

**ICC Bill and Keep Amendment
to the Interconnection Agreement between
Qwest Corporation dba CenturyLink QC
and
New Cingular Wireless PCS, LLC, and its Commercial Mobile Radio Service
operating affiliates, d/b/a AT&T Mobility
for the state of South Dakota**

This Amendment ("Amendment") is to the Interconnection Agreement between Qwest Corporation dba CenturyLink QC ("CenturyLink"), a Colorado corporation, and New Cingular Wireless PCS, LLC, and its Commercial Mobile Radio Service operating affiliates, d/b/a AT&T Mobility ("WSP") (collectively, the "Parties").

RECITALS

WHEREAS, the Parties entered into an Interconnection Agreement, for service in the State of South Dakota, that was approved by the Commission; and

WHEREAS, the Federal Communications Commission in Docket No. 01-92, *In the Matter of Developing a Unified Intercarrier Compensation Regime*, issued an order that affects the Parties rights and obligations with respect to the exchange of traffic between WSP providers and LECs effective December 29, 2011 ("FCC Order" or "Order"); and

WHEREAS, WSP has requested to amend the Agreement based on the Commission FCC Order; and

WHEREAS, the Parties agree to amend the Agreement based on the FCC order with the terms and conditions contained herein.

AGREEMENT

NOW THEREFORE, in consideration of the mutual terms, covenants and conditions contained in this Amendment and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

Amendment Terms

The Agreement is hereby amended by adding terms, conditions, and rates as set forth in Attachment 1 attached hereto and incorporated herein by this reference and eliminates Exhibit J, if applicable.

By signature on this Amendment, WSP has elected to modify existing contract terms in order to implement the applicable provisions of the above mentioned Order.

Effective Date

On December 14, 2011, WSP requested to negotiate changes to its Agreement due to changes in law affecting reciprocal compensation. The Parties agree to implement the provisions of this Amendment effective July 1, 2012.

Further Amendments

Except as modified herein, the provisions of the Agreement shall remain in full force and effect. Except as provided in the Agreement, this Amendment may not be further amended or altered, and no waiver of any provision thereof shall be effective, except by written instrument executed by an authorized representative of both Parties.


Entire Agreement

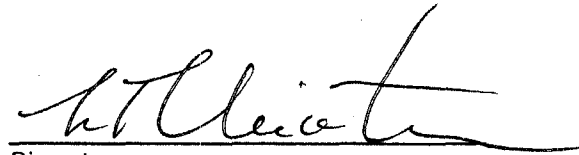
Other than the publicly filed Agreement and its Amendments, CenturyLink and WSP have no agreement or understanding, written or oral, relating to the terms and conditions for interconnection.

The Parties intending to be legally bound have executed this Amendment as of the dates set forth below, which may be in multiple counterparts, each of which is deemed an original, but all of which shall constitute one and the same instrument.

**New Cingular Wireless PCS, LLC,
and its Commercial Mobile Radio Service
operating affiliates, d/b/a AT&T Mobility**

Qwest Corporation dba CenturyLink QC


Signature


Signature

Curtis D. Gardner
Name Printed/Typed

L. T. Christensen
Name Printed/Typed

Senior Contract Manager
Title

Director – Wholesale Contracts
Title

5/2/2012
Date

5/8/12
Date