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January 10, 2013

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

13-00032

Re: Amendment to Traffic Exchange Agreement by and between TDS Telecom companies: Concord Telephone Exchange, Inc., Humphreys County Telephone Company, Tellico Telephone Company, Inc., and Tennessee Telephone Company and Clear Talk ("NTCH")

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 Clear talk ("NTCH").

Please let me know if you have any questions.

Sincerely,

Bruce Mottern

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 between the TDS Telecommunications Corporation affiliates or subsidiaries identified on Appendix A ("TDS TELECOM") and NTCH-West Tenn, Inc. d/b/a Clear Talk., hereinafter ("NTCH"), jointly as the Parties.

WHEREAS the Parties or their predecessors in interest previously entered into an Interconnection Agreement (the "Agreement") pursuant to 47 U.S.C. 251/252 dated March 1, 2009 and approved by the Tennessee Regulatory Authority on September 2, 2009 in Docket No. 09-00112.

WHEREAS on November 18, 2011, the Federal Communications Corporation ("FCC") released a Report and Order and Further Notice of Proposed Rulemaking, FCC 11-161, which included enacting new rules for Intercarrier Compensation for Wireless Traffic ("*USF/ICC Transformation Order*[1]"). A subsequent Order on Reconsideration was released December 23, 2011 modifying two aspects of the *USF/ICC Transformation Order*.

WHEREAS the rules outlined in the *USF/ICC Transformation Order* constitute a change of law.

WHEREAS, 47 C.F.R. § 20.11 and § 51.700 - § 51.715 have been amended to provide that intercarrier compensation for non-access traffic exchanged between LECs and CMRS providers will be subject to a default bill-and-keep methodology for traffic exchanged on and after July 1, 2012.

NOW THEREFORE, in consideration of the Order and change of law provision in the Agreement, 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 traffic exchanged between the Parties shall be exchanged pursuant to a bill-and-keep arrangement. Bill and Keep arrangements are those in which carriers exchanging telecommunications traffic do not charge each other for specific transport and/or termination functions or services.

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[1]*See In the Matter of 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 No. 10-90, GN Docket No. 09-51, WC Docket No. 07-135, WC Docket No. 05-337, CC Docket No. 01-92, CC Docket No. 96-45, WC Docket No. 03-109, WT Docket No. 10-208, Report and Order and Further Notice of Proposed Rulemaking, FCC 11-161 (rel. Nov. 18, 2011) (*USF/ICC Transformation Order*).

IN ADDITION, the parties mutually agree to amend the following:

SECTION I, DEFINITIONS, Paragraph No. 8: "Intermediary Traffic" shall be replaced with "Intermediary Traffic" is 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 IV, BILLING, The following will be added to the end of Paragraph 1: In the event that Intermediary Traffic which is subject to tariffed access charges under the FCC's Inter-carrier compensation rules is routed over interconnection service facilities covered under this Agreement for any reason, each Party agrees that it will pay the applicable access compensation to the terminating Party for any and all such traffic it sends as an intermediate carrier.

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)

10/19/2012

Signature Date

Printed Name and Title:

Joel Dohmeier, Director Regulatory Revenue, Strategy & Compliance

By: NTCH-West Tenn, Inc.

9/27/2012

Signature Date

Printed Name and Title:

Adilia Aguilar, Chief Financial Officer

Signature Page to Amendment between TDS Telecommunications Corporation (TN Cos.) and NTCH-West Tenn, Inc. effective the 1st day of July, 2012

Appendix A

Concord Telephone Exchange, Inc.

Humphreys Telephone Company

Tellico Telephone Company, Inc.

Tennessee Telephone Company