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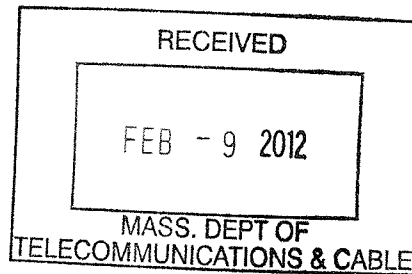
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February 8, 2012

VIA OVERNIGHT DELIVERY

Catrice Williams, Secretary
Department of Telecommunications and Cable
1000 Washington Street, Suite 820
Boston, Massachusetts 02118
(617) 305-3580



Re: Q LINK WIRELESS LLC
Docket No. 11-18

Dear Ms. Williams:

Enclosed please find an original and one copy of Q LINK WIRELESS LLC's First Amendment to Petition for Designation as an Eligible Telecommunications Carrier in the Commonwealth of Massachusetts

ENCLOSED PLEASE FIND ONE COPY OF EXHIBIT 2 IN A SEPARATE SEALED ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY." EXHIBIT 2 CONTAINS PROPRIETARY INFORMATION AND APPLICANT HEREBY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED INFORMATION. PUBLIC DISCLOSURE OF THE INFORMATION COULD PLACE APPLICANT AT A COMPETITIVE DISADVANTAGE. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Please acknowledge receipt of this filing by returning the duplicate copy of this letter in the enclosed, self-addressed envelope. Thank you.

Respectfully submitted,

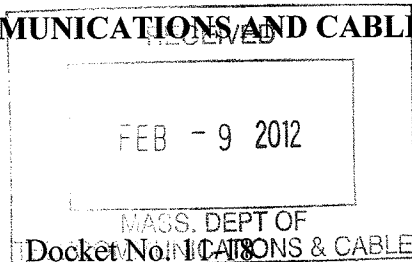
Kasey Chow, Associate to
Lance J.M. Steinhart
Attorney for Q LINK WIRELESS LLC

Enclosures

cc: Issa Asad

**BEFORE THE
MASSACHUSETTS DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

_____)
Petition of Q LINK WIRELESS LLC)
for Designation as an Eligible Telecommunications)
Carrier in the Commonwealth of Massachusetts)
_____)



**FIRST AMENDMENT TO
PETITION OF Q LINK WIRELESS LLC
FOR DESIGNATION AS AN ELIGIBLE TELECOMMUNICATIONS CARRIER
IN THE COMMONWEALTH OF MASSACHUSETTS**

I. INTRODUCTION

Q LINK WIRELESS LLC (“Q LINK” or the “Company”), by its undersigned counsel, and pursuant to Section 214(e)(2) of the Communications Act of 1934, as amended (the “Act”)¹ and Sections 54.101 through 54.207 of the Rules of the Federal Communications Commission (“FCC”),² and the rules and regulations of the Massachusetts Department of Telecommunications and Cable (“Department”), hereby submits this Amendment to its Petition for Designation as an Eligible Telecommunications Carrier (“ETC”) in the Commonwealth of Massachusetts which was filed on November 30, 2011. Q LINK amends its request for ETC designation solely for participation in the Lifeline program; the Company does not seek ETC designation for purposes of participating in the Link-Up program. Q LINK meets all statutory and regulatory requirements for designation as an ETC in the State of Arizona, including the new requirements outlined in the FCC’s *Lifeline and Link Up Reform Order*.³

¹ 47 U.S.C. § 214(e)(2).

² 47 C.F.R. §§ 54.101-54.207.

³ *In the Matter of Lifeline and Link Up Reform and Modernization, Lifeline and Link Up, Federal-State Joint Board on Universal Service, Advancing Broadband Availability Through Digital Literacy Training*, WC Docket No. 11-42, WC Docket No. 03-109, CC Docket No. 96-45, WC Docket No. 12-23, Report and Order and Further Notice of Proposed Rulemaking, FCC 12-11 (rel. Feb. 6, 2012) (“*Lifeline and Link Up Reform Order*”).

