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**BellSouth Interconnection Services**

675 West Peachtree Street, NE  
Room 34S91  
Atlanta, Georgia 30375

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(404) 927-7596  
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**Sent Via Certified Mail**

August 23, 2002

Ken Jacobi  
CPU Solutions Corporation  
1020 NW 163<sup>rd</sup> Drive  
Miami, FL 33169

Dear Mr. Jacobi:

In accordance with the timeframe stated within Terms and Conditions of the contract, on **May 14, 2001**, BellSouth Telecommunications, Inc. expressed its interest to CPU Solutions Corporation in commencing the renegotiations of the Interconnection Agreement between the two Parties. 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 November 9, 2001, the term of the existing Agreement between the two Parties expired. CPU Solutions Corporation 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 September 6, 2002***, 10 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 CPU Solutions Corporation to BellSouth is expected in full for all services provided by BellSouth to CPU Solutions Corporation up to September 6, 2002.

If my understanding of the above information is incorrect, please give me a call.

Regards,

Nicole Bracy  
Manager, Interconnection Services

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