

PROMOTIONS

1.0 General

1.1 Offering: From time to time, the Company may offer inducements to prospective Customers to attract business or to existing Customer either to retain or increase their business. These offerings may be limited to certain dates and time periods, physical locations, or Service types and quantities.

1.2 Application of Promotional Credits: Promotional credits may not be transferred or assigned and must be used by the Customer to whom they were awarded. If a Customer has been awarded a promotional credit for subscribing to Service but does not use the credit within twelve (12) months of the date of the SOA associated with the promotion (unless some other time is prescribed in the promotion), the Company may cancel the credit.

2.0 Specific Promotions

2.1 Checks, Coupons, Certificates and Discounts: From time to time, Company may offer, at its option, checks, coupons, certificates and/or an equivalent monthly percentage discount to customers of international Service. The awards must be redeemed by the Customer to whom they were awarded prior to any specified expiration date. The checks, coupons, certificates or discounts will be in addition to any other discount for which Customer is eligible. This additional discount offer may be made in response to an offer made by another telecommunications company when the Customer can demonstrate to the Company's satisfaction that the Customer intends to accept such offer as an inducement to subscribe to, or remain subscribed to, the other telecommunication provider's service. This discount will be applicable during the entire term of the Customer's Agreement. Calls terminated to international mobile prefixes are not eligible for this promotion.

2.2 Carrier Line Charge Promotion: In certain locations, the Carrier Line Charge will be waived for Customers who choose both the Company's local and long distance service on a term-contract basis and enter Agreements on or before December 31, 1998. The charge will be waived for the entire contract term.

2.3 Multiple Service Discount Promotion:

2.3.1 Dates of Promotion: September 25, 2000 through December 31, 2000.

2.3.2 Description of Promotion: Current or new business customers meeting the criteria below will receive a 15% discount off the combined total amount of Monthly Recurring and Usage Charges for the Company's local exchange, intraLATA, interLATA, Toll-free, and DSL or Dedicated Internet Access Service. This 15% discount is additional to any term discount offered on the individual service components listed in this promotion.

2.3.3 Excluded Charges: The discount will not apply to use, gross receipts, excise, access or other local, state and federal taxes, charges, user fees or surcharges.

2.3.4 Subject to Availability: This promotion is available subject to the availability of facilities and only where technically feasible.

2.3.5 Customer Eligibility: To be eligible for this promotion, Customers must meet the following criteria:

2.3.5.1 Customers must subscribe to Company's local exchange, long distance and calling card services (Voice Service). Local Exchange Voice Service must be provided via a T-1 facility (or equivalent) or above;

2.3.5.2 Customers must subscribe to Company DSL or Dedicated Internet Access service with a minimum bandwidth of 1 .544k and company Web Hosting service (Data Service);

2.3.5.3 New Customers must commit to a term of service for Voice Service and Data Service for a minimum term of one year, and existing Customers must commit to a term of service for Data Service that is equal to or greater than the amount of time remaining in Customer's term commitment for the Company Voice Service listed in Section 2.3..5.1, but in no case may a commitment be less than one year; and

2.3.5.4 Current Customer's Company account must be current as of the date of installation with no outstanding balance past due. If, for any reason, Customer's service is terminated prior to the end of Customer's term commitment, the Customer will be liable for the repayment of all discounted amounts provided under this promotion.

2.4 International Rate Promotion

2.4.1 Description of Promotion: New International Dedicated Service Customers, defined as anyone who has not subscribed to International Dedicated Service for at least one (1) year, who sign up for International Dedicated Long Distance Service between March 1, 2001 and June 30, 2001 are eligible for the following rates during their term of Service, which rates vary depending upon length of the term of Service:

COUNTRYRATE

Argentina.2835 - .315
Brazil.2007 - .223
Chile.1683 - .187
Colombia.333 - .37
Dominican Rep.1674 - .186
Haiti.558 - .62
Paraguay.6075 - .675
Peru.3848 - .4275
Venezuela.2682 - .298

2.5 Multi-Tenant Buddy Program

2.5.1 Description of the Program: This promotion, which may not be combined with any other special offer or promotion, offers eligible Customers discounts on XO Services. In order to be eligible for this program, Customers must be a "Referring Buddy" or a "Referred Buddy."

2.5.2 Eligibility Criteria: A "Referring Buddy" is a property management company of a multi-tenant building ("Serviceable Property") that refers potential subscribers located in that Serviceable Property to XO for XO Services. A "Referring Buddy" must subscribe to XO Services for a minimum two year commitment period in order to receive the discounts. A "Referred Buddy" is a Customer who, as a result of being referred to XO by a "Referring Buddy," receives XO Services at a Serviceable Property, for a minimum two year term commitment period.

