

First Amendment to Wireless Traffic Exchange Agreement- WA

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 Washington RSA No. 8 Limited Partnership, hereinafter ("WA8LP"), 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 November 1, 2006 and filed with the Washington Utilities and Transportation Commission on April 13, 2007 in Docket No. UT-073018.

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

<u>RECIPROCAL COMPENSATION RATES</u>	<u>\$/MOU</u>
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.

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

¹See *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*).

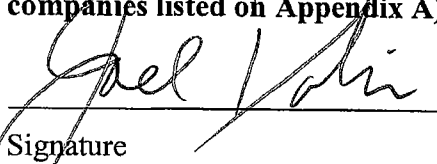
Add new definition to SECTION I, DEFINITIONS, No. 20: "Intermediary Traffic" is traffic that is delivered from a third-party Local Exchange Carrier or other telecommunications carrier such as a CMRS provider, through the network of either Party as an intermediate carrier to an end user of the other Party.

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)

 6/4/12
Signature Date

Printed Name and Title:

Joel Dohmeier, Director Regulatory Revenue, Strategy & Compliance

**By: Washington RSA No. 8 Limited Partnership
By its General Partner: Inland Cellular Telephone Company**

 5/25/2012
Signature Date

James K. Brooks, Treasurer

Signature Page to Amendment between TDS Telecommunications Corporation (WA Cos.) and Washington RSA No. 8 Limited Partnership effective the 1st day of July, 2012

Appendix A

Asotin Telephone Company