

**AMENDMENT
TO THE
AGREEMENT BETWEEN
T-MOBILE USA, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED MAY 1, 2003**

Pursuant to this Amendment, (the "Amendment"), T-Mobile USA, Inc. ("T-Mobile"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement between the Parties dated May 1, 2003 ("Agreement").

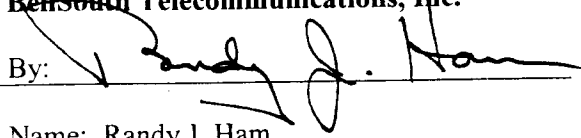
WHEREAS, BellSouth and T-Mobile entered into the Agreement on May 1, 2003, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Attachment A of the Agreement is hereby deleted in its entirety and replaced with a new Attachment A as set forth in Exhibit 1 to this Amendment, incorporated herein by this reference.
2. All of the other provision of the Agreement, dated May 1, 2003, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

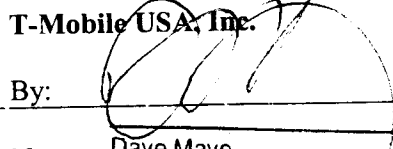
By: 

Name: Randy J. Ham

Title: Assistant Director –
Wireless Interconnection

Date: 3/3/04

T-Mobile USA, Inc.

By: 

Name: Dave Mayo
Vice President, Finance & Planning
Engineering & Technical Operations

Title:

Date: 3/1/04

ATTACHMENT A

Call Sign	Market No. - Freq. Block	Market Name	Licensee
KNLF620	B042- C3	Biloxi-Gulfport-Pascagoula, MS	Eliska Wireless Ventures License Subsidiary I, L.L.C.
KNLF621	B154 - C	Fort Walton Beach, FL	Eliska Wireless Ventures License Subsidiary I, L.L.C.
KNLF622	B186 - C	Hattiesburg, MS	Eliska Wireless Ventures License Subsidiary I, L.L.C.
KNLF623	B246 - C	Laurel, MS	Eliska Wireless Ventures License Subsidiary I, L.L.C.
KNLF624	B292 - C1	Meridian, MS	Eliska Wireless Ventures License Subsidiary I, L.L.C.
KNLF618	B302 - C	Mobile, AL	Eliska Wireless Ventures License Subsidiary I, L.L.C.
KNLF619	B343 - C	Pensacola, FL	Eliska Wireless Ventures License Subsidiary I, L.L.C.
KNLG925	B269 - F	McComb-Brookhaven, MS	Eliska Wireless Ventures License Subsidiary I, L.L.C.
KNLG369	B009 - F	Alexandria, LA	Eliska Wireless Ventures License Subsidiary I, L.L.C.
KNLF222	M011 - B	Atlanta, GA	Powertel Atlanta Licenses, Inc.
KNLF258	M029 - B	Birmingham, AL	Powertel Birmingham Licenses, Inc.
KNLF273	M037 - A	Jacksonville, FL	Powertel Jacksonville Licenses, Inc.
WPXE651	M015 - A6	Miami-Ft. Lauderdale, FL	Powertel Jacksonville Licenses, Inc.
WPXE650	M017 - A2	New Orleans- Baton Rouge, LA	Powertel Jacksonville Licenses, Inc.
KNLF517	B320 - A	New Orleans - Baton Rouge, LA	LA CVIS IV License Sub 1, LLC
WPXE649	B152 - A	Ft. Pierce, FL	VoiceStream Tampa/Orlando, Inc.
KNLH402	B052 - D	Bowling Green-Glasgow, KY	Powertel Kentucky Licenses, Inc.
KNLH403	B052 - E	Bowling Green-Glasgow, KY	Powertel Kentucky Licenses, Inc.
KNLH416	B083 -D	Clarksville, TN	Powertel Kentucky Licenses, Inc.
KNLH417	B083 - E	Clarksville, TN	Powertel Kentucky Licenses, Inc.
KNLH408	B098 - D	Corbin, KY	Powertel Kentucky Licenses, Inc.
KNLH409	B098 - E	Corbin, KY	Powertel Kentucky Licenses, Inc.
KNLH400	B135 - D	Evansville, IN	Powertel Kentucky Licenses, Inc.
KNLH401	B135 - E	Evansville, IN	Powertel Kentucky Licenses, Inc.
KNLH398	B252 - D	Lexington, KY	Powertel Kentucky Licenses, Inc.
KNLH399	B252 - E	Lexington, KY	Powertel Kentucky Licenses, Inc.
KNLG209	B263 - D	Louisville, KY	Powertel Kentucky Licenses, Inc.
KNLH397	B263 - E	Louisville, KY	Powertel Kentucky Licenses, Inc.
KNLH412	B273 - D	Madisonville, KY	Powertel Kentucky Licenses, Inc.
KNLH413	B273 - E	Madisonville, KY	Powertel Kentucky Licenses, Inc.
KNLH406	B338 - D	Owensboro, KY	Powertel Kentucky Licenses, Inc.
KNLH407	B338 - E	Owensboro, KY	Powertel Kentucky Licenses, Inc.
KNLH404	B339 - D	Paducah-Murray-Mayfield, KY	Powertel Kentucky Licenses, Inc.
KNLH405	B339 - E	Paducah-Murray-Mayfield, KY	Powertel Kentucky Licenses, Inc.
KNLH410	B423 - D	Somerset, KY	Powertel Kentucky Licenses, Inc.
KNLH411	B423 - E	Somerset, KY	Powertel Kentucky Licenses, Inc.
KNLH420	B232 -E	Knoxville, TN	Powertel Knoxville Licenses, Inc.
KNLF255	M028 - A	Memphis-Jackson, KY	Powertel Memphis Licenses, Inc.

