

**Amendment to the Interconnection Agreement between New Cingular Wireless PCS,  
LLC, and its Commercial Mobile Radio Service operating affiliates, d/b/a AT&T  
Mobility, and South Central Utah Telephone Association, Inc.**

This is an Amendment ("Amendment") to the Interconnection Agreement between New Cingular Wireless PCS, LLC, a Delaware limited liability company, and its Commercial Mobile Radio Service ("CMRS") operating affiliates, d/b/a AT&T Mobility {hereafter "AT&T Mobility"}, and South Central Utah Telephone Association, Inc. ("South Central"), jointly as the "Parties".

**RECITALS**

WHEREAS, the Parties, or their predecessors in interest, previously entered into an Interconnection Agreement by and between South Central Utah Telephone Association, Inc. and WWC Holding Co., Inc. dated January 1, 2004 (the "Agreement") pursuant to 47 U.S.C. 251/252; and

WHEREAS, the Federal Communications Commission, in an order released November 18, 2011 and in an Order on Reconsideration released December 23, 2011 (collectively the November 18, 2011 Order and the December 23, 2011 Order shall hereinafter be collectively referred to as the "FCC Transformation Order"), has provided that bill-and-keep shall be the default compensation arrangement between the Parties for the exchange of all Intra-MTA traffic, and that this is to be considered a change of law; and

WHEREAS, the Federal Communications Commission, in the FCC Transformation Order, has provided that such bill-and-keep arrangement, when requested before July 1, 2012, shall become effective July 1, 2012; and

WHEREAS, AT&T Mobility elects to apply a bill-and-keep arrangement to all Intra-MTA traffic between the Parties pursuant to the terms of the FCC Transformation Order; and

WHEREAS, the Agreement contains a "change of law" provision that authorizes the Parties to amend the Agreement to comport with a change in law; and

WHEREAS, the Parties desire to amend the Agreement to provide for a bill-and-keep arrangement for the exchange of all Intra-MTA traffic between them, such bill-and-keep arrangement to become effective for all traffic exchanged after July 1, 2012;

**AGREEMENT**

NOW THEREFORE, in consideration of the premises and the mutual terms, covenants and conditions contained in this Amendment and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

**Amendment Terms**

1. As a result of the FCC Transformation Order, from July 1, 2012, forward, all Intra-MTA traffic between the Parties as described by the FCC in the FCC Transformation Order shall be exchanged pursuant to a bill-and-keep arrangement, which means that neither Party shall charge the other for the transport and termination of the other's Intra-MTA traffic
2. This amendment shall be effective July 1, 2012 and shall apply to traffic exchanged from and after July 1, 2012.
3. This amendment shall remain effective as long as the Agreement remains effective between the Parties, subject to any subsequent changes in law that would affect this amendment.
4. The provisions of this Amendment, including the provisions of this sentence, may not be amended, modified or supplemented without the written consent thereto by both Parties' authorized representatives.
5. Except as expressly set forth herein, the terms and conditions of the Agreement shall remain in full force and effect without change.

The Parties, intending to be legally bound, have executed this Amendment as of the dates set forth below, in multiple counterparts, each of which is deemed an original, but all of which shall constitute one and the same instrument.

**New Cingular Wireless PCS, LLC, and its  
Commercial Mobile Radio Service operating  
affiliates, d/b/a AT&T Mobility**

**South Central Utah Telephone Association, Inc.**

By: Sheila Paananen  
Name: Sheila M. Paananen  
Title: Lead Carrier Relations Manager  
Date: 6/26/2012

By: Michael East  
Name: Michael R. East  
Title: Chief Executive Officer  
Date: 7-5-12