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May 18, 2004

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Esquire
Swidler Berlin Shereff Friedman, LLP
CTC Communications Corp.
3000 K Street, NW Suite 300
Washington, DC 20007

Subject: **NOTICE OF DISCONTINUATION OF UNBUNDLED NETWORK ELEMENTS**

This letter is a **formal notice** under the interconnection agreement between Verizon New England Inc., d/b/a Verizon Massachusetts, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - Massachusetts and CTC Communications Corp. for the Commonwealth of Massachusetts.

In its Report and Order and Order on Remand and Further Notice of Proposed Rulemaking, CC Docket Nos. 01-338, 96-98, and 98-147, FCC 03-36, 18 FCC Rcd 16978, released on August 21, 2003 (the "Triennial Review Order"), the Federal Communications Commission promulgated new rules and regulations pertaining to the availability of unbundled network elements pursuant to Section 251(c)(3) of the Communications Act of 1934 (the "Act"). Among other things, the FCC determined that CLECs are not impaired without access to Enterprise Switching* or shared transport used in connection with Enterprise Switching, and that ILECs such as Verizon therefore are not required to provide the foregoing network elements on an unbundled basis under Section 251(c)(3) of the Act.

The FCC's rules and regulations pertaining to Enterprise Switching, and shared transport used in connection with Enterprise Switching, took effect on December 31, 2003 (ninety days after October 2, 2003), and the related provisions of the Triennial Review Order were affirmed by the U.S. Court of Appeals for the D.C. Circuit on March 2, 2004.

In accordance with the foregoing decisions, Verizon hereby provides formal notice to your company that, after August 22, 2004, Verizon will no longer provide, under Section 251(c)(3) of the Act, either: (i) unbundled Enterprise Switching, whether alone or in combination with any other network element (*e.g.*, combinations of Enterprise Switching and DS-1 or above capacity loops, referred to herein as "Enterprise UNE-P"), or (ii) unbundled shared transport for use with Enterprise Switching.

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* Enterprise Switching is generally described in the Triennial Review Order as local circuit switching that if provided to a requesting telecommunications carrier would be used for the purpose of serving the requesting telecommunications carrier's customers using DS1 or above capacity loops. See, for instance, Triennial Review Order, at Paragraphs 419, 421 and 451, and 47 CFR § 51.319(d)(3).

To the extent notice of changes in law, or notice of termination of service/facilities availability, is relevant to the foregoing and is required under your interconnection agreement, this letter shall serve as such notice.

Although Enterprise UNE-P will no longer be available from Verizon after August 22, 2004, Verizon will continue to make Enterprise level services available on a resale basis after that date under Section 251(c)(4) of the Act. In addition, Verizon is prepared to enter into commercial negotiations for alternative service arrangements that may offer certain advantages over resale under Section 251(c)(4) of the Act. If your company has not already commenced commercial negotiations with Verizon and wishes to do so, please contact the following Verizon representative to obtain a nondisclosure agreement under which such negotiations may be conducted:

Mr. Michael D. Tinyk
Verizon Services Corp.
Suite 500
1515 North Courthouse Road
Arlington, VA 22201
Phone: 703-351-3159
Fax: 703-351-3664
Email: michael.d.tinyk@Verizon.com

Verizon is prepared to work with your company to migrate its existing Enterprise UNE-P arrangements to suitable alternative services (such as resale or an alternative commercial arrangement) prior to August 22, 2004. Should your company fail to migrate its Enterprise UNE-P service arrangements to an alternative service on or before that date, Verizon will begin billing any Enterprise UNE-P arrangements that remain in place after August 22, 2004 at a rate equivalent to the Section 251(c)(4) resale rate for business service applicable in that jurisdiction in order to avoid service disruption. The new rate will be effected by means of a surcharge that will be added to the applicable Enterprise UNE-P rates. Additional information about this surcharge will be forwarded to your company shortly. If your company prefers not to pay the resale equivalent rates, your company may of course terminate any Enterprise UNE-P service arrangements through existing disconnect processes.

If you believe that your company's interconnection agreement requires Verizon to continue providing Enterprise Switching and related shared transport after August 22, 2004, please provide written support for your position to Mr. Michael Tinyk at the address shown above.

If we do not hear from your company by July 1, 2004, Verizon will give effect to the foregoing notice after August 22, 2004.

Jeffrey A. Masmer

Vice President Interconnection Services

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