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Knoxville, TN 37932-
www.tdstelecom.com

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January 10, 2013

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

13-00033

**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 T-Mobile**

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 T-Mobile.

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

2012 INTERCARRIER COMPENSATION AMENDMENT

To the Multi-State Wireless Traffic Exchange Agreement Between

TDS Telecommunications Corporation and

T-Mobile USA and its Affiliates

This 2012 Intercarrier Compensation Amendment to the Interconnection Agreement by and among the TDS Telecommunications Corporation subsidiaries or affiliates identified on Appendix A (collectively "TDS TELECOM") and the T-Mobile subsidiaries and affiliates ("T-Mobile") identified on Appendix A, individually a "Party" and collectively the "Parties" is effective July 1, 2012 (the "Effective Date").

WHEREAS, T-Mobile and TDS TELECOM are parties to a Wireless Traffic Exchange Agreement dated January 1, 2005, (the "Agreements");

WHEREAS, The Federal Communications Commission adopted its *USF/ICC Transformation Order*, FCC 11-161 (Nov. 18, 2011), on *recon.*, FCC 11-189 (Dec. 23, 2011), which among other things substantially changes the rules governing the exchange of telecommunications traffic between CMRS providers and local exchange carriers, including T-Mobile and TDS TELECOM, and the Parties desire to conform their interconnection and traffic exchange arrangements to the new rules therein established;

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

1. The following TDS TELECOM subsidiaries are added as a Party to the Agreement: Barnardsville Telephone Company, Saluda Mountain Telephone Company, and Service Telephone Company. On July 1, 2012 the Agreement will supersede the SunCom Wireless Holdings, Inc. Interconnection and Reciprocal Compensation Agreements dated 11/21/2006 and assigned to T-Mobile USA, Inc. on July 1, 2008.
2. The Parties intend their Agreement refer to and use the newly defined terms that the FCC has used in its new rules, including "Non-Access Telecommunications Traffic" and "Access Telecommunications Traffic". The Parties therefore amend the Agreement by replacing all references in the Agreement to "Local" and "intraMTA" traffic with the term "Non-Access Telecommunications Traffic", and "Non-Local" and "interMTA" with the term "Access Telecommunications Traffic".

3. Effective July 1, 2012, notwithstanding any other provision of the existing or amended Agreements to the contrary, the Parties shall exchange all Non-Access Telecommunications Traffic at bill-and-keep, pursuant to 47 C.F. R. §20.11(b) and §51.713. Therefore, **Appendix C, Rates and Factors** shall be amended as follows,

Reciprocal Compensation Rates

\$/MOU

Transport and Termination

*Bill and Keep

* Bill and Keep shall mean 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.

4. Effective July 1, 2012, notwithstanding any other provision of the existing or amended Agreement to the contrary, the term of the Agreement is set at thirty (30) days, and the Agreement is hereby amended to be a month-to-month Agreement. Either Party may terminate the Agreement, or request renegotiation, upon thirty (30) days' notice to the other Party.
5. SECTION I, DEFINITIONS, Paragraph No. 7 "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.
6. Paragraph 3.7 Indirect Interconnection, 3.7.1 shall be amended to add: When the CMRS provider chooses a POC outside of TDS TELECOM's serving area, specifically for traffic exchanged indirectly through a 3rd party tandem switch, the Parties agree to comply with the transport and provisioning obligation as outlined in the *USF/ICC Transformation Order* FCC 11-161.
7. SECTION IV, BILLING, Paragraph 4.1 shall be amended to add: 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.
8. This 2012 Inter-carrier Compensation Amendment is intended to, and shall be deemed to, revise the rates, charges and other provisions of the Agreements to the extent necessary to give full effect to all provisions of this 2012 Inter-carrier Compensation Amendment. Any inter-carrier compensation paid by either Party for the termination of Non-Access Telecommunications Traffic exchanged after June 30, 2012 will be subject to a true up based upon the final negotiated compensation arrangements of this 2012 Inter-carrier Compensation Amendment. In the event of a conflict between a rate, charge or other provision of the Agreements or other charge, the terms of the 2012 Inter-carrier Compensation Amendment and the FCC's rules and orders implementing FCC 11-161 and 11-19 shall govern.

IN WITNESS WHEREOF, the Parties hereto have caused this 2012 Inter-carrier Compensation Amendment to be executed and delivered by their duly authorized representatives.

TDS Telecommunications Corporation (not individually but as agent for the TDS TELECOM subsidiaries or affiliates identified on Appendix A)

By: Joel Dohmeier 5/14/12
Signature Date

Printed name: Joel Dohmeier

Title: Director-Regulatory Revenue, Strategy & Compliance

The T-MOBILE entities listed in Appendix A

By: [Signature] 5/5/12
Signature Date

T-Mobile Legal Approval By: [Signature]

Printed name: Bryan Fleming

Printed title: Vice President, Technical Systems and Business Operations

Signature page to First Amendment between TDS Telecommunications Corporation and T-Mobile USA effective July 1, 2012.

