title	1st	44	1st	88	1st
1	121st*	45	1st	89	1st
2	26th	46	1st	90	1st
3	59th	47	2nd	91	1st
4	11th	48	4th	92	1st
5	15th	49	1st	93	2nd
6	27th	50	2nd	94	1st
7	23rd	51	1st	95	1st
8	26th	52	1st	96	1st
9	1st	53	1st	97	1st
10	10th	54	1st	98	1st
11	10th	55	Original	99	1st
12	15th	56	20th*	100	1st
12.1	Original	57	Original	101	2nd
13	19th	58	2nd	102	2nd
14	11th	59	2nd	103	2nd
15	18th	60	1st	104	1st
16	12th	61	1st	105	Original
17	3rd	62	1st	106	2nd
18	8th	63	1st	107	1st
19	1st	64	1st	108	1st
20	Original	65	1st	109	Original
21	Original	66	1st	110	1st
22	8th	67	1st	111	Original
23	12th	68	1st	112	Original
23.1	5th*	69	1st	113	Original
23.2	Original*	70	1st	114	Original
24	1st	71	1st	115	Original
25	2nd	72	1st	116	Original
26	1st	73	1st	117	1st
27	2nd	74	1st	118	Original
28	1st	75	2nd	119	Original
29	2nd	76	2nd	120	Original
30	1st	77	1st	121	Original
31	Original	78	1st	122	Original
32	2nd	79	1st	123	Original
33	2nd	80	2nd	124	Original
34	5th	81	1st	125	Original
35	1st	82	1st	126	Original
36	1st	83	1st	127	Original
37	2nd	84	2nd	128	Original
38	4th	85	1st	129	Original
39	2nd	86	2nd	130	Original
40	3rd	87	1st	131	Original
41	3rd				
42	1st				
43	1st				

(This page filed under Transmittal No. 142)

* New or Revised Page

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE
CHECK SHEET

<u>Page</u>	Number of Revision Except as <u>Indicated</u>	<u>Page</u>	Number of Revision Except as <u>Indicated</u>	<u>Page</u>	Number of Revision Except as <u>Indicated</u>
25-706	Original				
25-707	Original				
25-708	Original				
25-709	1st				
25-710	Original				
25-711	Original				
25-712	Original				
25-713	Original				
25-714	Original				
25-715	Original				
25-716	Original				
25-717	Original				
25-718	Original				
25-719	Original				
25-720	Original				
25-721	Original				
25-722	Original				
25-723	Original				
25-724	Original				
25-725	Original				
25-726	Original				
25-727	Original				
25-728	Original				
25-729	Original				
25-730	Original				
25-731	Original				
25-732	Original				
25-733	Original				
25-734	Original				
25-735	Original				
25-736	Original				
25-737	Original				
25-738	Original				
25-739	Original*				
25-740	Original*				
25-741	Original*				
25-742	Original*				
25-743	Original*				
25-744	Original*				
25-745	Original*				
25-746	Original*				

