



December 9, 1997

By Federal Express

Blanca S. Bayó  
Director, Division of Records and  
Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

**Re: Request for approval of merger of Shared Technologies Fairchild Inc. (parent company of Access Network Services, Inc.) and Tel-Save Holdings, Inc. (parent company of Tel-Save, Inc. d/b/a/ Network Services d/b/a The Phone Company) (Docket No. 971026-TP)**

Dear Ms. Bayó:

This is to notify you that the referenced proposed merger ("Tel-Save/Shared Technologies Fairchild Merger"), which the Commission approved by Order No. PSC-97-146-FOF-TP issued October 13, 1997, will not be consummated. On November 20, 1997, Intermedia Communications Inc. ("ICI") and Shared Technologies Fairchild Inc. ("STFI") entered into an Agreement and Plan of Merger ("STFI/ICI Merger"), and contemporaneously therewith the agreement for the Tel-Save/Shared Technologies Fairchild Merger was terminated.

STFI's indirect wholly-owned subsidiary, Access Network Services, Inc. ("ANSI"), holds certain certificates issued by the Commission. In the near future, ICI, STFI, and ANSI expect to file an application with the Commission seeking authority to transfer control of ANSI from the current shareholders of STFI to those of ICI. That application will contain the relevant details of the STFI/ICI Merger.

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Please date stamp the enclosed extra copy of this letter and return it to me in the envelope provided for your convenience. If you have any questions regarding this notification, please call me at 703-478-5772.

Sincerely,  
*Allan C. Hubbard*  
Allan C. Hubbard  
Regulatory Counsel

Copy to:  
Russell Blau, Swidler & Berlin (counsel for Tel-Save)  
James Freeman, Kelley Drye & Warren (counsel for ICI)

DOCUMENT NUMBER-DATE

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