

## EXHIBIT 2

**HALO WIRELESS, INC.**  
**3437 W. 7<sup>TH</sup> Street, #127**  
**Fort Worth, Texas 76107**  
**817-338-3708 fax 817-338-3777**

September 30, 2010

Mr. Randy Ham  
Lead Negotiator  
AT&T  
600 North 19<sup>th</sup> Street – 8<sup>th</sup> Floor  
Birmingham, AL 35203

Subject: InterMTA Rates for Halo Wireless, Inc. Interconnection Agreements (ICAs)

Mr. Ham:

I am following up on the email exchange between you and Russ Wiseman from today where you discussed the applicable InterMTA traffic factors in Halo Wireless' ICAs.

As background, nearly all of the ICAs between AT&T and Halo Wireless specify a default InterMTA traffic percentage that AT&T will apply to Halo traffic prior to Halo Wireless establishing actual traffic patterns with AT&T. With the exception of the ICA for the state of Illinois, which does not mention an InterMTA traffic factor, these current default traffic percentages range from 0% for the ICAs in MO and CA, up to 12% for the state of OH.

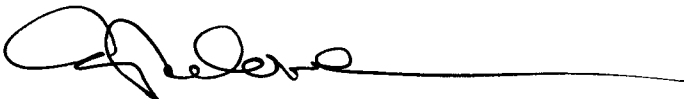
I understand that Mr. Wiseman has informed you that Halo Wireless has made alternate arrangements for the termination of InterMTA traffic, and as such, does not anticipate terminating InterMTA traffic with AT&T. In light of these arrangements, I understand that AT&T has agreed to use a default InterMTA traffic percentage of 1% during the initial 3 month period in each state, after which the percentage will be changed to reflect the actual amount of InterMTA traffic, if any. Our understanding is that this 1% traffic factor will apply to all AT&T states where Halo Wireless has an ICA with AT&T, except in states where the current default InterMTA traffic percentage is less than 1%, which is the case in NV (0.6%), and as previously mentioned, CA, IL and MO, which do not have a default percentage, and where actual InterMTA traffic presumably applies.

Furthermore, our understanding is that these new default InterMTA percentages will take effect immediately, and will be reflected in future invoices. We understand that this new traffic factors will not be applied retroactively to invoices already received by us.

If you believe any of the above to be incorrect or inaccurate, we would appreciate it if you would kindly correct our understanding.


We appreciate AT&T's flexibility on these traffic factors, and thank you for your attention to this matter.

Sincerely,



Carolyn Malone  
Secretary/Treasurer

## EXHIBIT 2

**From:** Russell Wiseman <rwiseman@halowireless.com>   
**Subject:** Re: Halo billing/ICA questions  
**Date:** September 30, 2010 4:07:17 PM CDT  
**To:** "HAM, RANDY J (ATTOPS)" <rh8556@att.com>



1 Attachment, 59 KB

Randy, I hope this accurately captures our understanding. We've mailed hard copy as well.

Russ

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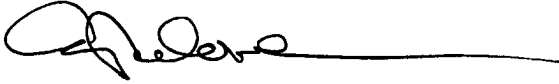
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Sincerely,



Carolyn Malone  
Secretary/Treasurer

On Sep 30, 2010, at 10:22 AM, HAM, RANDY J (ATTOPS) wrote:

You can send it to me, I'll copy the AT&T folks that need it.

My title and address are:

Randy J. Ham

Lead Negotiator

AT&T

8<sup>th</sup> Floor

600 North 19<sup>th</sup> Street

Birmingham, AL 35203

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**From:** Russell Wiseman [mailto:rwiseman@halowireless.com]

**Sent:** Thursday, September 30, 2010 10:12 AM

**To:** HAM, RANDY J (ATTOPS)

**Subject:** Re: Halo billing/ICA questions

Great Randy. Should we send letter to you? Can you provide complete contact info...your official title, address?

On Sep 30, 2010, at 10:04 AM, HAM, RANDY J (ATTOPS) wrote:

Russell,

Our folks that are in charge of verifications and billing are willing to use 1% as the default in all the states until there is enough traffic in each state to determine the

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InterMTA on a going forward basis. What they have found is that even though CMRS companies plan on not sending us InterMTA traffic, in reality there is always some that is sent, we haven't seen anyone that has been zero. They would want the letter you mention stating your plans as you offered.

Randy

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**From:** Russell Wiseman [mailto:rwiseman@halowireless.com]

**Sent:** Wednesday, September 29, 2010 11:02 AM

**To:** HAM, RANDY J (ATTOPS)

**Subject:** Fwd: Halo billing/ICA questions

Sorry, Randy. I forgot to mention all the BLS states. The default InterMTA % in these ICAs is 1%. Would like to have this reduced to 0 if possible.