2.5.3 Program Discounts:

2.5.3.1 A "Referring Buddy" will receive XO intraLATA and interLATA long distance service at a rate of \$0.05 per minute. Additionally, once the aggregate of the recurring revenue of all "Referred Buddies" of a "Referring Buddy reaches and remains at \$3,000.00 per month, the "Referring Buddy" will receive a \$50 invoice credit for each additional potential subscriber referred to XO that enters an agreement with XO for Service.

2.5.3.2 A "Referred Buddy" will receive a 10% discount off monthly recurring and usage charges for XO Services, exclusive of taxes, surcharges and tax-like charges. The discount does not apply to Individual Case Basis arrangements for Service.

2.5.4 Special Terms & Conditions for the Referring Buddy: A Referring Buddy must subscribe to XO Services for a minimum two year commitment period. The Referring Buddy may terminate service upon thirty (30) days prior written notice without incurring liability for early termination charges, provided that the Referring Buddy has delivered written notice by facsimile or e-mail to XO establishing that the Referring Buddy's contract for property management services in the Serviceable Property has been terminated in its entirety and that the Referring Buddy no longer provides property management services to the Serviceable Property.

2.5.5 Continuation of Service: If neither the Referring Buddy nor XO discontinue Service prior to the end of the term commitment, XO will continue to provide service to the Referring Buddy on a month-to-month basis.

2.6 Go the Distance with XO [for Switched LD customers/LD only]: This promotion offers special pricing for XO Long Distance Service to existing XO Customers who add XO Long Distance Service at an

existing service location or at a new service location. Eligible Customers will receive a rate of \$0.05 per minute for inbound and outbound interstate Long Distance Service. Customers will receive intrastate long distance service under the intrastate Go the Distance with XO Promotion. Customers will also receive outbound international long distance service. With the exception of the intrastate Go the Distance with XO Promotion, this promotion cannot be combined with any other special offer, discount or promotion, and may not be used with any individual case basis offering or for existing long distance service. This promotion will be available until December 31, 2003, unless sooner canceled, withdrawn, modified or extended.

2.7 Go the Distance with XO Plus Promotion [for customers with XO local service]: This promotion offers special pricing for XO long distance service to existing XO Customers who add XO long distance service at an existing service location or at a new service location. To be eligible for this promotion, Customers must receive both XO local and long distance service at the same service location. Eligible customers will receive the rates set forth below for inbound and outbound intrastate service. Customers also will receive outbound international long distance service. The Customer's interstate rates will depend on the Customer's qualified Total Monthly Revenue. As used herein, Total Monthly Revenue is defined as the total charges for XO provided services during a monthly billing period, excluding taxes, surcharges, tax-like charges and discounts. XO will qualify Customer's Total Monthly Revenue based on the Customer's previous XO invoices. Qualifying Total Monthly Revenue Interstate Rate:

\$100 to \$1000	-- \$0.04 cents
\$1001 to \$2000	-- \$0.035 cents
\$2001+	-- \$0.03 cents

With the exception of the intrastate Go the Distance with XO Promotion, this promotion cannot be combined with any other special offer, discount or promotion, and may not be used with any Individual Case Basis offering or existing long distance service. This promotion will be available until December 31, 2003, unless sooner canceled, withdrawn, modified or extended.

2.8 Carrier Service Guarantee: This promotion offers two Service-related guarantees to eligible Customers of Wavelength Services (2.5 Gbps or 10 Gbps) and High-Speed IP Transit Services (1Gbps or 10 Gbps).

For eligible Wavelength Service Customers, the guarantee is an "Install Guarantee" in which XO will provide a credit to Customer in an amount equal to the Monthly Recurring Charge for Service that is unavailable on the agreed-upon Start of Service Date through no fault or delay of Customer.

For eligible IP Transit Service Customers, the guarantee is a "Trial Period Guarantee" that allows eligible Customers to: (1) terminate Service acquired under this Promotion for any reason within ninety (90) days of the Start of Service Date; (2) pay for Service used during the Trial Period but avoid otherwise applicable early termination charges; and (3) be reimbursed by XO in an amount equal to the Monthly Recurring Charge for Service that is unavailable on the agreed-upon Start of Service Date through no fault or delay of Customer.

