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VIA ELECTRONIC FILING AND OVERNIGHT MESSENGER

October 29, 2012

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Bldg.
400 North Street
Harrisburg, PA 17120

RECEIVED

OCT 29 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RE: Affiliated Interest Agreement Between Commonwealth Telephone Enterprises, LLC and Affiliated Companies

*Frontier Comm.
Commonwealth Tele.
Co.*

Dear Secretary Chiavetta:

Enclosed for filing with the Commission is Amendment No. 2 to Services Agreement Between Commonwealth Telephone Enterprises, LLC and Affiliates.

Commonwealth Telephone Company's alternative regulation plan, as approved by the Commission,¹ provides as follows:

The Company will continue filing affiliated interest and affiliated transaction agreements, unless such agreements involve services found to be competitive in accordance with the Plan. However, such filings shall constitute notice to the Commission only, and review of the associated costs and benefits shall be deemed unnecessary.²

A copy of this excerpt from the Plan is attached to this letter. In accordance with these requirements, and without anticipating a staff review or secretarial letter of acknowledgement, this affiliated interest agreement is filed.

¹ *Petition for Alternative Regulation and Network Modernization Plan of Commonwealth Telephone Company*, Docket No. P-00961024 (Orders entered January 17, 1997, June 16, 1997 and February 10, 2006).

² *Final Alternative Regulation Plan of Commonwealth Telephone Company*, Part IV A. 4. (page 34).

Should you or any member of the Commission staff have any questions or comments, please do not hesitate to contact me at your convenience.

Respectfully submitted,



Joseph J. Starsick, Jr.
Associate General Counsel –
East and Southeast Regions

JJS:hmj
Attachment

PART 4 - ADDITIONAL COMPANY COMMITMENTS AND OTHER TERMS

A. Ongoing Regulatory Requirements

1. All services provided by the Company within the jurisdiction of the Commission are still subject to all provisions of Title 66 regarding safety, adequacy and reliability of telecommunications services. 66 Pa. C.S.A. §1501.

2. The Company will continue to monitor service quality in compliance with Commission regulations in Chapter 63. 52 Pa. Code §§63.1, *et seq.*

3. The Company will continue to comply with the extended area service regulations established by the Commission, as they may be amended from time to time. 52 Pa. Code §§63.71, *et seq.*

4. The Company will continue filing affiliated interest and affiliated transaction agreements, unless such agreements involve services found to be competitive in accordance with the Plan. However, such filings shall constitute notice to the Commission only and review of the associated costs and benefits shall be deemed unnecessary. The Commission may seek information necessary to audit CTC's accounting and reporting systems with affiliates pursuant to 66 Pa.C.S. § 2101 *et seq.* (relating to relations with affiliated interests).

5. Approval of this Plan shall not operate in any way to foreclose the Company from exercising any of its options pursuant to the enactment of new state or federal legislation.

AFFIDAVIT

I, Joseph J. Starsick, Jr., depose and state:

I am Associate General Counsel for Frontier Communications companies ("Frontier"). My address is 1500 MacCorkle Ave., S.E., Charleston, West Virginia 25396. The facts relating to the matters addressed in Amendment No. 2 to Services Agreement between Commonwealth Telephone Enterprises, LLC and Affiliates (the "Agreement") have come to be known to me in the course of my employment.

I have reviewed same Agreement (attached) and attest that it is a true and correct copy of the Amendment No. 2 to Services Agreement executed by the parties.



Joseph J. Starsick, Jr.

October 29, 2012

Date

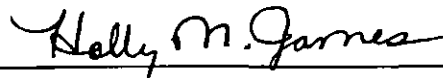
NOTARY CERTIFICATION

State of New York)
County of Monroe) ss:

TO WIT:

On October 29, 2012, before me, a Notary Public of such State and County, appeared Joseph J. Starsick, Jr., who is the individual who executed this Affidavit.

Subscribed and sworn to before me this 29th day of October, 2012. My Commission expires on November 30, 2014.



Holly M. James, Notary Public
State of New York / Qualified in Monroe County
Registration No. 01JA4805436
My Commission Expires Nov. 30, 2014

**AMENDMENT NO. 2 TO
SERVICES AGREEMENT BETWEEN COMMONWEALTH
TELEPHONE ENTERPRISES, LLC AND AFFILIATES**

Amendment No. 2 dated as of this 24th day of October, 2012 to Affiliated Interest Agreement between Commonwealth Telephone Enterprises, LLC ("CTE") and its affiliated companies contained in Exhibit One (collectively referred to herein as the "Parties").

WHEREAS, on August 14, 2002 Commonwealth Telephone Enterprises, LLC ("CTE") and certain of its affiliated companies executed an Affiliated Interest Agreement which was filed for notice purposes with the Pennsylvania Public Utility Commission ("PA PUC") on August 15, 2002; and

WHEREAS, on September 26, 2002 Commonwealth Telephone Enterprises, LLC ("CTE") and certain of its affiliated companies executed an Amendment No. 1 to Affiliated Interest Agreement which was filed for notice purposes with the Pennsylvania Public Utility Commission ("PA PUC") on September 26, 2002; and

WHEREAS, the Parties desire to amend the Affiliated Interest Agreement dated August 14, 2002 to include other CTE affiliated companies;

NOW THEREFORE, in consideration of the mutual covenants contained herein and intending to be legally bound hereby, the Parties amend the Affiliated Interest Agreement dated August 14, 2002 and promise and agree as follows:

1. Exhibit One of the Affiliated Interest Agreement is amended to include the companies listed therein and their affiliated companies as their interests may appear.

2. In all other respects the *Affiliated Interest Agreement* is unchanged.
3. This Agreement shall be filed with the PA PUC.

IN WITNESS WHEREOF, the parties have hereunto executed this
Amendment No. 2 as of the day and year first above written.

**Commonwealth Telephone Enterprises, LLC and
Affiliated Companies in Exhibit No. One**

By: _____

Paul Quick

Date: October 24, 2012

Their: Vice President and General Manager

**EXHIBIT ONE TO SERVICES AGREEMENT BETWEEN
COMMONWEALTH TELEPHONE ENTERPRISES, LLC AND AFFILIATES**

(Commonwealth Telephone Enterprises Affiliates)

Commonwealth Telephone Company LLC
CTSI, LLC
CTE Holdings, Inc.
CTE Services, Inc.
CTE Telecom, LLC
Citizens Telecom Services Company L.L.C.
Commonwealth Communication, LLC
Commonwealth Telephone Enterprises, LLC
Commonwealth Telephone Management Services, Inc.
Frontier Communications of America, Inc.
Frontier Communications Corporation
Frontier Communications of Oswayo River LLC
Frontier Communications of Breezewood, LLC
Frontier Communications of Lakewood, LLC
Frontier Communications of Pennsylvania, LLC
Frontier Communications of Canton, LLC
Frontier Directory Services Company, LLC
Frontier Security Company
Frontier affiliated companies