



February 22, 2011

Chris S. Barton  
CEO  
Wholesale Carrier Services, Inc.  
5471 North University Drive  
Coral Springs, FL 33446

Dear Mr. Barton:

Wholesale Carrier Services, Inc. ("Carrier") and **AT&T-22STATE**<sup>1</sup> are Parties to a commercial agreement ("Agreement") that includes Local Wholesale Complete™ that was last signed by **AT&T-22STATE** on May 27, 2010. This letter is sent with regard to Carrier's planned expansion into Illinois, Michigan and Nevada; and to purchase LWC™ in those states, subject to an effective agreement between Carrier and Illinois Bell Telephone Company d/b/a AT&T Illinois ("AT&T Illinois") for Illinois, and an effective agreement between Carrier and Michigan Bell Telephone Company d/b/a AT&T Michigan ("AT&T Michigan") for Michigan, and an effective agreement between Carrier and Nevada Bell Telephone Company d/b/a AT&T Nevada ("AT&T Nevada") for Nevada, each of which addresses the intercarrier compensation associated with LWC™-originated or -terminated traffic which is subject to Section 251 and/or 252.

If Carrier is in agreement with this letter, please have an authorized Carrier representative sign **two** originals of this letter, and return **both** to the address below. One original will be returned to you after **AT&T-22STATE** executes.


Contract Processing  
311 South Akard, 9<sup>th</sup> Floor  
Dallas, TX 75202

This amendment will be effective upon **AT&T-22STATE**'s execution of a signed original from Carrier (with Carrier able to obtain LWC™ from AT&T Illinois after the effectiveness of such an intercarrier compensation agreement for Illinois, and from AT&T Michigan after the effectiveness of such an intercarrier compensation agreement for Michigan, and from AT&T Nevada after the effectiveness of such an intercarrier compensation agreement for Nevada.)

Except as set forth in this letter, the terms and conditions of the Agreement remain unchanged by this letter.


**AT&T-22STATE** will file a copy of the fully executed letter with the FCC under 47 U.S.C. § 211.

Wholesale Carrier Services, Inc.

By:   
Name: CHRIS BARTON  
Title: CEO  
Date: 2/22/11

**AT&T-22STATE**

by AT&T Services, Inc., its authorized agent

By:   
Name: Patrick R. Doherty  
Title: Director - Regulatory  
Date: MAR 02 2011

<sup>1</sup> **AT&T-22STATE** is defined as set forth in the Agreement.