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December 4, 2012

Mr. Jeff Derouen
Executive Director
Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, KY 40602

Re: Filing of Amendment

Dear Mr. Derouen:

Enclosed for filing is a CD-ROM containing the following Amendment. The document has been electronically filed with the Commission.

USA Mobility Wireless, Inc.
Paging Amendment
Case No. 00607

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

Sincerely,

A handwritten signature in black ink, appearing to read "Mary Keyer", with a stylized flourish at the end.

Mary K. Keyer

Enclosure

1051455

**AMENDMENT TO THE AGREEMENT
BETWEEN
USA MOBILITY WIRELESS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, LLC DBA AT&T ALABAMA, AT&T FLORIDA, AT&T
GEORGIA, AT&T KENTUCKY, AT&T LOUISIANA, AT&T MISSISSIPPI, AT&T NORTH CAROLINA,
AT&T SOUTH CAROLINA AND AT&T TENNESSEE**

This Amendment (the "Amendment") amends the Paging Interconnection Agreement by and between BellSouth Telecommunications, LLC d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina and AT&T Tennessee hereinafter referred to as "AT&T" (previously referred to as "BellSouth Telecommunications, Inc.") and USA Mobility Wireless, Inc. ("Carrier"). AT&T and Carrier are hereinafter referred to collectively as the "Parties" and individually as a "Party".

WHEREAS, AT&T and Carrier are parties to a Paging Interconnection Agreement under Sections 251 and 252 of the Communications Act of 1996 for Commercial Mobile Radio Service (CMRS), effective December 15, 2005 and as subsequently amended (the "Agreement"); and

WHEREAS, pursuant to the Report and Order and Further Notice of Proposed Rulemaking issued by the Federal Communications Commission ("FCC") on November 18, 2011 (FCC 11-161), and as amended by the FCC on December 23, 2011 (FCC 11-189), the Parties desire to amend the Agreement to establish bill-and-keep as the compensation arrangement for IntraMTA Traffic exchanged between the Parties.

NOW, THEREFORE, in consideration of the promises and mutual agreements set forth herein, the Parties agree to amend the Agreement as follows:

1. The Parties agree to include the following definition of IntraMTA Traffic:
"IntraMTA Traffic" means traffic which, at the beginning of the call, originates and terminates within the same MTA and is exchanged between the end user, Customer or customer of AT&T and the Carrier's end user, Customer or customer. All references to Local Traffic in the Agreement are hereby replaced by the term "IntraMTA Traffic".
2. Effective July 1, 2012, the Parties shall implement bill-and-keep for IntraMTA Traffic exchanged between the Parties over Type 2A, Type 2B or Type 1 interconnection trunks and facilities. Specifically, neither Party shall compensate the other Party for IntraMTA Traffic exchanged between the Parties.
3. The Parties agree to replace the rates for CMRS Local Interconnection Rates Per Minute of Use for Type 2A, Type 1 and Type 2B in Attachment B-1 of the Agreement with the rates contained in Exhibit A attached hereto. IntraMTA Traffic will continue to be referenced as Section 251(b)(5) Calls Transport and Termination in Exhibit A. In all other respects the Attachment B-1 shall remain the same.
4. There shall be no retroactive application of any provision of this Amendment prior to the Effective Date of an adopting carrier's agreement.
5. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
6. In entering into this Amendment, neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law, or under the intervening law, or regulatory change provisions, in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further review.
7. This Amendment shall not modify or extend the Effective Date or Term of the underlying Agreement, but rather, shall be coterminous with such Agreement.

8. This Amendment shall be filed with and is subject to approval by the State Commission and shall become effective ten (10) days following approval by such Commission ("Amendment Effective Date").

USA Mobility Wireless, Inc.

BellSouth Telecommunications, LLC, d/b/a AT&T
ALABAMA, AT&T FLORIDA, AT&T GEORGIA, AT&T
KENTUCKY, AT&T LOUISIANA, AT&T MISSISSIPPI, AT&T
NORTH CAROLINA, AT&T SOUTH CAROLINA and AT&T
TENNESSEE, by AT&T Services, Inc., its authorized agent

Signature: Mark D. BurnsSignature: Patrick DohertyName: MARK D. BURNS
(Print or Type)Name: Patrick Doherty
(Print or Type)Title: Sr. Director Technology Admin.
(Print or Type)Title: Director - Regulatory
(Print or Type)Date: 11/28/2012Date: 12-3-12

