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February 5, 2013

Chairman James Allison
C/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

13-00030

**Re: Amendment to Traffic Exchange Agreement by and between TDS
Telecom companies: Concord Telephone Exchange, Inc., Humphreys County
Telephone Company, Tellico Telephone Company and Tennessee Telephone
Company and United States Cellular Corporation**

Dear Chairman Allison,

Enclosed please find an original and five (5) copies of the Amendment to the Traffic Exchange Agreement by and between TDS Telecom companies: Concord Telephone Exchange, Inc., Humphreys County Telephone Company, Tellico Telephone Company and Tennessee Telephone Company, and United States Cellular Corporation.

Additionally, included are two (2) checks totaling \$475.00. Of this total, \$375.00 relates to additional filing fees related to my January 10, 2013 letter (attached). The remaining fees are related to the filing fees for the TDS Telecom companies and United States Cellular Corporation Amendment referenced above.

Please let me know if you have any questions.

Sincerely,

Bruce Mottern
Manager – State Government Affairs

Cc: Jeni White -TDS Telecom – w/o enclosures

First Amendment to Wireless Traffic Exchange Agreement - TN

This is an Amendment ("Amendment") to the Wireless Traffic Exchange Agreement ("Agreement") between the TDS Telecommunications Corporation affiliates or subsidiaries listed on Appendix A ("TDS TELECOM") and United States Cellular Corporation ("USCC") individually a "Party" and jointly as the "Parties".

WHEREAS, the Parties, or their predecessors in interest, previously entered into an Interconnection Agreement (the "Agreement") dated July 1, 2005 pursuant to 47 U.S.C. 251/252 and approved by the Tennessee Regulatory Authority November 1, 2005 in Docket No. 05-00254.

WHEREAS, the Federal Communications Commission ("FCC") released on November 18, 2011 a "Report and Order and Further Notice of Proposed Rulemaking" in *Connect America Fund, A National Broadband Plan for Our Future, Establishing Just and Reasonable Rates for Local Exchange Carriers, High-Cost Universal Service Support, Developing an Unified Intercarrier Compensation Regime, Federal-State Joint Board on Universal Service, Lifeline and Link-Up, Universal Service Reform – Mobility Fund*, WC Docket Nos. 10-90, 07-135, 05-337, 03-109, GN Docket No. 09-51, CC Docket Nos. 01-92, 96-45, WT Docket No. 10- 208, FCC 11-161 ("*USF/ICC Transformation Order*"), as modified by Order on Reconsideration (rel. Dec. 23, 2011) ("*USF/ICC Transformation Order on Reconsideration*") (collectively referred to as the "*ICC Transformation Orders*").

WHEREAS, the *ICC Transformation Orders* adopted new rules for intercarrier compensation by amending the FCC's reciprocal compensation rules, including 47 C.F.R. § 20.11 and §§ 51.700 - 51.715, to provide that intercarrier compensation for non-access telecommunications traffic exchanged between Local Exchange Carriers ("LECs") and Commercial Mobile Radio Service ("CMRS") providers will be subject to a default bill-and-keep methodology for traffic exchanged on and after July 1, 2012.

WHEREAS the *ICC Transformation Orders* and the FCC's reciprocal compensation rules that they amend constitute a change of law.

NOW THEREFORE, in consideration of the promises and mutual agreements set forth herein, the Parties agree to amend the Agreement as follows:

SECTION I, DEFINITIONS, Paragraph No. 7 "Intermediary Traffic" shall be replaced with "Intermediary Traffic" is traffic other than Roaming Traffic that is delivered from a third-party Local Exchange Carrier or other telecommunications carrier such as a CMRS provider, through the network of either Party as an intermediate carrier to an end user of the other Party.

SECTION I, DEFINITIONS, new Paragraph No. 21 "Roaming Traffic" is CMRS traffic originated by a customer of a CMRS provider other than USCC which is carried

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by or over USCC's network for termination to TDS TELECOM or other LECs or CMRS providers. Roaming Traffic includes all of the roaming and resale traffic described in section 20.12 of the FCC's rules, 47 C.F.R. § 20.12. Roaming Traffic is considered to be the same as USCC originated traffic and thus is the responsibility of USCC for paying applicable Non-Local (InterMTA) terminating compensation to TDS TELECOM at TDS TELECOM's applicable access rates.

SECTION IV, BILLING, the following sentence shall be added to the end of Paragraph 1: No Intermediary Traffic is to be routed by either Party over the interconnection service facilities covered under this Agreement for termination to the other Party. In the event that Intermediary Traffic is routed over interconnection service facilities covered under this this Agreement for any reason, upon discovery, the terminating Party shall notify the other Party in writing of the existence of such Intermediary traffic in violation of the terms of this Agreement. Unless otherwise mutually agreed to by the Parties, such violation shall be cured within thirty (30) days to avoid immediate termination of this Agreement for default.

Appendix A, Reciprocal Compensation Rates and Billing Procedures shall be amended as follows:

Reciprocal Compensation Rates

\$/MOU

Transport and Termination

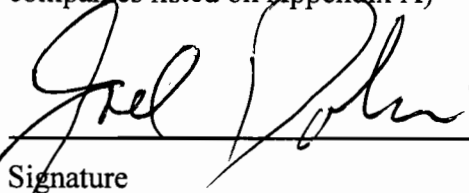
Bill-and-Keep*

*From July 1, 2012, forward, all non-access telecommunications traffic exchanged between the Parties shall be exchanged pursuant to a bill-and-keep arrangement, which means that the originating Party has no obligation to pay terminating charges to the terminating Party; regardless of any charges the originating Party may assess its end users.

Except as expressly set forth herein, the remaining terms and conditions of the Agreement shall remain in full force and effect without change. This Amendment shall be effective as of July 1, 2012 and shall remain effective as long as the Agreement remains effective between the parties.

IN WITNESS WHEREOF, the authorized representatives of the Parties hereto have signed this Amendment effective as of the date and year set forth above.

By: TDS Telecommunications Corporation (not individually but as agent for the companies listed on Appendix A)

 11/28/2012

Signature

Date

Printed Name and Title:

Joel Dohmeier
Director Regulatory Revenue, Strategy & Compliance

By: United States Cellular Corporation

 11/9/2012

Signature

Date

Printed Name and Title:

David Fiala
Director Telco Billing, Contract & Number Management

Signature Page to Amendment between TDS TELECOM (TN) and United States Cellular Corporation dated July 1, 2012

Appendix A

Concord Telephone Exchange, Inc.

Humphreys County Telephone Company

Tellico Telephone Company, Inc.

Tennessee Telephone Company