* New or Revised Page

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE
CHECK SHEET

<u>Page</u>	Number of Revision Except as <u>Indicated</u>	<u>Page</u>	Number of Revision Except as <u>Indicated</u>	<u>Page</u>	Number of Revision Except as <u>Indicated</u>
26-1	Original	26-18	Original	A-7	Original
26-2	Original	26-19	Original	A-8	Original
26-3	Original	26-20	Original	A-9	Original
26-4	Original	26-21	Original	A-10	Original
26-5	Original	26-22	Original	A-11	Original
26-6	Original	26-23	Original	A-12	Original
26-7	Original	26-24	Original	A-13	Original
26-8	Original	26-25	Original	A-14	Original
26-9	Original	28-1	1st	A-15	Original
26-10	Original	28-2	Original	A-16	Original
26-11	Original	28-3	Original	A-17	Original
26-12	Original	28-4	Original	A-18	Original
26-13	Original	28-5	Original	A-19	Original
26-14	Original	28-6	Original	A-20	Original
26-15	Original	28-7	Original	A-21	Original
26-16	Original	28-8	Original	A-22	Original
26-17	Original	28-9	Original	A-23	Original
		28-10	Original	A-24	Original
		28-11	Original	A-25	Original
		28-12	Original	A-26	Original
		28-13	Original	A-27	Original
		28-14	Original	A-28	Original
		28-15	Original	A-29	Original
		28-16	Original	A-30	Original
		28-17	Original	A-31	Original
		28-18	Original	A-32	Original
		28-19	Original	A-33	Original
		28-20	Original	A-34	Original
		28-21	Original	A-35	Original
		28-22	Original	A-36	Original
		28-23	Original	A-37	Original
		28-24	Original	A-38	Original
		28-25	Original	A-39	Original
		28-26	Original	A-40	Original
		28-27	Original	A-41	Original
		28-28	Original	A-42	Original
		28-29	Original	A-43	Original
		28-30	Original	A-44	Original
		28-31	Original	A-45	Original
		28-32	Original	A-46	Original
		28-33	Original	A-47	Original
		28-34	Original	A-48	Original
		28-35	Original	A-49	Original
		29-1	Original	A-50	Original
		A-1	Original	A-51	Original
		A-2	Original	A-52	Original
		A-3	Original	A-53	Original
		A-4	Original	A-54	Original
		A-5	Original	A-55	Original
		A-6	Original	A-56	Original
				A-57	Original

* New or Revised page

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE

TABLE OF CONTENTS (CONT'D)

25. Contract Tariffs (Cont'd)

25.59	Contract Tariff - No. 56	25-322
25.60	Contract Tariff - No. 57	25-328
25.61	Contract Tariff - No. 58	25-335
25.62	Contract Tariff - No. 59	25-341
25.63	Contract Tariff - No. 60	25-354
25.64	Contract Tariff - No. 61	25-364
25.65	Contract Tariff - No. 62	25-373
25.66	Contract Tariff - No. 63	25-383
25.67	Contract Tariff - No. 64	25-391
25.68	Contract Tariff - No. 65	25-405
25.69	Contract Tariff - No. 66	25-410
25.70	Contract Tariff - No. 67	25-421
25.71	Contract Tariff - No. 68	25-428
25.72	Contract Tariff - No. 69	25-435
25.73	Contract Tariff - No. 70	25-442
25.74	Contract Tariff - No. 71	25-447
25.75	Contract Tariff - No. 72	25-454
25.76	Contract Tariff - No. 73	25-483
25.77	Contract Tariff - No. 74	25-493
25.78	Contract Tariff - No. 75	25-501
25.79	Contract Tariff - No. 76	25-509
25.80	Contract Tariff - No. 77	25-514
25.81	Reserved for Future Use	25-519
25.82	Contract Tariff - No. 79	25-529
25.83	Reserved for Future Use	25-543
25.84	Contract Tariff - No. 81	25-567
25.85	Contract Tariff - No. 82	25-584
25.86	Contract Tariff - No. 83	25-589
25.87	Contract Tariff - No. 84	25-598
25.88	Reserved for Future Use	25-615
25.89	Contract Tariff - No. 86	25-638
25.90	Contract Tariff - No. 87	25-661
25.91	Contract Tariff - No. 88	25-696
25.92	Contract Tariff - No. 89	25-720
25.93	Contract Tariff - No. 90	25-739
		(N)

26. BellSouth SWA Contract Tariffs

26-1

26.1 BellSouth SWA Contract Tariff No. 2002-01

26-1

(This page filed under Transmittal No. 142)

All AT&T and BellSouth marks contained herein and as set forth in the trademarks and service marks section of the BellSouth Tariff are owned by AT&T Intellectual Property or AT&T affiliated companies.