Eligibility Requirements: To qualify for this Promotion: (1) the Service must not be an existing Service, specifically, one that either is in use by Customer or the subject of an accepted Service Order; and (2) upon the discontinuance of XO Service within the Trial Period Guarantee, the service reacquired by Customer from its previous service provider must be the same type and level and furnished at the same location at which XO provided Service.

This promotion will end on June 30, 2009, unless sooner withdrawn or extended beyond that date by XO.

2.9 10 in 10 Guarantee: This promotion offers an installation guarantee to eligible Customers of 2.5 Gbps and 10 Gbps high capacity network transport services.

For eligible Customers, the guarantee is that all new 2.5 Gbps or 10 Gbps high capacity network transport services ordered between the XO Network locations identified below will be provisioned within ten (10) business days of XO's acceptance of a complete and accurate Service Order. If XO fails to satisfy this guarantee, the Customer will receive a one (1) month service credit for each year of the applicable service term.

Eligibility Requirements: To qualify for this Promotion: (1) Customer must be a Carrier Services customer not receiving 2.5 Gbps or 10 Gbps service under the "Carrier Service Guarantee" promotion; (2) service must not be an existing service, specifically, one that either is in use by Customer or the subject of an accepted

Service Order as of December 1, 2008; (3) Customer must submit a Service Order for either a two (2) or three (3) year service term; and (4) service must involve Customer locations served at the following XO Network locations:

- 21715 Filigree Court, Ashburn, VA
- 21555 Melrose Street, Southfield, MI
- 350 Cermak, Chicago, IL
- 313 Inverness Way South, Denver, CO
- 1 Aerojet Way, Las Vegas, NV
- 600 W. 7th Street, Los Angeles, CA
- 1300 W. Mockingbird Lane, Dallas, TX
- 4000 Highlands, Atlanta, GA
- 855 Mission Court, Fremont, CA
- 111-8th Avenue, New York, NY

This promotion will end on June 30, 2009, unless sooner withdrawn or extended beyond that date by XO.

2.10 Carrier IP-VPN Satisfaction Guarantee: This promotion offers a ninety (90) day guarantee to Customers of new Carrier IP-VPN Service with the following access methods: On-Net Circuits, Off-Net DS1 Circuits and Ethernet over Copper Circuits.

To qualify for this promotion: (1) Customer must be a Carrier Services customer; and (2) the Service ordered must not be an existing Service, specifically, one that either is in use by Customer or the subject of an accepted Service Order as of January 20, 2010.

Customers subscribing to an eligible Service and requesting this guarantee in writing may terminate Service without incurring otherwise applicable early termination charges if the termination occurs within ninety (90) days of the initial availability of Service. For Service terminated under this promotion, XO also will credit the Customer for the installation charges associated with the terminated Service. Cross-connects provided by third parties, special construction, or demarcation extensions associated with Service are not included in this promotion and will be subject to applicable early termination charges.

This promotion will end on September 30, 2010, unless sooner withdrawn or extended beyond that date by XO.

2.11 Carrier IP-VPN Inbound NNI Interconnect Offer: This promotion offers an NNI Interconnect capability for Carrier IP-VPN Service to Customers of new Carrier IP-VPN Service, specifically, OC3, OC12 and GigE Service, at no MRC during a specified period of time.

Eligible Customers will not be charged a MRC (or a Class of Service charge), depending on the length of Service term, for an NNI port provided as part of XO Service, specifically, as situated on the XO side of the demarcation point. (The promotion does not apply to the other ports or to the local loop.) For Customers who subscribe to a one (1) year Service term, no MRC will apply during the first six (6) months, and the one (1) year Service term will commence at the end of such first six (6) months; and for Customers who subscribe to a two (2) or (3) year Service term, no MRC will apply during the first nine (9) months of Service, and the two (2) or three (3) year Service term will commence at the end of such first nine (9) months. After a promotional period ends, Customer will be charged the applicable MRC for Service throughout the remainder of the Service term.

If a Customer terminates Service at any time during a promotional period, *i.e.*, between the Start of Service Date and the beginning of the Service term, Customer will pay early termination charges as if Service had been terminated during the first monthly billing period of the relevant Service Term.

Eligibility Requirements: To qualify for this promotion: (1) Customer must be a Carrier Services customer; (2) the Service ordered must not be an existing Service, specifically, one that either is in use by Customer or the subject of an accepted Service Order as of January 20, 2010; (3) Customer must submit a Service Order for either a one (1), two (2) or three (3) year service term; and (4) Customer must be credit-worthy under reasonable requirements imposed by XO.

