Amendment No. 2

To the

Interconnection Agreement

Between

Northern New England Telephone Operations LLC d/b/a FairPoint Communications - NNE

And

MetroPCS Massachusetts, LLC

This Amendment No. 2 (the "Amendment") to the "Interconnection Agreement between Verizon New England Inc. d/b/a Verizon New Hampshire and MetroPCS Massachusetts, LLC effective as of February 1, 2008 and assigned to FairPoint Communications in the state of New Hampshire effective March 31, 2008 (the "Agreement") is entered into by MetroPCS Massachusetts, LLC and FairPoint Communications. FairPoint and MetroPCS may be referred to individually as "Party" and jointly as the "Parties."

WHEREAS, the Parties, or their predecessors in interest, previously entered into the Agreement pursuant to 47 USC 251/252; and

WHEREAS, the Federal Communications Commission, in an Order Released November 18, 2011[1] (the "FCC Order"), has provided that bill-and-keep shall be the default compensation arrangement between the Parties for all traffic that originates and terminates within the same Major Trading Area ("intra-MTA traffic"),[2] and that such compensation arrangement is to be considered a change in law; and

WHEREAS, MetroPCS requests to apply bill-and-keep reciprocal compensation arrangements solely to all intra-MTA traffic between the Parties; and

WHEREAS, the Agreement contains a change of law provision that authorizes the Parties to amend the Agreement to comport with the above-referenced change in law; and

WHEREAS, the Parties desire to amend the Agreement consistent with the change in law set forth in the FCC Order to provide for a bill-and-keep arrangement for all reciprocal compensation intra-MTA traffic exchanged between the Parties and to clarify the provisioning and transport obligations of the Parties, for as long as these changes remain the law.

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[1] *In the Matter of Connect America Fund A National Broadband Plan for Our Future Establishing Just and Reasonable Rates for Local Exchange Carriers High-Cost Universal Service Support Developing an Unified Intercarrier Compensation Regime Federal-State Joint Board on Universal Service Lifeline and Link-Up Universal Service Reform – Mobility Fund* FCC Docket 11-161 *Report and Order and Further Notice of Proposed Rulemaking* (November 18, 2011).
[2] *Id.* at 994.

AGREEMENT

1. This Amendment shall be effective as of July 1, 2012.

2. This Amendment remains in effect until: 1) The Agreement is terminated or otherwise made ineffective; or 2) There is a subsequent change in law that would affect this Amendment.

3. From July 1, 2012 forward, the reciprocal compensation for all Intra-MTA traffic between the Parties shall be exchanged pursuant to a bill-and-keep arrangement.

4. Except as expressly set forth herein, the terms and conditions of the Agreement shall remain in full force and effect without change as long as these changes remain the law.

5. In addition to the Reciprocal Compensation charge (Bill & Keep) MetroPCS shall pay to FairPoint $0.002 per minute of use for dedicated trunk facilities provided by FairPoint between the MetroPCS network and the FairPoint switch for transport of Local/Reciprocal Compensation Traffic delivered by MetroPCS to FairPoint. Such charge of $0.002 per minute of use shall apply in lieu of monthly recurring charges for such dedicated trunk facilities (but not in lieu of non-recurring and service establishment charges for such dedicated trunk facilities, which non-recurring and service establishment charges shall continue to apply).

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

Northern New England Telephone Operations LLC d/b/a FairPoint Communications - NNE

By: _____

Printed Name: Michael T. Skrivan

Title: Vice President Regulatory

Date: April 1, 2013

MetroPCS Massachusetts, LLC

By: _____

Printed Name: Thomas Keys

Title: President & COO

Date: 03 - 18 - 13

NNE-NH MetroPCS BK Amendment - 002 rate FINAL