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE

(N)

25. Pricing Flexibility Contract Offerings (Cont'd)

25.93 Contract Offer No. 90 – Access Service Offer

25.93.1 General Description

This Special Access Service Offer ("Contract Offer No. 90") requires concurrent subscription to this Contract Offer and the following Contract Offers: Nevada Bell Telephone Company ("NBTC") Tariff F.C.C. No. 1, Contract Offer No. 39; Pacific Bell Telephone Company ("PBTC") Tariff F.C.C. No. 1, Contract Offer No. 175; Ameritech Operating Companies ("Ameritech") Tariff F.C.C. No. 2, Contract Offer No. 225; and Southwestern Bell Telephone Company ("SWBT") Tariff F.C.C. No. 73, Contract Offer No. 195 (collectively, with this Contract Offer No. 90, "Concurrently Subscribed Contract Offers"). NBTC, PBTC, Ameritech and SWBT, with BellSouth Telecommunications, LLC (the "Telephone Company") shall be identified herein as, collectively, the "Qualified Companies" and singularly, a "Qualified Company."

Subject to the Terms and Conditions set forth elsewhere in this Contract Offer No. 90 and the other Concurrently Subscribed Contract Offers, the Concurrently Subscribed Contract Offers allow eligible Customers to order, renew, extend or convert Subject Services under certain term commitments greater than thirty-six (36) months in length, notwithstanding any provisions to the contrary in the generally applicable tariff provisions, as provided in this Contract Offer No. 90.

Contract Offer No. 90 will be available for subscription only from December 6, 2018, through January 5, 2019. This offer is not renewable.

25.93.2 Subject Services

- (A) Subject Services are interstate DS1 special access services provided under this Tariff F.C.C. No. 1.
- (B) No service purchased by Customer, or any of its Qualifying Affiliates, for the provision of Wireless Telecommunications Services, shall constitute a Subject Service under this Contract Offer No. 90.

25.93.3 Definitions

As used in this Contract Offer No. 90

- (A) "Affiliate" means a person that (directly or indirectly) owns or controls, is owned or controlled by, or is under common ownership or control with, another person. For purposes of this paragraph, the term "own" means to own an equity interest (or the equivalent thereof) of more than 10 percent.
- (B) A "Qualifying Affiliate" means any Customer Affiliate (as Customer Affiliates exist on the Subscription Date) that meets any of the following:

(N)

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE

(N)

25. Pricing Flexibility Contract Offerings (Cont'd)

25.93 Contract Offer No. 90 – Access Service Offer (Cont'd)

25.93.3 Definitions (Cont'd)

(B) Cont'd)

- (1) is a telecommunications carrier under applicable federal or state law; or
- (2) has an assigned ACNA; or
- (3) is purchasing for resale or using an input into another service being offered or otherwise provided to non-Affiliates (a) Subject Services, (b) interstate DS1 special access services provided by any of the Qualified Companies on a detariffed basis,⁽¹⁾ or (c) any interstate broadband services provided by any of the Qualified Companies;⁽²⁾ or
- (4) is a customer of record with any of the Qualified Companies for (a) Subject Services, (b) interstate DS1 special access services provided by any of the Qualified Companies on a detariffed basis, or (c) any interstate broadband services provided by any of the Qualified Companies.

(C) "Wireless Telecommunications Services" means wireless radio services, whether fixed or mobile, and are subject to regulation on a common carrier basis under federal law.

⁽¹⁾ Certain interstate DS1 special access services are now provided on a contractual basis outside of the tariff, including all terms and conditions. As required by the Commission, to allow the Telephone Company to take advantage of the relief granted in the Commission's Report and Order in Docket No. 16-143, released April 28, 2017, services have been de-tariffed by the Telephone Company. Rates, terms and conditions associated with de-tariffed services are available at www.att.com/guidebook.

⁽²⁾ Interstate OCN PTP, DSRS, GigaMAN®, DecaMAN®, OPT-E-MAN®, BellSouth Metro Ethernet Service, AT&T Switched Ethernet, WaveMAN, BellSouth Wavelength Service, BellSouth Wavelength Dedicated Ring Service, BellSouth Wavelength Channel Service, and AT&T Dedicated Ethernet services are now provided on a contractual basis outside of the tariff, including all terms and conditions. As required by the Commission, to allow the Telephone Company to take advantage of the relief granted in the Commission's Memorandum Opinion and Order No. 07-180 released October 12, 2007, services have been de-tariffed by the Telephone Company. Rates, terms and conditions associated with de-tariffed services are available at www.att.com/guidebook and <http://cpr.att.com/pdf/commonEthServGuide.html>.

