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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

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PUBLIC SERVICE
COMMISSION

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

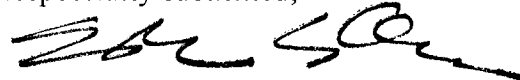
Dear Mr. Dorman:

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