

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR  
3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FACSIMILE (202) 424-7647  
[WWW.SWIDLAW.COM](http://WWW.SWIDLAW.COM)

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
TEL. (212) 973-0111  
FAX (212) 891-9598

December 17, 2002

## VIA OVERNIGHT DELIVERY

Thomas Dorman, Executive Secretary  
Public Service Commission of Kentucky  
211 Sower Boulevard  
P.O. Box 615  
Frankfort, KY 40602

**RECEIVED**

DEC 18 2002

PUBLIC SERVICE  
COMMISSION

Re: Counsel Springwell Communications LLC and WorldxChange Corp.  
**NOTICE OF NON-CONSUMMATION**

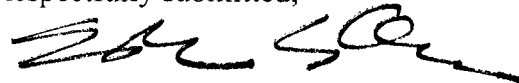
Dear Mr. Dorman:

Counsel Springwell Communications LLC ("Counsel Springwell") and WorldxChange Corp. ("WorldxChange") (together "Parties"), by undersigned counsel, hereby advise the Commission that the Parties will not consummate their proposed *pro forma* intra-corporate reorganization (the "Reorganization").

On August 20, 2002, the Parties filed a letter advising the Commission of a proposed Reorganization. Recently, for a variety of corporate and business related reasons, the Parties decided not to complete the Reorganization. Accordingly, the Parties advise the Commission that the proposed Reorganization will not proceed. The Parties respectfully request that the Commission update its records to reflect that the Parties' pre-Reorganization corporate structure will remain unchanged.

An original and ten (10) copies of this letter are enclosed. Please date stamp and return the extra copy of this filing in the self-addressed, postage-prepaid envelope provided. Questions regarding this filing may be directed to the undersigned.

Respectfully submitted,



William B. Wilhelm, Jr.  
Edward S. Quill, Jr.  
Brian McDermott

Counsel for the Parties