(N)

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE

(N)

25. Pricing Flexibility Contract Offerings (Cont'd)

25.93 Contract Offer No. 90 – Access Service Offer (Cont'd)

25.93.4 Eligibility Criteria

The following Eligibility Criteria apply to this Contract Offer No. 90:

(A) At the end of August 2018, Customer and its Qualifying Affiliates must have had in-service with the Qualified Companies all of the following:

- (1) no fewer than 25,000 interstate DS1 special access services with a local channel but no more than 29,000 interstate DS1 special access services with a local channel; and
- (2) interstate DS1 special access services for which "Eligible Charges" were between \$7,100,000 and \$7,400,000 for the calendar month of August 2018.

For purposes of applying these Eligibility Criteria, "Eligible Charges" means billed recurring charges for interstate DS1 special access services after application of any discounts or credits and any adjustments for overbilling, underbilling and billing dispute settlements; provided however, that the amount of Eligible Charges shall not reflect the application of any billing dispute settlement that became effective after August 31, 2018.

Notwithstanding the prior sentence, Eligible Charges exclude temporary service charges; special construction charges; fractional or partial monthly recurring charges; charges for customer premises equipment; charges for services provided by any third-party service provider (*i.e.*, any entity that is not affiliated with the Telephone Company); and taxes, surcharges or government-related charges.

(B) Neither Customer nor any of its Qualifying Affiliates can be a provider of Wireless Telecommunications Services.

(C) As of July 31, 2017, Customer must have subscribed to the Area Commitment Plan ("ACP"), as set forth in Section 2.4.8(B) of this Tariff F.C.C. No. 1.

(D) Concurrently Subscribed Contract Offers

Customer must concurrently subscribe to the following Contract Offers ("Concurrently Subscribed Contract Offers"):

- NBTC Tariff F.C.C. No. 1, Contract Offer No. 39;
- PBTC Tariff F.C.C. No. 1, Contract Offer No. 175;
- SWBT Tariff F.C.C. No. 73, Contract Offer No. 195;
- Ameritech Tariff F.C.C. No. 2, Contract Offer No. 225; and
- BellSouth Tariff F.C.C. No. 1, Contract Offer No. 90.

(N)

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE

(N)

25. Pricing Flexibility Contract Offerings (Cont'd)

25.93 Contract Offer No. 90 – Access Service Offer (Cont'd)

25.93.5 Terms and Conditions

The following Terms and Conditions apply to this Contract Offer No. 90:

(A) Subscription.

To subscribe to Contract Offer No. 90, Customer must submit a Letter of Subscription (LOS) to the Telephone Company on behalf of itself and all of its Qualifying Affiliates. The LOS must include all of the Access Customer Name Abbreviations ("ACNAs") used by Customer and all of its Qualifying Affiliates ("Eligible ACNAs"). The Eligible ACNAs must be identical to the ACNAs submitted in each written notice of such subscription submitted for each of the other Concurrently Subscribed Contract Offers. Services ordered or purchased under other ACNAs may not be transferred to, or converted for inclusion under, this Contract Offer No. 90.

(B) Term Period

The term of this Contract Offer No. 90 ("Term Period") shall begin on the date that Customer submits a valid and executed LOS to the Telephone Company ("Subscription Date"), and shall end on July 1, 2021, subject to two one-year extensions. Each extension will occur automatically, unless either party provides the other with written notice that it does not wish to extend the Term Period, such notice to be given no later than ninety (90) days prior to the expiration of the then-effective Term Period.

(C) Customer and/or any of its Qualifying Affiliates must order Subject Services from the Telephone Company subject to an ACP, as defined in Section 25.93.5(E), below. If Customer inadvertently fails to order Special Access Services subject to an ACP, Customer may cure such failure by submitting any orders necessary to correct the error.

