
BellSouth Interconnection Services

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

Nicole Bracy
(404) 927-7596
Fax: (404) 529-7839

Sent Via Certified Mail

August 16, 2002

Terri McLeod
Compass Telecommunications, Inc.
7001 North Scottsdale Road
Suite 2000
Scottsdale, AZ 85250

Dear Terri McLeod:

In accordance with the timeframe stated within Terms and Conditions of the contract, on **May 29, 2002**, BellSouth Telecommunications, Inc. expressed its interest to Compass Telecommunications, Inc. 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.

Pursuant to the letter received from President, Ray Powers, advising that Compass Telecommunications, Inc. is no longer in business, the current Interconnection Agreement will be terminated upon its expiration date on November 27, 2002.

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 Compass Telecommunications, Inc. to BellSouth is expected in full for all services provided by BellSouth to Compass Telecommunications, Inc. up to **November 27, 2002**.

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

Regards,

Nicole Bracy
Manager, Interconnection Services
