



250 Williams St.
Ste. 2360
Atlanta GA 30303

December 2, 2008

Ann Cole, Director
Commission Clerk & Administrative Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Betty Easley Conference Center, Room 110
Tallahassee, FL 32399-0850

RECEIVED-FPSC
08 DEC -5 AM 10:29
COMMISSION
CLERK

RE: Notice of Termination of Indirect Transfer of Control of U.S. South
Communications, Inc. to First Data Corporation

Dear Ms. Cole:

In July 2008, we advised you regarding the planned indirect transfer of control of U.S. South Communications, Inc. d/b/a U.S. South and d/b/a INCOMM ("U.S. South") and First Data Corporation ("First Data"). We are hereby advising you of the termination of those plans.

First Data and Incomm have mutually agreed to terminate the planned acquisition of Incomm, U.S. South's parent company, which included a transfer of control of U.S. South to First Data. Instead, First Data and InComm have signed a distribution agreement and will continue to support their joint customers with prepaid card processing, program management and a distribution network that allows First Data and merchants to sell prepaid products in InComm prepaid card malls. This distribution agreement does not relate to or involve U.S. South. The joint press release may be viewed at www.incomm.com/news.do.

US South's customers will not be affected by this action and all customers are being notified regarding this change. U.S. South will continue to provide resold intrastate long distance services to small and large businesses, as well as residential customers under its existing Florida authority. US South will also continue to provide the same services under the same name to its existing customers and will be accessible by customers and the Commission at the same contact numbers as always.

U.S. South is filing this letter as a courtesy to advise the Commission that the proposed indirect transfer of control has been terminated and to ensure the continuing accuracy of the Commission's records. All of the contact information currently on file with the commission for U.S. South will remain the same.

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FPSC-COMMISSION CLERK



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The original and 2 copies are enclosed. Please acknowledge receipt of this filing by date stamping and returning the extra copy in the self addressed envelope provided.

Should you have any questions regarding this notification, please do not hesitate to contact either Bobbi Ferguson, our regulatory consultant at 205-909-3783 or via email to bobbi.vcs@comcast.net or Michelle Richardson, our Long Distance Manager at 770-240-6160 or via email to MRichardson@incomm.com.

Yours truly

A handwritten signature in black ink, appearing to read "M. Gruenhut". The signature is fluid and cursive, with a long horizontal stroke at the end.

Michael D. Gruenhut
General Counsel
U.S. South Communications, Inc.
250 Williams Street, Suite M100
Atlanta, GA 30303
Office: (770) 240-6145
Facsimile: (404) 601-1000
MGruenhut@incomm.com