This promotion will end on September 30, 2010, unless sooner withdrawn or extended beyond that date by XO.

2.12 Carrier DS3 National Hub Promotion (ICB #400009). This promotion offers discounted pricing for XO's Carrier DS3 National Hub Service. The standard Monthly Recurring Charge ("MRC") for the DS3 National Hub Service available under this promotion is \$4,000.00. For each of the first full six (6) monthly billing periods following the Start of Service Date, eligible customers will be invoiced and required to pay a \$2,000.00 MRC for DS3 National Hub Service. Thereafter, Customer will pay the undiscounted MRC (\$4,000.00) for the remaining months of its Service term. To qualify for this promotion: (a) Customer must be or become a Carrier Services customer; (b) the DS3 National Hub Service must not be an existing service, specifically, one that either is in use by Customer or the subject of an accepted Service Order as of May 31, 2008; and (c) Customer must submit a Service Order for a Service term of at least thirty (30) months.

This promotion will be in effect from June 1, 2008 through August 31, 2008, unless sooner withdrawn or extended beyond that date by XO.

2.13 Carrier Services "Ethernet Everywhere" Guarantee: This promotion offers an installation guarantee to eligible XO Carrier Services' Customers of XO's Ethernet Service.

For eligible Customers, the guarantee is that all new Ethernet Service of up to 10 Mbps ordered for provisioning at Customer locations in the designated LATAs will be available for Customer use no later than the mutually agreed Service date established in an accepted Service Order. If XO fails to satisfy this guarantee for any reason other than an act of God, Customer, or a third party over whom XO has no control or ability to control, Customer will receive a credit in an amount equal to the Monthly Recurring Charge applicable to the Ethernet Service ordered, which credit will apply towards charges for either a new or existing XO service, provided a credit request is made by Customer within three (3) monthly billing periods of the one in which the guarantee was not satisfied.

Ethernet Service of less than 10 Mbps will be provided subject to the availability of facilities.

Eligibility Requirements: To qualify for this Promotion, Customer must: (1) order and have accepted a new XO Ethernet Service after September 1, 2009; (2) order the Service for at least a one (1) year service term; and (3) order the Service at a Customer location or locations within any of the following LATAs:

STATE	LATA	XO MARKET
MA	128	BOSTON MA
NY	132	NEW YORK NY
NJ	222	PHILADELPHIA PA
NJ	224	NEW YORK NY
PA	226	HARRISBURG PA
PA	228	PHILADELPHIA PA
PA	232	SCRANTON PA
PA	234	PITTSBURGH PA
MD	236	WASHINGTON DC
MD	238	BALTIMORE MD
OH	320	CLEVELAND OH
OH	324	COLUMBUS OH
OH	325	AKRON OHIO
MI	340	DETROIT MI
IL	358	CHICAGO IL
NC	422	CHARLOTTE NC
GA	438	ATLANTA GA
FL	458	ORLANDO FL
FL	460	MIAMI FL

STATE	LATA	XO MARKET
TN	470	NASHVILLE TN
MO	520	ST LOUIS MO
TX	552	DALLAS TX
TX	558	AUSTIN TX
TX	560	HOUSTON TX
TX	566	SAN ANTONIO TX
MN	628	MINNEAPOLIS MINN
CO	656	DENVER CO
CO	658	COLORADO SPRINGS
UT	660	SALT LAKE CITY UT
AZ	666	PHOENIX AZ
OR	672	PORTLAND OR
WA	674	SEATTLE WA
WA	676	SPOKANE WA
NV	721	LAS VEGAS NV
CA	722	SAN FRANCISCO CA
CA	726	SACRAMENTO CA
CA	730	LOS ANGELES CA
CA	732	SAN DIEGO CA

TN	468	MEMPHIS TN
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CA	738	STOCKTON CA
FL	952	TAMPA FLORIDA
ID	960	COUER D-ALENE, ID

This promotion will end on December 31, 2009, unless sooner withdrawn or extended beyond that date by XO.

2.14 Carrier Services CarrierCOM Promotion: This promotion offers up to three (3) months of initial Service without the application of a Monthly Recurring Charge (“MRC”) to Customers of new 1 Gbps and 10Gbps IP Transit Service and/or 1 Gbps, 2.5 Gbps and 10Gbps Wavelength Service provided between the CarrierCOM LP facility located at 200 S. 10th St, McAllen, TX 78501 and a qualifying XO On-Net location.

