

**AMENDMENT TO THE AGREEMENT
BETWEEN
CRICKET COMMUNICATIONS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC. D/B/A AT&T KENTUCKY**

This Amendment (the "Amendment") amends the Interconnection Agreement by and between BellSouth Telecommunications, Inc. d/b/a AT&T Kentucky ("AT&T Kentucky") and Cricket Communications, Inc. ("Cricket"). AT&T Kentucky and Cricket are hereinafter referred to collectively as the "Parties" and individually as a "Party."

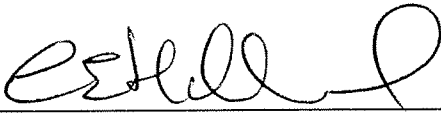
WHEREAS, AT&T Kentucky and Cricket are parties to an Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996, approved November 17, 2005, and as subsequently may have been amended (the "Agreement"); and

NOW, THEREFORE, in consideration of the promises and mutual agreements set forth herein, the Parties agree to amend the Agreement as follows:

1. The Term of the Agreement is extended to December 31, 2011 (the "Term"). On January 1, 2012, the Successor Agreement that is attached hereto as Attachment A ("Successor Agreement") will go into effect, having already been approved by the Commission, upon the Commission's approval of this Amendment, and the Successor Agreement will expire on January 1, 2015.
2. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
3. In entering into this Amendment, neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further review.
4. This Amendment shall be filed with, and is subject to approval by, the Commission and shall become effective ten (10) days after approval by such Commission.

REST OF PAGE INTENTIONALLY LEFT BLANK

Cricket Communications, Inc.


By: 

Printed: Colin Holland
SVP, Eng & TechOps

Title: _____
(Print or Type)

Date: 12/13/10

BellSouth Telecommunications, Inc. d/b/a
AT&T Kentucky, by AT&T Operations, Inc.
its authorized agent

By: 

Printed: Eddie A. Reed, Jr.

Title: Director - Interconnection Agreements
(Print or Type)

Date: 12-14-10

ATTACHMENT A