

CONFIDENTIAL



Southwestern Bell
Telephone

CENTRAL OFFICE LOCAL AREA NETWORK
(CO-LAN)
SERVICE ARRANGEMENT
LETTER OF ELECTION
(92-BHO-4068A)

PLAINTIFF'S EXHIBIT

SWB-280

The undersigned hereby elects to subscribe to a Central Office Local Area Network (CO-LAN) service arrangement. The following sets forth some of the major terms and conditions for this arrangement. Service will be provided on or about May 29, 1992 (or Actual Cutover). This CO-LAN service arrangement is intended for use by the City of San Antonio (the Customer) only.

In addition, rules and regulations as set forth in the General Exchange Tariff, as approved by the state regulatory commission, are applicable. Should any part of this Letter of Election be in conflict with the applicable tariffs at the time of election, the tariffs will govern.

The service arrangement will provide for a maximum of eighty-one (81) Integrated Voice/Data Multiplexer (IVDM) and Megalink I terminations in the Capitol, Fratt, Edison, Pershing, and Wetmore Central Offices.

Installation and Nonrecurring Charges associated with this offering can be deferred over the fixed term. The annuity factor for deferring these charges is .02617 for the 4 year term.

A termination charge based on 80 percent of the present worth of remaining monthly payments will be applicable for partial or total disconnection of service. This calculation will be based on a 12.32% discount rate. In addition, any deferred Installation or Nonrecurring Charge is payable in full at the time of disconnect.

The obligation of the customer to make all payments under this agreement is subject to, and dependent upon annual appropriation of funds necessary to make such payments.

002940

CONFIDENTIAL

Additions of equipment elements will be made coterminous with the original contract period.

At the conclusion of the fixed term, the customer must elect one of the following options:

- a) Renew the contract under the terms, conditions and rates developed at that time.
- b) Discontinue the service.

Customer Address: 506 Dolorosa

Election Acknowledged for
Southwestern Bell Telephone Co.

By Phil Howard

Name PHIL HOWARD

Title Gen. Mgr.-Mktg. (Texas)

Date 4-21-92

Election Placed By
City of San Antonio

By Gary Moeller

Name Gary Moeller

Title Systems Services Manager

Date 4-16-92

002941

CUSTOMER: CITY OF SAN ANTONIO TEL. NUMBER 512-299-7011 DATE ISSUED: APRIL 10, 1992 SERV. ORDER: (92-BH0-4068A)

DESCRIPTION	MONTHLY RATE	INSTALLATION(1) CHARGE	NONRECURRING CHARGE
Base System			
Capitol Central Office	\$ 430.00	\$1,075.00	
Edison Central Office	110.00	210.00	
Fratt Central Office	115.00	190.00	
Pershing Central Office	255.00	270.00	
Wetmore Central Office	700.00	775.00	
Case Preparation		880.00	
SUB TOTAL	\$1,610.00	\$3,400.00	

(FORECAST AT CAPACITY)

QTY	DESCRIPTION	UNIT MONTHLY PRICE	TOTAL MONTHLY PRICE	UNIT INSTALLATION	TOTAL INSTALLATION
15	IVDM I & II	\$ 9.00	\$ 135.00	25.00 (2)	-0-
42	IVDMs & Term 32, per port	\$14.00	588.00	50.00 (2)	-0-
13	CSU/DSU	\$20.00	260.00	25.00 (2)	-0-
11	CSU/DSU & Term 32, per port	\$24.00	264.00	50.00 (2)	-0-
	SUB TOTAL		\$1,247.00		\$ -0-
	TOTAL		\$2,857.00		\$3,400.00

CONFIDENTIAL

CITY OF SAN ANTONIO TEL. NUMBER 512-299-7011 DATE ISSUED: APRIL 10, 1992 SERV. ORDER:
(92-B110-4068A)

QTY	DESCRIPTION	UNIT MONTHLY PRICE	TOTAL MONTHLY PRICE	UNIT INSTALLATION	TOTAL INSTALLATION	NONRECURRING CHARGE
	Subsequent Simple Translation Charge (applies for line or port changes, additions or deletions affected by a central office translation)					4.00
	Subsequent Complex Translation Charge (applies for station changes, additions or deletions affected by a central office translation).					90.00

Effective Date: May 29, 1992

4-16-92
Date

[Signature]
Customer Signature

4-22-92
Date

[Signature]
SMBT Representative
for Gen. Mgr.-Mktg. (Texas)

This contract will be coterminous with the existing contract for COLAN service.

- (1) Initial Installation Charges associated with this service can be deferred over the contract term. The annuity factor to be used for this deferred is 0.02617 for the 4 year term.
- (2) These charges apply only to central office equipment added subsequent to the installation of the initial service.

002943

CONFIDENTIAL



Southwestern Bell
Telephone

AFFIDAVIT OF

CHARLES TRAMMELL, DISTRICT MANAGER-BUSINESS SALES

SOUTHWESTERN BELL TELEPHONE COMPANY

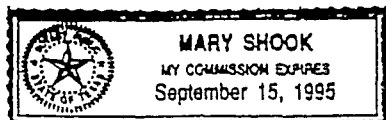
STATE OF TEXAS
COUNTY OF BEXAR

Before me, the Undersigned Authority, on this 10th day of April, 1992 personally appeared Charles Trammell, who, upon being duly sworn, states the following:

1. I, Charles Trammell, swear and affirm that I am an employee of Southwestern Bell Telephone Company at 712 E. Huntland Dr., Room 229, Austin, Texas, and hold the position of District Manager-Business Sales.
2. I am responsible for the Marketing Business Sales District in San Antonio. I am responsible for the sales activity in the San Antonio LATA which includes City of San Antonio.
3. Attachment I details Southwestern Bell Telephone Company's commitment to City of San Antonio to try to obtain interim approval for a new contract for their CO-LAN service located at 506 Dolorosa.
4. I hereby swear and affirm that the foregoing statements and Attachment I were prepared by me and under my direction and that they are true and correct.


Charles Trammell

SUBSCRIBED AND SWORN to before
me this 10th day of April, 1992.



Notary Public in and for the
State of Texas
My commission expires: 9/15/95

002944

CONFIDENTIAL

Attachment I

Southwestern Bell Telephone Company (Southwestern Bell) is requesting interim approval for the installation of the Central Office Local Area Network (CO-LAN) service for the City of San Antonio, located at 506 Dolorosa, San Antonio, Texas.

The City of San Antonio's requirement for the submitted contract item, 81 CO-LAN stations are required to tie all remote city locations to their centralized computer system. Without CO-LAN service, the customer will be severely handicapped in their efforts to conduct normal business as well as meet public safety needs in the community.

It is critical that the customer requested service date of May 29, 1992 be met. Southwestern Bell respectfully requests interim approval of the proposed addition for the City of San Antonio, in order to meet our service commitment to the customer of May 29, 1992.

002945