

**Amendment No. 1
to the
Interconnection and Reciprocal Compensation Agreement
between**

**CenturyTel of Washington, Inc. d/b/a CenturyLink
CenturyTel of Inter Island, Inc. d/b/a CenturyLink
CenturyTel of Cowiche, Inc. d/b/a CenturyLink**

and

T-Mobile USA, Inc.

This Amendment (“Amendment”) is to the CMRS Interconnection Agreement by and between **CenturyTel of Washington, Inc. d/b/a CenturyLink f/k/a CenturyTel of Washington, Inc., CenturyTel of Inter Island, Inc. d/b/a CenturyLink f/k/a CenturyTel of Inter Island, Inc. and CenturyTel of Cowiche, Inc. d/b/a CenturyLink f/k/a CenturyTel of Cowiche, Inc.** (together and separately, “CenturyLink”), and **T-Mobile USA, Inc.** (“T-Mobile”). CenturyLink and T-Mobile are referenced together as the “Parties.”

RECITALS

WHEREAS, the Parties or their predecessors in interest entered into an Interconnection Agreement for service in the State of Washington dated March 18, 2004, that was approved by the Commission (“Agreement”); and

WHEREAS, the Federal Communications Commission (“FCC”) adopted a bill and keep compensation methodology for non-access telecommunications traffic exchanged between a LEC and a CMRS Provider in its Report and Order and Further Notice of Proposed Rulemaking in Docket No. 01-92, *In the Matter of Developing an Unified Intercarrier Compensation Regime*, released on November 18, 2011 and its Order on Reconsideration released on December 23, 2011 (collectively, the “FCC Order”); and

WHEREAS, T-Mobile has requested to amend the Agreement based on the 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 this Amendment and Attachment 1, 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 Order.