(D) Subject Services are subject to certain rates, charges and general terms and conditions in other sections of BellSouth Tariff F.C.C. No. 1 (Sections 2-General Regulations, 5-Ordering Options for Switched & Special Access Service, and 13-Additional Engineering, Additional Labor & Miscellaneous Services), and such terms and conditions may be modified through the filing of tariff changes at any time during the Term Period. However, such tariff modifications will not change the Terms and Conditions described in this Contract Offer No. 90.

(N)

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE

(N)

25. Pricing Flexibility Contract Offerings (Cont'd)

25.93 Contract Offer No. 90 – Access Service Offer (Cont'd)

25.93.5 Terms and Conditions (Cont'd)

(E) Customer shall subscribe to the Area Commitment Plan ("ACP"), and AT&T shall accept and implement Customer's subscription(s), as set forth in Section 2.4.8(B) of this Tariff F.C.C. No. 1, subject to the following.

- (1) Notwithstanding the grandfathering of ACP terms greater than thirty-six (36) months in length (which grandfathering became effective on September 13, 2017), Customer shall subscribe under ACP Plan B, and AT&T shall accept and implement such subscription(s).
- (2) Customer shall subscribe to the ACP using the same Group ACNAs ("GACs") under which Customer subscribed to the ACP as of January 29, 2016 and will not consolidate or otherwise modify the existing GACs.
- (3) Upon expiration of the Term Period, Customer's ACP commitments will be terminated without any termination liability, shortfall, buy-down, or similar charges that would otherwise apply to the termination of an ACP commitment.
- (4) If, prior to the expiration of the Term Period, Customer terminates this Contract Offer No. 90 for any reason other than material breach by the Telephone Company, or if the Telephone Company terminates any of the Concurrently Subscribed Contract Offers as a result of a material breach by Customer (including any of its Affiliates), then this Contract Offer No. 90 shall be terminated (if not already terminated) and all Subject Services shall continue to be governed by the applicable ACP commitment, as the rates, terms and conditions of such ACP commitment are described this Tariff F.C.C. No. 1 as of the effective date of termination, except that Subject Services shall remain subject to ACP Plan B commitment terms, including the rates associated with those ACP commitment terms.

(F) During the Term Period, Customer shall not convert any Subject Services to unbundled network elements ("UNEs"), purchase any new DS1-equivalent UNEs or establish any new commingled arrangements.

(N)

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE

(N)

25. Pricing Flexibility Contract Offerings (Cont'd)

25.93 Contract Offer No. 90 – Access Service Offer (Cont'd)

25.93.6 Assignment/Transfer/Successors

(A) Neither party shall assign or otherwise transfer this Contract Offer No. 90, or its rights or obligations hereunder, to any person or entity without the prior written consent of the other party, which shall not be unreasonably withheld or delayed, provided, however, that Customer shall have the right, without the consent of but with notice to the Telephone Company, to assign or otherwise transfer the entirety of this Contract Offer No. 90 to any Qualifying Affiliate, so long as:

- (1) the other Concurrently Subscribed Contract Offers are likewise assigned or otherwise transferred in their entirety to that same Affiliate; and
- (2) that Affiliate otherwise qualifies under this Contract Offer No. 90 and the other Currently Subscribed Contract Offers.

Any assignment or other transfer shall be subject to the other party's rights under this Contract Offer No. 90 and the other Concurrently Subscribed Contract Offers, any assignee or transferee shall continue to perform the assigning or transferring party's obligations under this Contract Offer No. 90, and any assignment or transfer by Customer shall be subject to the provisions of Section 25.93.6(B), below. Any assignment or other transfer of this Contract Offer No. 90, or the rights or obligations hereunder, or any attempt to do either, in violation of this provision shall be void.

(B) Any proposed assignee or transferee must satisfy the following conditions: (i) the proposed assignee or transferee must demonstrate credit worthiness under both (1) and (2), below (and if (1) and (2) are not applicable to Customer, then (3) shall apply); (ii) neither the proposed assignee or transferee nor its parent may have commenced a voluntary receivership or bankruptcy proceeding (or had a receivership or bankruptcy proceeding initiated against it) at any time during the Term Period, and (iii) the proposed assignee or transferee meets the Eligibility Criteria set forth in Section 25.93.4, above.

