

**FIRST AMENDMENT TO WIRED TELECOMMUNICATIONS LICENSE  
AND RIGHT-OF-WAY USE AGREEMENT BETWEEN THE  
CITY OF TEMPE AND TCG PHOENIX  
[now known as TELEPORT COMMUNICATIONS AMERICA, LLC]**

**C2012-108A**

This First Amendment to Agreement C2012-108 ("First Amendment") is between the City of Tempe, an Arizona municipal corporation ("City") and Teleport Communications America LLC ("TCA"), a Delaware limited liability company. City and TCA are each referred to as a "Party" and are collectively referred to as the "Parties." The above referenced original Agreement C2012-108 will be deemed amended as follows:

WHEREAS, TCG Phoenix was a New York general partnership consisting of TCG Joint Venture Holdings, Inc., a Delaware corporation, and TCG Partners, a New York general partnership. Each was a subsidiary of Teleport Communications Group Inc. ("Teleport"), which is a wholly-owned subsidiary of AT&T Corp., which in turn is a wholly-owned subsidiary of AT&T Inc.; and

WHEREAS, Teleport Communications America LLC ("TCA") is a Delaware limited liability company and wholly-owned subsidiary of Teleport; and

WHEREAS, the Arizona Corporation Commission transferred TCG Phoenix's Certificates of Convenience & Necessity in Decision Nos. 59874 and 65631 to TCA on October 17, 2012 through Decision No. 73557 ; and

WHEREAS, the assets, liabilities and operations of TCG Phoenix merged with TCA on December 31, 2012 and as of January 1, 2013, TCA became the surviving entity, with no change in the ultimate ownership and control of the assets, liabilities or operations of the merged companies as shown by the Certificate of Merger on file with the Delaware Secretary of State (attached as Exhibit A) and by this reference is made a part hereof; and

WHEREAS, the merger was entirely internal to AT&T Inc., who remained the ultimate corporate parent of TCA; and

WHEREAS, TCA wishes to have the TCG Telecommunications License and Right-of-Way Use Agreement C2012-108 transferred to TCA pursuant to Section 29 of the Agreement; and

WHEREAS, City has received the appropriate updated insurance, bond and transfer fee from TCA;

NOW THEREFORE, in consideration of the foregoing and mutual promises and representations contained herein, the Parties agree as follows:

1. The City gives its consent to the transfer of the Wired Telecommunications License and Right-of-Way Use Agreement C2012-108 ("Agreement") from TCG Phoenix to Teleport Communications America LLC ("TCA").

2. The Agreement will be amended by replacing the party "TCG Phoenix" with the new entity "Teleport Communications America LLC" referred to as "TCA".
3. TCA warrants that it has read, accepts and agrees to be bound by the Agreement dated June 28, 2012.
4. TCA also warrants that it will assume all obligations, liabilities and responsibility for the acts and omissions of TCG, known and unknown, for all purposes, and agrees that the transfer will not permit it to take any position or exercise any right which TCG could not have exercised.
5. Except as provided in this First Amendment, the Agreement is unmodified and remains in full force and effect.

This First Amendment is hereby executed this \_\_\_\_ day of \_\_\_\_\_, 2014.

**CITY OF TEMPE**  
An Arizona municipal corporation

**TELEPORT COMMUNICATIONS AMERICA, LLC**  
a Delaware limited liability company

\_\_\_\_\_  
Mayor Mark W. Mitchell

By:   
Title: Principal Technical Project Manager

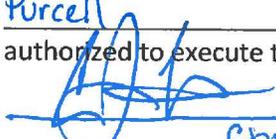
Attest:

Officer's Certificate

\_\_\_\_\_  
Brigitta M. Kuiper, City Clerk

The undersigned, the duly authorized Assistant Secretary of Teleport Communications America LLC does hereby certify that Cliff Purcell is authorized to execute this Amendment.

Approved as to Form:

  
Christopher J. Och

\_\_\_\_\_  
Judith R. Baumann, City Attorney

Sworn before me:

  
Notary

**THERESA A. PISCIOTTI**  
**NOTARY PUBLIC OF NEW JERSEY**  
My Commission Expires 4/26/2019

Exhibit A – Certificate of Merger