



November 29, 2011

AT&T - TC Systems, Inc.
Corbin Coombs, Director – Product Marketing
225 W. Randolph Street- Z2, Room 17A140
Chicago, IL 60606-1838

Dear Corbin Coombs,

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, TC Systems, Inc. ("CLEC") wishes to adopt in its entirety, the terms of the Wireline Interconnection Agreement and any associated amendments, if applicable, (the "Underlying Agreement") between AT&T Communications of the Midwest, Inc. (Agreement # CDS-040129-0016) and Qwest Corporation dba CenturyLink QC ("CenturyLink"), that was approved by the Commission on May 13, 2004, as an effective agreement in the State of South Dakota. CLEC is incorporated in the State of Delaware. We understand you have a complete copy of the Underlying Agreement.

By their respective signatures below, CenturyLink and CLEC (individually, a "Party," or collectively, the "Parties") intend that this letter serves as their agreement ("Letter Agreement") for CLEC to adopt the Underlying Agreement under the following terms and conditions:

1. The Parties shall request the Commission to expedite its review and approval of this Letter Agreement. This Letter Agreement shall become effective upon such approval. Pursuant to the Underlying Agreement CLEC is adopting, this Agreement shall expire on the same date as the Underlying Agreement – April 1, 2014. If for some reason the Commission rejects all or part of the Letter Agreement either Party may at its option declare the remainder of the Agreement void and be excused from any performance thereunder.
2. Notwithstanding the mutual commitments set forth herein, CenturyLink is entering into this Letter Agreement without prejudice to any positions it has taken previously, or may take in the future, in any legislative, regulatory, or other public forum addressing any matters, including those relating to the types of arrangements contained in the Underlying Agreement. During the proceeding in which the Commission is to review and approve the Letter Agreement, a Party may point out that it has objected, and continues to object, to the inclusion of the terms and conditions to which it objected in the proceedings involving the approval of the Underlying Agreement.
3. CLEC adopts the terms and conditions of the Underlying Agreement for interconnection with CenturyLink and in applying the terms and conditions, agrees that TC Systems, Inc. be substituted in place of "AT&T Communications of the Midwest, Inc." throughout the Underlying Agreement wherever the latter appears.
4. CenturyLink requests that notice as may be required under the Underlying Agreement shall be provided as follows:

CenturyLink
Director Interconnection Agreements
930 15th Street, 6th Floor
Denver, CO 80202
Phone: 303-672-2879
Email: intagree@centurylink.com

With copy to:
CenturyLink Law Department
Wholesale Interconnection
1801 California Street, 9th Floor
Denver, CO 80202
Phone: 303-383-6553
Email: Legal.Interconnection@centurylink.com

CLEC requests that notice to CLEC as may be required under the Underlying Agreement shall be provided as follows:

AT&T - TC Systems, Inc.
Roberta Stevens, - Lead Carrier Relations Mgr
201 Streamside Court
Lilburn, GA 30047
770-564-2899
rs7619@att.com

With copy to:
AT&T - TC Systems, Inc.
Mark Ashby, General Attorney
675 W Peachtree Street, Suite 4326
Atlanta, GA 30375
404-335-0710
ma1606@att.com

5. CLEC represents and warrants that it is a certified provider of local telecommunication service in the State of South Dakota and that this Agreement will cover services in that state only.

6. Please sign electronically via the DocuSign® process within thirty (30) days. After thirty (30) days CenturyLink may rescind its willingness to consider this Letter Agreement's terms and conditions.

7. Please note that CenturyLink will file this Letter Agreement with the appropriate state commission for approval; however, some state commissions will not approve the Letter Agreement until the CLEC is certified by the state commission. You may want to contact the appropriate state commission to determine the requisite filing guidelines.

Sincerely,

05E9FC68BD57454...
L T Christensen
DocuSigned By: L T Christensen

1/4/2012

Qwest Corporation dba CenturyLink QC
L. T. Christensen
Director – Wholesale Contracts
930 15th Street, 6th floor
Denver, Colorado 80202

Date

I agree to all terms and conditions contained in this letter as indicated by my signature below:

TC Systems, Inc.

DocuSigned by:
Corbin Coombs
71084B8CDBDE470...
Signature

Corbin Coombs
Name Printed

Director – Product Marketing
Title

1/3/2012
Date