- (1) Any debt securities of the proposed assignee or transferee or its parent (defined as an entity that owns directly or indirectly more than fifty percent (50%) of the equity of the proposed assignee or transferee) are rated below investment grade, as defined by the Securities and Exchange Commission, or if any debt securities of a proposed assignee or transferee or its parent are rated the lowest investment grade and have been placed on review by the rating organization for a possible downgrade.

(N)

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE

(N)

25. Pricing Flexibility Contract Offerings (Cont'd)

25.93 Contract Offer No. 90 – Access Service Offer (Cont'd)

25.93.6 Assignment/Transfer/Successors (Cont'd)

(B) (Cont'd)

(2) The proposed assignee or transferee or its parent does not have any outstanding securities rated by credit rating agencies, e.g., Standard and Poor's, but does have a Dun and Bradstreet rating, and the proposed assignee or transferee is rated:

- (a) "fair" or below in a composite credit appraisal published by Dun and Bradstreet; or
- (b) "high risk" in a Paydex score as published by Dun and Bradstreet.

(3) If the information required to review the assignee or transferee's credit worthiness pursuant to either Subsection (1) or (2) of this Section 25.93.6(B) is not available, the Telephone Company shall exercise its reasonable discretion in determining the credit worthiness of the assignee or transferee based on any information available.

25.93.7 Mergers/Acquisitions and Sales/Divestitures

(A) Except as provided in Section 25.93.7(B), all provisions of this Contract Offer No. 90 shall continue in full force and in effect notwithstanding any merger or acquisition affecting a party. A merger or acquisition within the meaning of this provision, shall include, without limitation, any transaction in which the party, in whole or in part, merges with, acquires, is acquired by, or sells all or substantially all its stock or assets to any other entity, or purchases all or substantially all stock or assets of another company. Upon the Transaction Close Date of a merger or acquisition, if the entity other than Customer involved in the merger or acquisition purchases any service from the Telephone Company entity, such service shall not be included in this Contract Offer No. 90 for any purpose. The "Transaction Close Date" shall be defined as the date that the stock purchase is complete and/or the final date on which the assets of the acquired/merged company have been purchased. Purchases by the other entity shall not be subject to this Contract Offer No. 90.

(N)

ISSUED: DECEMBER 5, 2018

EFFECTIVE: DECEMBER 6, 2018

ACCESS SERVICE

(N)

25. Pricing Flexibility Contract Offerings (Cont'd)

25.93 Contract Offer No. 90 – Access Service Offer (Cont'd)

25.93.7 Mergers/Acquisitions and Sales/Divestitures (Cont'd)

(B) If, during the Term Period, any of the Qualified Companies (or any portion of any of them) is no longer under the control of AT&T Inc. (a "Divested Entity"), then as of the closing date(s) of the relevant transaction(s), any Concurrently Subscribed Contract Offer applicable to a Divested Entity shall be administered and enforced, and any rights or obligations of either party to this Contract Offer No. 90 shall apply separately to: (i) the Telephone Company (or any portion of Telephone Company (if any)) remaining under the control of AT&T Inc., and (ii) the Divested Entity or Entities, after taking into account such relevant transaction(s).

Notwithstanding the foregoing paragraph, nothing in this Section 25.93.7(B) shall prevent the lawful modification or termination of this Contract Offer No. 90 as applicable to the Telephone Company, any portion of Telephone Company (if any) remaining under the control of AT&T Inc., or any Divested Entity or Entities, in accordance with this Contract Offer No. 90 and applicable law and regulation.

25.93.8 Effect of Contract Offer No. 90 on Any Grandfathering or Sunsetting of Subject Services or Non-Subject Services

Nothing in this Contract Offer No. 90 shall prevent the Qualified Companies from terminating the provision of Subject Services or Non-Subject Services, in part, or in their entirely, prior to the end of the Term Period, to the extent permitted by applicable law. To the extent that such termination occurs, however, Customer may terminate this Contract without any termination liability charge.

(N)