**CMRS0043-AMENDMENT
EXHIBIT 1**

Call Sign	Market No. - Freq. Block	Market Name	Licensee
KNLH418	B096 – D	Cookeville, TN	Powertel Nashville Licenses, Inc.
KNLH419	B096 - E	Cookeville, TN	Powertel Nashville Licenses, Inc.
KNLH414	B314 - D	Nashville, TN	Powertel Nashville Licenses, Inc.
KNLH415	B314 - E	Nashville, TN	Powertel Nashville Licenses, Inc.
WPVN593	M015 - A4	Naples, FL	VoiceStream Houston, Inc.
KNLF978	B293 - E	Miami-Ft. Lauderdale, FL	Omnipoint Miami E License, LLC
WPXE649	M015 - A8	Miami-Ft. Lauderdale, FL	VoiceStream Tampa/Orlando, Inc.
KNLF979	B293 - F	Miami-Ft. Lauderdale, FL	VoiceStream GSM II, LLC
KNLG277	B408 - F	Sarasota-Bradenton, FL	VoiceStream GSM II, LLC.
KNLF225	M013 - A	Tampa-St. Petersburg-Orlando, FL	VoiceStream Tampa/Orlando, Inc.
KNLF980	B469 - F	West Palm Beach-Boca Raton, FL	VoiceStream GSM II, LLC
KNLG724	B469 - E	West Palm Beach-Boca Raton, FL	Omnipoint Holdings, Inc.
WPWR849	B357 - A4	Portland-Brunswick, ME	VoiceStream Tampa/Orlando, Inc.
WPXE649	B151 - A	Fort Myers, FL	VoiceStream Tampa/Orlando, Inc.
WPOJ732	B032 - C	Baton Rouge, LA	VoiceStream GSM I, LLC
KNLG288	B044 - D	Birmingham, AL	VoiceStream GSM II, LLC
KNLF968	B125 - E	El Dorado-Magnolia-Camden, AR	Omnipoint Little Rock-El Dorado E License, LLC
WPOJ734	B125 - C	El Dorado-Magnolia-Camden, AR	VoiceStream GSM I, L.L.C.
WPUD910	B147 - C3	Florence, SC	VoiceStream PCS BTA I License Corporation
KNLH746	B153 - D	Fort Smith, AR	VoiceStream PCS BTA I License Corporation
KNLG729	B152 - F	Ft. Pierce-Vero Beach-Stuart FL	Cook Inlet/VS GSM IV PCS, LLC
KNLF951	B158 - F	Gadsden, AL	VoiceStream GSM II, LLC
WPUD912	B178-C4	Greenwood, SC	VoiceStream PCS BTA I License Corporation
WPUD911	B177-C4	Greenville-Spartanburg, SC	VoiceStream PCS BTA I License Corporation
WPOJ736	B180 - C	Hammond, LA	VoiceStream GSM I, L.L.C.
KNLH748	B182 - D	Harrison, AR	VoiceStream PCS BTA I License Corporation
KNLG759	B193 - D	Hot Springs, AR	VoiceStream PCS BTA I License Corporation
KNLF504	B195 - C1-15	Houma-Thibodaux LA	CIVS IV License Sub I, LLC
KNLF952	B198 - F	Huntsville, AL	VoiceStream GSM II, LLC
KNLG810	B219 - E	Jonesboro-Paragould, AR	VoiceStream PCS BTA I License Corporation
WPOJ738	B236 - C	Lafayette-New Iberia, LA	VoiceStream GSM I, LLC
KNLG766	B257 - D	Little Rock, AR	VoiceStream PCS BTA I License Corporation
WPSF245	MTA040 -A4	Little Rock, AR	Omnipoint Holdings, Inc.
KNLF947	B271 - F	Macon-Warner Robins, GA	VoiceStream GSM II, LLC
WPOJ808	B304 - C2	Monroe. LA (C2-15)	Cook Inlet/VS GSM VI PCS, LLC
WPUD913	BTA312 - C4	Myrtle Beach, SC	VoiceStream PCS BTA I License Corporation
KNLG777	B348 - D	Pine Bluff, AR	VoiceStream PCS BTA I License Corporation
KNLH347	B367 - E	Quincy, IL-Hannibal, MO	Omnipoint Wichita-E. Hutchinson E License, LLC
KNLG779	B367 - D	Quincy, IL-Hannibal, MO	VoiceStream PCS BTA I License Corporation
KNLG830	B387 - E	Russellville, AR	VoiceStream PCS BTA I License Corporation
KNLF948	B410 - F	Savannah, GA	VoiceStream GSM II, LLC