II. COMPANY FACILITIES

Q LINK, in its provision of wireless services, will rely on a combination of Company-owned facilities and resold services which the Company will obtain from underlying wireless providers that currently operate their own networks. Q LINK's facilities provide the Company the ability to route operator service calls, customer service calls and directory assistance calls, as well as minutes of use for local service provided at no additional charge to end-users, which satisfies the FCC's definition for supported services.⁴ Q LINK's updated facilities schematic is attached hereto as Exhibit 2.

FCC Rule 54.201(d) states that a common carrier using a combination of its own facilities and resale of another carrier's services shall be eligible to receive universal service support. In affirming its own decisions, the FCC chose to continue to define the term "own facilities" as "*any physical components of the telecommunications network that are used in the transmission of the services that are designated for support*"⁵ (emphasis added). Therefore, Q LINK meets the FCC's test that requires an ETC to provide services, at least in part, through a combination of its own facilities and resale of another carrier's services.⁶

⁴ See *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*, WC Docket No. 10-90, GN Docket No. 09-51, WC Docket No. 07-135, WC Docket No. 05-337, CC Docket No. 01-92, CC Docket No. 96-45, WC Docket No. 03-109, WT Docket No. 10-208, Report and Order and Further Notice of Proposed Rulemaking, (rel. Nov. 18, 2011) ("*USF/ICC Transformation Order*"), para. 78; see also Revised Section 47 C.F.R. § 54.101(a) (redefining supported services).

⁵ See 47 C.F.R. § 54.101; 47 C.F.R. § 54.201(e).


⁶ See 47 U.S.C. § 214(e)(1)(A).

III. CONCLUSION

Rapid grant of the Company's request would advance the public interest because it would enable the Company to commence much-needed Lifeline services to low-income Massachusetts residents as soon as possible. Accordingly, the Company respectfully requests that the Department expeditiously approve its application, as amended, for ETC designation.

Respectfully Submitted,

By: _____


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Attorney for Q LINK WIRELESS LLC

February 8, 2012

TABLE OF EXHIBITS

Exhibit

Certification of Issa Asad, Managing Member of QUADRANT HOLDINGS
GROUP LLC, Managing Member of Q LINK WIRELESS LLC 1

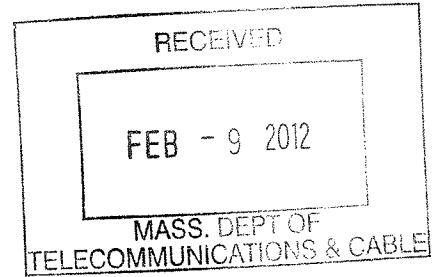
Confidential Facilities Schematic 2

EXHIBIT 1

**Certification of Issa Asad, Managing Member of QUADRANT HOLDINGS GROUP LLC,
Managing Member of Q LINK WIRELESS LLC**

State of Florida)
County of Broward)

Certification

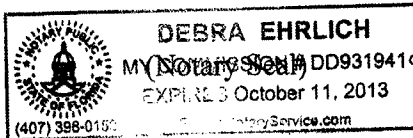


Personally appeared before the undersigned, an officer duly authorized to administer oaths, Issa Asad, who first being duly sworn, deposes and states that he is the Managing Member of QUADRANT HOLDINGS GROUP LLC, Managing Member of Q LINK WIRELESS LLC of Q LINK WIRELESS LLC, Applicant in this Application, and has read the same and knows the contents thereof, and confirms that the statements made herein are true to the best of his knowledge and belief.

Dated: 2/8/2012

Issa Asad
Managing Member of QUADRANT HOLDINGS GROUP LLC,
Managing Member of Q LINK WIRELESS LLC

Subscribed and sworn to before me this 8 day of February, 2012.



(Signature of person authorized to administer oath)

My Commission Expires: October 11, 2013