



October 26, 2006

Via PSC Electronic Regulatory Filing System

Ms. Sandra J. Paske
Secretary to the Commission
Public Service Commission of Wisconsin
610 North Whitney Way
P.O. Box 7854
Madison, WI 53707-7854

Re: Application for Approval of Amendment No. 1 to the Resale Agreement between CenturyTel and Powercom Corporation

Dear Ms. Paske:

CenturyTel hereby requests approval pursuant to 47 USC §252 of Amendment No. 1 to the Resale Agreement between CenturyTel and Powercom Corporation approved in Docket 05-TI-1294 on June 6, 2005.

I have been authorized by Powercom Corporation to submit for Commission approval, pursuant to 47 USC §252(e) the enclosed Amendment No. 1 to the Resale Agreement.

I hereby certify that a copy of this filing has been served via U.S. mail as follows:

Powercom Corporation
ATTN: Dan Larsen
Chief of Operations
1807 North Center Street
Beaver Dam, WI 53916-1031

If you have any questions, please call Kate Proctor at 608-796-5407.

Sincerely yours,

/s/Guy E. Miller
Director, Carrier Relations Policy

GEM:kp
Enclosure

cc: Powercom Corporation – Dan Larsen
Lorenzo.Cruz@CenturyTel.com
Ken.Barth@psc.state.wi.us

AMENDMENT NO. 1

to the

RESALE AGREEMENT

by and between

POWERCOM CORPORATION

and

CenturyTel of Central Wisconsin, LLC

CenturyTel of Fairwater-Brandon-Alto, LLC

CenturyTel of Forestville, LLC

CenturyTel of Larsen-Readfield, LLC

CenturyTel of Monroe County, LLC

CenturyTel of Northern Wisconsin, LLC

CenturyTel of Northwest Wisconsin, LLC

CenturyTel of Southern Wisconsin, LLC

CenturyTel of the Midwest-Kendall, LLC

CenturyTel of the Midwest-Wisconsin, LLC

CenturyTel of Wisconsin, LLC

Telephone USA of Wisconsin, LLC

This Amendment No. 1 ("Amendment") to the Resale Agreement ("the Agreement") shall be effective upon the latest date reflected by the execution of the signing Parties, by and between CenturyTel of Central Wisconsin, LLC, CenturyTel of Fairwater-Brandon-Alto, LLC, CenturyTel of Forestville, LLC, CenturyTel of Larsen-Readfield, LLC, CenturyTel of Monroe County, LLC, CenturyTel of Northern Wisconsin, LLC, CenturyTel of Northwest Wisconsin, LLC, CenturyTel of Southern Wisconsin, LLC, CenturyTel of the Midwest-Kendall, LLC, CenturyTel of the Midwest-Wisconsin, LLC, CenturyTel of Wisconsin, LLC, and Telephone USA of Wisconsin, LLC in WISCONSIN ("CenturyTel") and Powercom Corporation. ("Powercom"). CenturyTel and Powercom are hereinafter sometimes referred to collectively as the "Parties" and individually as a "Party".

RECITALS

WHEREAS, CenturyTel and Powercom entered into the Agreement, which was subsequently approved by the Public Service Commission of Wisconsin ("Commission") in Docket 05-TI-1294 on June 6, 2005; and which permits the Parties to mutually amend the Agreement in writing,

WHEREAS, CenturyTel and Powercom have mutually agreed to make certain revisions to the terms and conditions of the Agreement.

NOW, WHEREFORE, CenturyTel and Powercom agree to amend the Agreement as follows:

(1) Appendix A

Avoided Cost Discount

Delete the following:

Telephone USA of Wisconsin, LLC	Tariff P.S.C of W. NO. 1 Section 29
CenturyTel of Central Wisconsin, LLC	Tariff P.S.C of W. NO. 1 Section 29

Replace with the following:

Telephone USA of Wisconsin, LLC	18.45%
CenturyTel of Central Wisconsin, LLC	11.3%

- (2) The Agreement, as modified by this Amendment No.1, will be effective upon the latest date reflected by the execution of the signing Parties, and subject to approval by the Commission in accordance with Section 252 of the Act.
- (3) Except as modified or supplemented herein, all other terms and conditions of the Agreement shall remain unchanged and in full force and effect, and such terms are hereby incorporated by reference and the Parties hereby affirm the terms and provisions thereof.
- (4) This Amendment shall be filed with, and subject to approval by, the Public Service Commission of Wisconsin.

IN WITNESS WHEREOF, this Amendment to the Agreement was exchanged in triplicate on this 5th day of October 2006 and the Parties have caused this amendment to be executed on the date shown below by their respective duly authorized representative.

CenturyTel of Central Wisconsin, LLC
CenturyTel of Fairwater-Brandon-Alto, LLC
CenturyTel of Forestville, LLC
CenturyTel of Larsen-Readfield, LLC
CenturyTel of Monroe County, LLC
CenturyTel of Northern Wisconsin, LLC
CenturyTel of Northwest Wisconsin, LLC
CenturyTel of Southern Wisconsin, LLC
CenturyTel of the Midwest-Kendall, LLC
CenturyTel of the Midwest-Wisconsin, LLC
CenturyTel of Wisconsin, LLC
Telephone USA of Wisconsin, LLC

Powercom Corporation

By: 
Title: Chief of Operations
Name: DAN LARSEN
Date: 10/12/06

By: 
Title: Director - Area Operations
Name: Guy Miller
Date: 10/19/06