APPENDIX A
TDS Telecommunications Corporation and T-Mobile Subsidiaries and Affiliates

Alabama-	Butler Telephone Company, Inc. Oakman Telephone Company, Inc. Peoples Telephone Company, Inc.	T-Mobile Central LLC
Arizona-	Arizona Telephone Company Southwestern Telephone Company	T-Mobile West Corporation
Arkansas-	Cleveland County Telephone Company, Inc. Decatur Telephone Company, Inc.	T-Mobile Central LLC
California-	Happy Valley Telephone Company Hornitos Telephone Company Winterhaven Telephone Company	T-Mobile West Corporation
Colorado-	Delta County Tele-Comm, Inc. Strasburg Telephone Company	T-Mobile West Corporation
Florida-	Quincy Telephone Company	T-Mobile South LLC
Georgia-	Blue Ridge Telephone Company Camden Telephone and Telegraph Company, Inc. Nelson-Ball Ground Telephone Company Quincy Telephone Company (Attapulugus exchange)	T-Mobile South LLC
Idaho-	Potlatch Telephone Company, Inc.	T-Mobile West Corporation
Indiana-	Camden Telephone Company, Inc. Communications Corporation of Indiana Communications Corporation of Southern Indiana Home Telephone Company, Inc. S&W Telephone Company, Inc. The Home Telephone Company of Pittsboro, Inc. The Merchants and Farmers Telephone Company Tipton Telephone Company, Inc. Tri-County Telephone Company, Inc. West Point Telephone Company	T-Mobile Central LLC
Kentucky-	Leslie County Telephone Company Lewisport Telephone Company Salem Telephone Company	PowerTel/Memphis, Inc. T-Mobile Central LLC
Maine-	Cobbosseecontee Telephone Company Hampden Telephone Company Hartland and St. Albans Telephone Company Somerset Telephone Company The Island Telephone Company The West Penobscot Telephone and Telegraph Company Warren Telephone Company	T-Mobile Northeast, LLC

APPENDIX A
TDS Telecommunications Corporation Subsidiaries and Affiliates (cont.)

Michigan-	Chatham Telephone Company Communications Corporation of Michigan Island Telephone Company Shiawassee Telephone Company Wolverine Telephone Company	T-Mobile Central LLC
Minnesota-	Arvig Telephone Company Bridge Water Telephone Company Mid-State Telephone Company Winsted Telephone Company	T-Mobile Central LLC
Mississippi-	Calhoun City Telephone Company, Inc. Myrtle Telephone Company, Inc. Southeast Mississippi Telephone Company, Inc.	PowerTel/Memphis, Inc.
Missouri-	New London Telephone Company Orchard Farm Telephone Company The Stoutland Telephone Company	T-Mobile Central LLC
New Hampshire-	Hollis Telephone Company, Inc. Kearsarge Telephone Company Merrimack County Telephone Company Contoocook Telephone Company Union Telephone Company Wilton Telephone Company, Inc.	T-Mobile Northeast LLC
New York-	Deposit Telephone Company, Inc. Edwards Telephone Company, Inc. Oriskany Falls Telephone Corporation Port Byron Telephone Company Township Telephone Company, Inc. Vernon Telephone Company, Inc.	T-Mobile Northeast LLC
North Carolina-	Barnardsville Telephone Company Saluda Mountain Telephone Company Service Telephone Company	T-Mobile South LLC
Ohio-	Arcadia Telephone Company Continental Telephone Company Little Miami Communications Corporation Oakwood Telephone Company The Vanlue Telephone Company	T-Mobile Central LLC
Oklahoma-	Mid-America Telephone, Inc. Oklahoma Communication Systems, Inc. Wyandotte Telephone Company	T-Mobile Central LLC

APPENDIX A
TDS Telecommunications Corporation Subsidiaries and Affiliates (cont.)

Oregon-	Asotin Telephone Company Home Telephone Company	T-Mobile West Corporation
Pennsylvania-	Deposit Telephone Company, Inc. Mahanoy and Mahantango Telephone Company Sugar Valley Telephone Company	T-Mobile Northeast LLC
South Carolina-	St. Stephen Telephone Company McClellanville Telephone Company Williston Telephone Company	T-Mobile South LLC
Tennessee-	Concord Telephone Exchange, Inc. Humphreys County Telephone Company Tellico Telephone Company, Inc. Tennessee Telephone Company	PowerTel/Memphis, Inc.
Virginia-	Amelia Telephone Corporation New Castle Telephone Company Virginia Telephone Company	T-Mobile Northeast, LLC
Washington-	Asotin Telephone Company Lewis River Telephone Company, Inc. McDaniel Telephone Company	T-Mobile West Corporation
Wisconsin-	Badger Telecom, LLC Black Earth Telephone Company, LLC Bonduel Telephone Company, LLC Burlington, Brighton & Wheatland Telephone Company, LLC Central State Telephone Company, LLC Dickeyville Telephone Company, LLC EastCoast Telecom of Wisconsin, LLC Grantland Telecom, LLC Mid-Plains Telephone, LLC Midway Telephone Company, LLC Mosinee Telephone Company, LLC Mt. Vernon Telephone Company, LLC Riverside Telecom, LLC Scandinavia Telephone Company, LLC Southeast Telephone Co. of Wisconsin, LLC The Farmers Telephone Company, LLC The State Long Distance Telephone Company, LLC Stockbridge & Sherwood Telephone Company, LLC Tenney Telephone Company, LLC UTELCO, LLC Waunakee Telephone Company, LLC	T-Mobile Central LLC