

**ICC Bill and Keep Amendment
to the Wireless Interconnection Agreement between
Qwest Corporation dba CenturyLink QC
and
T-Mobile USA, Inc.
for the State of South Dakota**

This Amendment ("Amendment") is to the Wireless Interconnection Agreement by and between Qwest Corporation dba CenturyLink QC ("CenturyLink") and T-Mobile USA, Inc. ("T-Mobile") (T-Mobile and CenturyLink are referenced together as the "Parties").

RECITALS

WHEREAS, the Parties or their predecessors in interest entered into an Interconnection Agreement ("Agreement") for service in the State of South Dakota, that was approved by the Commission on December 8, 2010; and

WHEREAS, the Federal Communications Commission ("FCC") in Docket No. 01-92, *In the Matter of Developing a Unified Intercarrier Compensation Regime*, has issued an order that changed the current state of applicable law with respect to, among other things, requirements surrounding the exchange of traffic between CMRS providers and LECs (collectively, the "FCC Orders" or "Orders"); and

WHEREAS, T-Mobile has requested to amend the Agreement based on the FCC Orders; and

WHEREAS, the Parties agree to amend the Agreement based on the FCC Orders 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 this Amendment, Attachment 1, and Exhibit A attached hereto and incorporated herein by this reference.

By signature on this Amendment, the Parties have elected to modify existing contract terms of the Agreement in order to implement the applicable provisions of the above mentioned FCC Orders.

Effective Date

This Agreement shall become effective on the date of Commission approval; however, the Parties agree to implement the provisions of this Amendment effective July 1, 2012, pursuant to the FCC Order.

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, the Parties 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.

T-Mobile USA, Inc.

DocuSigned by:
Bryan Fleming
277AE0A2E930495

Signature

Bryan Fleming
Name Printed/Typed

Vice President – Tech Systems & Bus
Operations

Title

4/21/2014

Date

Qwest Corporation dba CenturyLink QC

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L T Christensen
DocuSigned By: L T Christensen

Signature

L. T. Christensen
Name Printed/Typed

Director – Wholesale Contracts

Title

4/22/2014

Date