Begin forwarded message:

**From:** Russell Wiseman <rwiseman@halowireless.com>

**Date:** September 29, 2010 10:55:54 AM CDT

**To:** "HAM, RANDY J (ATTOPS)" <rh8556@att.com>

**Subject: Re: Halo billing/ICA questions**

Yes, I understand. If we exceed the 1%, I would expect you to bill and set traffic % accordingly.

I'm reading through all the ICAs on this topic now. So far, I've found OK and WI both have 2% default rates. I'm not sure if I can get these reduced to 0, but I'd like to do this if ICA allows. Can you add these two states to the list for follow up below?

We're launching markets in OH and WI as we speak. Input on these two states today or tomorrow would be much appreciated.

I'll continue my great fun reading through the other ICAs today and let you know if I need to add any more states to the list.

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Thanks Randy.

On Sep 29, 2010, at 10:46 AM, HAM, RANDY J (ATTOPS) wrote:

Let me run that by the folks that do the verifications and make sure they are ok with doing it initially via a letter. Of course that same group will continue to measure actual InterMTA traffic using the process we have in place to verify InterMTA traffic.

Randy

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**From:** Russell Wiseman [mailto:rwiseman@halowireless.com]

**Sent:** Wednesday, September 29, 2010 10:39 AM

**To:** HAM, RANDY J (ATTOPS)

**Subject:** Fwd: Halo billing/ICA questions

Randy, please see below. Would a letter from Halo to you simply stating that we have made other arrangements for InterMTA traffic and requesting that the default InterMTA rates be set to 1% suffice on this? Please advise what we need to do to make this adjustment ASAP. Thx.

Begin forwarded message:

**From:** "CHARBA, DEANA G (ATTSWBT)" <dc9629@att.com>

**Date:** September 29, 2010 10:36:25 AM CDT

**To:** "Russell Wiseman" <rwiseman@halowireless.com>

**Subject: RE: Halo billing/ICA questions**

You would need to send a letter to the negotiations group to renegotiate the factor. This would result in an amendment to the ICA.

Deana Charba - Sr. Project Manager

AT&T Wholesale Customer Care

Four AT&T Plaza, 20th Flr

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Dallas, TX 75202

214 858-0708

Fax 214 858-0772

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-----Original Message-----

From: Russell Wiseman [mailto:[rwiseman@halowireless.com](mailto:rwiseman@halowireless.com)]

Sent: Wednesday, September 29, 2010 10:32 AM

To: CHARBA, DEANA G (ATTSWBT)

Cc: PAGE, JOYCE (ATTOPS)

Subject: Re: Halo billing/ICA questions

Deana, I was just reading through the OH ICA and I noticed the default InterMTA % is 12%. Halo will not be terminating InterMTA traffic to AT&T. We are making other arrangements for this traffic. I would like to have this % reduce to the 1% default rate, which I understand is the lowest % possible in our ICA. How do I go about doing this? Who do I need to work with and what information do we need to provide? I'm turning Cleveland back up today, so this info is my new "most urgent" item. Thx.

On Sep 29, 2010, at 10:07 AM, CHARBA, DEANA G (ATTSWBT) wrote:

Nothing further on this issue except to issue your disputes to the ASC. Thanks

Deana Charba - Sr. Project Manager

AT&T Wholesale Customer Care

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Dallas, TX 75202

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-----Original Message-----

From: Russell Wiseman [mailto:[rwiseman@halowireless.com](mailto:rwiseman@halowireless.com)]

Sent: Wednesday, September 29, 2010 10:02 AM

To: CHARBA, DEANA G (ATTSWBT)

Subject: Re: Halo billing/ICA questions

Thanks Deanna. I didn't recall if we needed to do anything further on this. Sounds like we don't. Thanks for clarification.

On Sep 29, 2010, at 8:45 AM, CHARBA, DEANA G (ATTSWBT) wrote:

As I advised yesterday I would and have already advised the ASC to make the necessary changes. So that once that is done as of the date of the change the billing would be correct. I talked with her this morning and she was already making her necessary changes.

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Will talk with you soon on the other issues.

Thanks

Deana Charba - Sr. Project Manager

AT&T Wholesale Customer Care

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Dallas, TX 75202

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Fax 214 858-0772

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-----Original Message-----

From: Russell Wiseman

[mailto:[rwiseman@halowireless.com](mailto:rwiseman@halowireless.com)]

Sent: Wednesday, September 29, 2010 8:34 AM

To: CHARBA, DEANA G (ATTSWBT)

Cc: PAGE, JOYCE (ATTOPS)

Subject: Halo billing/ICA questions



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Deanna and Joyce, I appreciate the time you spent with me yesterday to discuss my questions. Deanna, I look forward to receiving your feedback on these questions over the next day or two. I did want to ask you about the TX InterMTA charges. We are going to submit a billing dispute as you've advised. Can we assume that future bills will reflect the correct 2% default mix? Thx.

Russ