

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

Application of Orchard Farm Telephone)	
Company for Approval of an Amendment)	
To the Traffic Termination Agreement)	Case No. _____
with T-Mobile USA, Inc. and its)	
Operating Affiliates d/b/a T-Mobile Mobility)	

APPLICATION

Comes now Orchard Farm Telephone Company (hereinafter "Company"), pursuant to 47 U.S.C. 252 and 4 CSR 240-3.513(6)(C), and hereby requests that the Commission approve an amendment to the existing Traffic Termination Agreement, or interconnection agreement, between Company and T-Mobile USA, Inc. and its Operating Affiliates ("T-Mobile"). In support of this Application, Company states as follows:

1. Company is an incumbent local exchange telecommunications company (ILEC), properly certificated and doing business in Missouri. The name and address of its principal contact for this case is as follows:

Paul Pederson
Manager of Government & Regulatory Affairs
TDS Telecom Inc.
P.O. Box 5158
Madison, WI 53705-0158
(608) 664-4180 voice
(608) 664-2897 fax

2. Copies of all pleadings, orders, and other filings in this docket should be served upon the following contact and counsel for Company:

Linda Robinson
TDS Telecom
Manager – Carrier Relations
10025 Investment Drive, Suite 200
Knoxville, TN 37932

linda.robinson@tdstelecom.com

W.R. England, III
Brian T. McCartney
Brydon, Swearngen & England P.C.
312 East Capitol Avenue
P.O. Box 456
Jefferson City, MO 65102-0456
(573) 635-7166 voice
(573) 634-7431 fax

3. T-Mobile is a Delaware limited liability company authorized to do business in the state of Missouri. Copies of filings made in this proceeding can be served upon the following agent/attorney for T-Mobile:

Dineen J. Majcher
Smith and Majcher
4210 Spicewood Springs Road, Suite 202
Austin, TX 78759
(512) 322-9065

4. This Commission by Order of March 23, 2006 in Case No. TK-2006-0324, approved the wireless Traffic Exchange Agreement currently in effect between Company and T-Mobile.

5. In an Order released November 18, 2011,¹ the FCC directed that forward-looking cost based reciprocal compensation rates for intraMTA traffic exchanged by CMRS providers and ILECs be replaced with a "bill and keep" rate (i.e., zero compensation) for such traffic effective July 1, 2012, and has further directed that ILECs enter into good faith negotiations with CMRS carriers requesting amendments to existing interconnection agreements based upon change of law provisions.

¹ *In the Matter of the Connect America Fund, et al.*, WC Docket No. 10-90 et al. (see paragraphs 736-846), as modified by its December 23, 2011 Order in that same docket (see paragraphs 6-8).

6. T-Mobile has made such a request to Company, and thereafter T-Mobile and Company have voluntarily agreed to the Amendment for which approval is requested herein. The Amendment is attached hereto.

7. The Amendment has been negotiated, agreed, executed, and submitted to the Commission for approval voluntarily, in compliance with the aforementioned FCC Orders, by T-Mobile and Company.

8. There are no outstanding issues for which mediation or arbitration are needed or requested.

9. This Amendment has not been previously approved by this Commission.

10. The Amendment primarily changes the rate for intraMTA traffic originated by T-Mobile, transited to Company, and transported and terminated by Company. The Amendment otherwise does not change the structure of the Agreement itself.

11. Company requests approval of the Amendment. The implementation of this Amendment complies with Section 252(e) of the Act in that the Amendment is consistent with the public interest, convenience and necessity, and does not discriminate against any telecommunications carrier.

12. Company has no pending actions or final, unsatisfied adverse judgments or decisions which involve customer service or rates that have occurred within the last three years from the date of this Application. Company has no annual report or assessment fees that are overdue.

WHEREFORE, Company respectfully requests that the Commission enter an Order approving this Amendment.

Respectfully submitted,

/s/ Brian T. McCartney

W.R. England, III Mo. Bar #23975
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trip@brydonlaw.com
bmccartney@brydonlaw.com
Attorneys for
Orchard Farm Telephone Company

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was delivered by electronic mail this 13 day of June, 2012, to counsel of record.

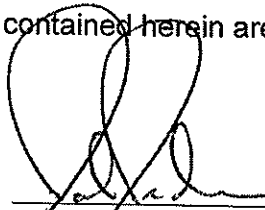
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

/s/ Brian T. McCartney

VERIFICATION

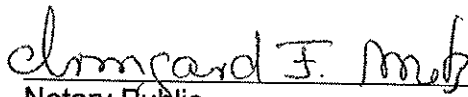
I, Paul Pederson, Manager of Government & Policy Affairs of Orchard Farm Telephone Company, hereby verify and affirm that I have read the foregoing APPLICATION and that the statements contained herein are true and correct to the best of my information and belief.



Paul Pederson

STATE OF WISCONSIN)
) ss
COUNTY OF DANE)

Subscribed and sworn to me, a Notary Public, on this 8th of June, 2012.



Notary Public

My Commission expires 2 / 15 / 2015

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: Bryan Fleming 5/5/12
Signature Date

Printed name: Bryan Fleming

Printed title: Vice President, Technical Systems and Business Operations

T-Mobile Legal Approval By: [Signature]

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

CW2215081

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 (Attapulgus 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