

**ICC Bill and Keep Amendment
to the Interconnection Agreement between
Qwest Corporation dba CenturyLink QC
and
USA Mobility Wireless, Inc.
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 USA Mobility Wireless, Inc. ("Paging Provider") (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 Inter-carrier Compensation Regime*, issued an order that affects the Parties rights and obligations with respect to the exchange of traffic between Paging Provider providers and LECs effective December 29, 2011 ("FCC Order" or "Order"); and

WHEREAS, CenturyLink 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.

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

Effective Date

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 Paging Provider 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.

USA Mobility Wireless, Inc.

Qwest Corporation dba CenturyLink QC

DocuSigned by:
Paul Grandfield
205AC1E002704AA...

Signature

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

Signature

Paul Grandfield
Name Printed/Typed

L. T. Christensen
Name Printed/Typed

Executive VP Operations
Title

Director – Wholesale Contracts
Title

5/10/2012
Date

5/10/2012
Date