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**BellSouth Interconnection Services**

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Atlanta, Georgia 30375

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**Sent Via Certified Mail**

February 16, 2002

Mr. J. Mark Klamer  
WorkNet Communications, Inc.  
7777 Bonhomme Avenue  
Suite 2000  
St. Louis, Missouri 63105

Re: Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and  
WorkNet Communications, Inc. ("WorkNet") dated October 24, 2000 (the  
"Agreement")

Dear Mr. Klamer:

In accordance with the timeframe stated within General Terms and Conditions of the Agreement, on August 13, 2001, BellSouth expressed its interest to WorkNet in commencing the renegotiations of the Interconnection Agreement between the two Parties to commence as of August 20, 2001. The basis for the renegotiations has been the current BellSouth standard interconnection agreement. This standard agreement is utilized so that the new agreement might reflect the various changes established by court orders, along with recent developments in industry standards, subsequent to signing the original agreement.

The renegotiations process has not progressed during the negotiations window. Additionally, as of today, February 16, 2002, the term of the existing Agreement between the two Parties will expire. WorkNet has not stated its preference to retain the existing Agreement and has further declined to negotiate any modifications towards a new Agreement.

Due to this inactivity in negotiations, please be informed that the interconnection service provided to your organization by BellSouth ***will be terminated as of April 16, 2002***, 60 days from the issuance of this letter. Please be advised that service to your customers via BellSouth's network architecture will be terminated as of this date. Remittance of all payments by WorkNet to BellSouth is expected in full for all services provided by BellSouth to WorkNet up to April 16, 2002.

Regards,

Julie O'Kelley  
Manager, Interconnection Services

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cc: Doug D. Orvis