To qualify for this promotion: (1) Customer must be a Carrier Services customer; and (2) the Service ordered must not be an existing Service, specifically, one that either is in use by Customer or the subject of a Service Order accepted by XO prior to April 1, 2010.

Eligible Customers are subject to the following payment terms, dependent upon their selection of Service term:

“One Year Term” -- Initial month with no MRC; with MRC applicable for the next twelve (12) months.
 “Two Year Term” -- Initial two (2) months with no MRC; with MRC applicable for the next twenty-four (24) months.
 “Three Year Term” – Initial three (3) months with no MRC; with MRC applicable for the next thirty-six (36) months
 Applicable early termination charges are not affected by this offer, which may not be combined with any other promotion.

This promotion will end on September 30, 2010, unless withdrawn sooner or extended beyond that date by XO.

2.15 Ethernet Network-to-Network (NNI) Carrier Services Promotion: This promotion offers six (6) months of initial Service without the application of Monthly Recurring Charges (“MRCs”) for new 1 Gbps Ethernet Hub Service, 1G NNI VPLS and 1G NNI IP-VPN Service. A Customer receiving Service under this promotion will not be required to pay the MRCs associated with the Service until the beginning of the seventh (7th) monthly billing period following the Start of Service Date, at which time the Customer’s Service term will commence.

To qualify for this promotion: (1) Customer must be a Carrier Services customer; (2) the Service ordered must not be an existing Service, specifically, one that either is in use by Customer or the subject of a Service Order accepted by XO prior to March 4, 2011; and (3) Customer must commit contractually to a Service term of either twelve (12), twenty-four (24), thirty-six (36) or sixty (60) months.

If Customer terminates Service at any time between the Start of Service Date and the commencement of the Service term, Customer will pay early termination charges as if the Service had been terminated in the first monthly billing period of the Service term. If Customer terminates Service after the commencement of the Service term, applicable early termination charges will apply.

All other charges associated with Service will apply.

This offer may not be combined with any other promotional offer and will end on June 30, 2011, unless withdrawn sooner or extended beyond that date by XO.

2.16 ESIP \$50 Credit per Month Promotion

2.16.1 Description of Promotion. This promotion offers new ESIP customers that meet the eligibility criteria below a fifty dollar (\$50) a month credit for each month that the ESIP service is billed to Customer. This promotion may only be combined with other special offers or promotions at XO’s sole discretion. 2.16.2 Eligibility. To qualify for this promotion, Customer must: (1) be a new ESIP customer; (2) have been identified by XO as a result of Customer performing a “SIP trunking” related Internet search and completing an on-line form or contacting XO via the dedicated 1-800 number; and (3) execute a Service Order Agreement that is received by XO on or before August 31, 2015.

2.16.3 Monthly Credit. If Customer meets the above criteria, XO will credit Customer's invoice fifty dollars (\$50) every month that the ESIP service is billed to Customer. In the event Customer terminates the subject ESIP prior to the expiration of the then current service term, Customer will be subject to early termination penalties based on the MRC set forth in the Service Order Agreement. Customer will be assessed Taxes and other surcharges prior to the assessment of the credit. This promotion will be in effect until August 31, 2015, unless sooner withdrawn or extended beyond that date by XO.

2.17 On-Net Ethernet Point-to-Point Service Promotion: This promotion offers special pricing to existing and new Wholesale Services Customers of On-Net 1 Gbps and 10 Gbps Ethernet Dedicated Transport Services furnished exclusively via XO Network fiber facilities at certain XO Network locations and a commitment to achieve a Start of Service Date within twenty (20) business days of the date of XO acceptance of a Customer's Service Order or ASR for which no new equipment or special construction or acquisition is required to provision Service. If XO fails to satisfy this installation guarantee for any reason other than a *force majeure* event, delays caused by Customer or an End User or their agents or contractors, or for other causes or reasons beyond the control of XO, its contractors or its agents, Customer will receive a one-time credit in an amount equal to one hundred percent (100%) of the MRC for the Service. The promotional MRC is exclusive of applicable taxes and surcharges.

Eligibility Requirements: To qualify for this promotion, (1) Customer must be a Wholesale Services Customer; (2) the Service ordered must not be an existing Service, specifically, one that either is in use by Customer or the subject of an accepted Service Order or ASR as of October 11, 2016; and (3) Customer must commit in its Service Order or ASR to a one (1), two (2) or three (3) year Service term for which early termination charges apply.

This promotion offer, which may not be combined with any other promotion or discounting, will be available between from October 12, 2016, and November 30, 2016, unless earlier withdrawn or extended by XO.

10/12/2016