

**ICC Bill and Keep Amendment No. 1
to the Interconnection Agreement
between**

Qwest Corporation dba CenturyLink QC

and

Verizon Wireless

This Amendment No. 1 ("Amendment") is to the Type 2 Wireless Interconnection Agreement (ICA) between Qwest Corporation dba CenturyLink QC ("CenturyLink"), a Colorado corporation, and the Verizon Wireless entities listed on the Signature Page of this Amendment ("VZW") (collectively, the "Parties").

RECITALS

WHEREAS, the Parties entered into an Interconnection Agreement in 2010 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 an 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 12/29/2011 ("FCC Order" or "Order"); and

WHEREAS, VZW 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, VZW has elected to modify existing contract terms in order to implement the applicable provisions of the above mentioned Order.

Effective Date

This Amendment has an Effective Date of July 3, 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 VZW have no agreement or understanding, written or oral, relating to the terms and conditions for interconnection.

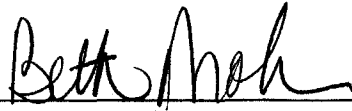
The Parties intending to be legally bound have executed this Amendment as of the dates set forth below, which may be in multiple counterparts, each of which is deemed an original, but all of which shall constitute one and the same instrument.

**Cellular, Inc. Financial Corporation
d/b/a Verizon Wireless**

**Cellular Inc. Network Corporation
d/b/a Verizon Wireless**

Rural Cellular Corporation

**Verizon Wireless (VAW) LLC
d/b/a Verizon Wireless**



Signature

Beth Drohan
Name Printed/Typed

Area Vice President, Network
Title

7/17/12
Date

Qwest Corporation dba CenturyLink QC



Signature

L. T. Christensen
Name Printed/Typed

Director – Wholesale Contracts
Title

8/22/12
Date