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April 10, 2014

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SECRETARY'S PUBLIC BUREAU

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
400 North Street, Filing Room
Harrisburg, PA 17101

Re: Application for Approval of Interconnection Agreement
Between Bentleyville Telephone Company and Nextel
Docket No. A-_____

Dear Secretary Chiavetta:

Enclosed for filing please find the Application for Approval of Amendment No. 1 to the Interconnection Agreement between Bentleyville Telephone Company and Nextel.

If you have any questions, please do not hesitate to contact me.

Sincerely,

THOMAS, LONG, NIESEN & KENNARD

By: 
Charles E. Thomas, III

cc: Beth Westman

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Bentleyville Telephone :
Company and Sprint Spectrum, LP, Nextel : Docket No. A-
Communications of the Mid-Atlantic, Inc., :
Nextel of New York, Inc., Nextel West Corp., :
& NPCR, Inc. :

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**APPLICATION OF BENTLEYVILLE TELEPHONE COMPANY
AND SPRINT SPECTRUM, LP, NEXTEL COMMUNICATIONS OF THE
MID-ATLANTIC, INC., NEXTEL OF NEW YORK, INC., NEXTEL WEST
CORP., AND NPCR, INC., FOR APPROVAL OF AMENDMENT NO. 1
TO THE INTERCONNECTION AGREEMENT**

Bentleyville Telephone Company (“Bentleyville”) hereby requests that the Pennsylvania Public Utility Commission (“Commission”) review and approve the attached Amendment No. 1 between Bentleyville and Sprint Spectrum, LP, Nextel Communications of the Mid-Atlantic, Inc., Nextel of New York, Inc., Nextel West Corp., and NPCR, Inc. (“Nextel”) pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, 47 U.S.C. §§ 251 and 252 (the “Act”). In support of this request, Bentleyville states as follows:

1. The Amendment was arrived at through good faith negotiations between the parties as contemplated by Section 252 of the Act and provides for interconnection as addressed in Section 251 of the Act.

2. Pursuant to Section 252(c)(2), the Commission may only reject a negotiated agreement if it finds that (1) the Amendment discriminates against another carrier, or (2) implementation of the Amendment would not be consistent with the public interest, convenience and necessity.

3. Bentleyville will make the Amendment available to any other similarly situated telecommunications carrier operating within its incumbent service territory. Other carriers are

also free to negotiate their own terms and conditions pursuant to the applicable provisions of the Act. For this reason, the Amendment is not discriminatory.

4. In addition, implementation of the Amendment is consistent with the public interest because it will permit interconnection between Bentleyville and Nextel, promote competition and enhance Bentleyville's ability to provide competitive local exchange services.

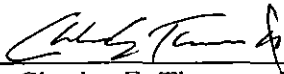
5. In accordance with § 252(e)(4) of the Act, the Amendment will be deemed approved if the Commission does not act to approve or reject the Amendment within ninety (90) days from the date of this submission.

6. Copies of the Amendment are available for public inspection in Bentleyville's and Nextel's public offices.

WHEREFORE, Bentleyville Communications Corporation respectfully requests that the Commission approve the attached Amendment No. 1 under § 252(e) of the Act.

Respectfully submitted,

THOMAS, LONG, NIESEN & KENNARD

By: 
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Dated: April 10, 2014

Amendment No. 1

To the

Interconnection Agreement

Between

Bentleyville Telephone

And

SPRINT SPECTRUM, LP,
NEXTEL COMMUNICATIONS OF THE
MID-ATLANTIC, INC., NEXTEL OF NEW YORK, INC., NEXTEL WEST CORP. & NPCR, INC.

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This Amendment No.1 (the "Amendment") to the Interconnection Agreement between Bentleyville Telephone Company (hereafter "LEC"), a Pennsylvania corporation and Sprint Spectrum, LP, a Delaware limited partnership, as agent and General Partner for Wireless Co., LP, a Delaware limited partnership, and as agent for SprintCom, Inc., a Kansas corporation, all foregoing entities jointly d/b/a Sprint PCS; Nextel Communications of the Mid-Atlantic, Inc.; Nextel of New York, Inc.; Nextel West Corp.; and, NPCR, Inc. ("Nextel") ("CMRS Provider"), jointly as the "Parties."

WHEREAS, the Parties, or their predecessors in interest previously entered into a Interconnection Agreement (the "Agreement") in the state of Pennsylvania effective January 1, 2009 pursuant to 47 USC 251/252; and

WHEREAS, the Federal Communications Commission, in an Order Released November 18, 2011¹ (the "FCC Order"), has provided that bill-and-keep shall be the default compensation arrangement between the parties for all traffic that originates and terminates within the same Major Trading Area ("IntraMTA Traffic"),² and that it is to be considered a change in law; and

WHEREAS, the FCC Order further provided, with respect to a rural, rate-of-return local exchange carrier ("Rural Carrier"), the Rural Carrier is only responsible for the transport of IntraMTA Traffic between the Rural Carrier and the CMRS Provider to the interconnection point, if it is within the Rural Carrier's service territory. If the interconnection point is outside the Rural Carrier's service territory, the Rural Carrier's transport and provisioning obligations stop at the meet point;³ and

WHEREAS, CMRS Provider elects to apply bill-and-keep reciprocal compensation arrangements solely to all IntraMTA Traffic between the Parties; and

WHEREAS, LEC, a Rural Carrier, wishes to amend the Agreement to clarify the provisioning and transport obligations for IntraMTA Traffic between the parties; and

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

¹ *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* FCC Docket 11-161 Report and Order and Further Notice of Proposed Rulemaking (November 18, 2011).

² *Id.* at 994.

³ *Id.* at 999.

WHEREAS, the Parties desire to amend the Agreement consistent with the change in law set forth in the FCC Order to provide for a bill-and-keep arrangement for all reciprocal compensation IntraMTA Traffic exchanged between the Parties and to clarify the provisioning and transport obligations of the Parties, for as long as these changes remain the law.

AGREEMENT

1. This Amendment shall be effective July 1, 2012.
2. This Amendment remains in effect until: 1) The Agreement is terminated or otherwise made ineffective; or 2) There is a subsequent change in law that would effect this Amendment.
3. From July 1, 2012 forward, the reciprocal compensation for all IntraMTA Traffic between the Parties shall be exchanged pursuant to a bill-and-keep arrangement.
4. From July 1, 2012 forward, LEC is only responsible for the transport of IntraMTA Traffic between the LEC and CMRS Provider to the Interconnection point, if it is within the LEC's service territory. If the interconnection point is outside LEC's service territory, LEC's transport and provisioning obligations stop at the meet point.
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.

Bentleyville Telephone Company

By: Michael T. Skrivan

Printed Name: Michael T. Skrivan

Title: Vice President Regulatory

Date: 8-10-2012

Sprint Spectrum L.P.

d/ba Sprint PCS, Nextel Communications of the Mid-Atlantic, Inc., Nextel of New York, Inc., Nextel West Corp., NPCR, Inc.

By: Rick Ratliff

Printed Name: Rick Ratliff

Title: Director, Switched Access Planning

Date: 8/7/12