PRICING SHEET

EXHIBIT A
CMRS PROVIDER /AT&T
Appendix Pricing

Attachment	State	Product	Rate Element Description	COS (Class of Service)	USOC	Zone	Monthly Recurring Charge (MRC)	Non- Recurring Charge (NRC) First	Non- Recurring Charge (NRC) Additional	Per Unit
P2	AL	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2A				\$0.00			MOU
P2	AL	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2B				\$0.00			MOU
P2	AL	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 1				\$0.00			MOU
P2	AL	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - MF		MRSSD		\$0.00			\$/DSO Trunk
P2	AL	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - SS7		MRSSE		\$0.00			\$/DSO Trunk

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P2	FL	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2A				\$0.00			MOU
P2	FL	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2B				\$0.00			MOU
P2	FL	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 1				\$0.00			MOU
P2	FL	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - MF		MRSSD		\$0.00			\$/DSO Trunk
P2	FL	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - SS7		MRSSE		\$0.00			\$/DSO Trunk

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P2	GA	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2A				\$0.00			MOU
P2	GA	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2B				\$0.00			MOU
P2	GA	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 1				\$0.00			MOU
P2	GA	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - MF		MRSSD		\$0.00			\$/DSO Trunk
P2	GA	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - SS7		MRSSE		\$0.00			\$/DSO Trunk

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P2	KY	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2A				\$0.00			MOU
P2	KY	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2B				\$0.00			MOU
P2	KY	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 1				\$0.00			MOU
P2	KY	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - MF		MRSSD		\$0.00			\$/DSO Trunk
P2	KY	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - SS7		MRSSE		\$0.00			\$/DSO Trunk

Attachment	State	Product	Rate Element Description	COS (Class of Service)	USOC	Zone	Monthly Recurring Charge (MRC)	Non- Recurring Charge (NRC) First	Non- Recurring Charge (NRC) Additional	Per Unit
P2	LA	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2A				\$0.00			MOU
P2	LA	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2B				\$0.00			MOU
P2	LA	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 1				\$0.00			MOU
P2	LA	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - MF		MRSSD		\$0.00			\$/DSO Trunk
P2	LA	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - SS7		MRSSE		\$0.00			\$/DSO Trunk

Attachment	State	Product	Rate Element Description	COS (Class of Service)	USOC	Zone	Monthly Recurring Charge (MRC)	Non- Recurring Charge (NRC) First	Non- Recurring Charge (NRC) Additional	Per Unit
P2	MS	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2A				\$0.00			MOU
P2	MS	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2B				\$0.00			MOU
P2	MS	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 1				\$0.00			MOU
P2	MS	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - MF		MRSSD		\$0.00			\$/DSO Trunk
P2	MS	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - SS7		MRSSE		\$0.00			\$/DSO Trunk

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P2	NC	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2A				\$0.00			MOU
P2	NC	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2B				\$0.00			MOU
P2	NC	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 1				\$0.00			MOU
P2	NC	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - MF		MRSSD		\$0.00			\$/DSO Trunk
P2	NC	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - SS7		MRSSE		\$0.00			\$/DSO Trunk

Attachment	State	Product	Rate Element Description	COS (Class of Service)	USOC	Zone	Monthly Recurring Charge (MRC)	Non- Recurring Charge (NRC) First	Non- Recurring Charge (NRC) Additional	Per Unit
P2	SC	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2A				\$0.00			MOU
P2	SC	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2E				\$0.00			MOU
P2	SC	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 1				\$0.00			MOU
P2	SC	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - MF		MRSSD		\$0.00			\$/DSO Trunk
P2	SC	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - SS7		MRSSE		\$0.00			\$/DSO Trunk

Attachment	State	Product	Rate Element Description	COS (Class of Service)	USOC	Zone	Monthly Recurring Charge (MRC)	Non- Recurring Charge (NRC) First	Non- Recurring Charge (NRC) Additional	Per Unit
P2	TN	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2A				\$0.00			MOU
P2	TN	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 2E				\$0.00			MOU
P2	TN	Local Interconnection (Call Transport and Termination)	Section 251(b)(5) Calls Transport and Termination - Type 1				\$0.00			MOU
P2	TN	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - MF		MRSSD		\$0.00			\$/DSO Trunk
P2	TN	Local Interconnection (Call Transport and Termination)	Type 2B Surrogate Usage Rates - Mobile originated IntraMTA traffic over Type 2B trunks - SS7		MRSSE		\$0.00			\$/DSO Trunk