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December 16, 1998

Monica R. Borne
EllenAnn G. Sands

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Via Airborne Express Delivery

Re: Notification by IntraTel Group, Ltd. and North American Telephone Network, L.L.C.
of Agreement and Plan of Merger
Docket No.: 98-0370-TI

Dear Sir/Madam:

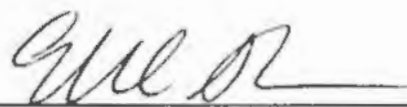
On or about March 17, 1998, IntraTel Group, Ltd. and North American Telephone Network, L.L.C. (collectively, the "Parties") provided the Commission with written notification of a proposed Agreement and Plan of Merger (the "Merger"). A copy of said notification is enclosed herewith for reference.

The Commission issued an order approving the merger effective 5/26/98 in Order No. PSC-98-0622-FOF-TI. On behalf of the Parties, please accept this letter as formal notification to the Commission of the Parties' intention to abandon the proposed Merger. The parties request that the Commission vacate the above referenced order.

Included with this original letter are thirteen (13) copies. Please return the enclosed additional copy file-stamped in the envelope provided.

We apologize for any inconvenience or added burden which these matters may have caused the Commission. Thank you for your continued cooperation and assistance.

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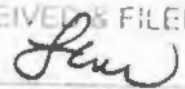


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EAS:aa
Enclosure
cc: Mr. Tom Williams

eg Sanders

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DOCUMENT NUMBER-DATE

FPSC-BUREAU OF RECORDS 14147 DEC 17 98

FPSC-REGISTRATION/REPORTING

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March 16, 1998

FPSC - Records/Reporting

980370-TJ

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Re: Notification by IntraTel Group, Ltd. and North American Telephone Network, L.L.C. of Agreement and Plan of Merger

Dear Sir:

On behalf of IntraTel Group, Ltd. ("IntraTel"), and North American Telephone Network, L.L.C. ("NATN"), this letter is to advise the Commission of an Agreement and Plan of Merger (the "Agreement") which the companies propose to consummate. It is our understanding, based upon review of the applicable statutes and regulations, that this transaction does not require prior Commission approval. Accordingly, absent written notice to the contrary within thirty (30) days, the parties will proceed to consummate the transaction in a timely fashion.

IntraTel and NATN propose an Agreement and Plan of Merger whereby NATN will become a wholly owned subsidiary of IntraTel, and the present equity owners of NATN ("Members") will receive consideration consisting of cash plus additional contingent cash consideration depending upon the performance of NATN during the year immediately following consummation of the proposed transaction.¹ In addition, NATN will change its name from "North American Telephone Network, L.L.C." to "North American Telephone Network, Inc."

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FPSC-BUREAU OF RECORDS

A draft copy of the proposed Agreement and Plan of Merger is attached as Exhibit "A" - DATE

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FPSC-RECORDS/REPORTING

IntraTel is a publicly held Delaware corporation with principal offices located at 28050 U.S. Highway 19 North, Suite 202, Clearwater, Florida 34621. IntraTel is a holding company which does not directly offer long distance telecommunications services, but rather owns and operates other wholly owned subsidiaries which offer such services pursuant to the FCC's *Competitive Carrier* policies.

NATN is a privately held Georgia limited liability company with principal offices located at 4151 Ashford Dunwoody Road, Suite 550, Atlanta, Georgia, 30319-1462. NATN is a non-dominant carrier that resells domestic interstate and international long distance service purchased from various facilities based carriers pursuant to the FCC's *Competitive Carrier* policies. NATN is authorized by the FCC to offer domestic interstate and international services in all fifty (50) states and the District of Columbia as a non-dominant carrier. NATN currently originates interstate and international traffic in forty eight (48) states, and provides intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in forty eight (48) states. NATN is a certificated carrier in the State of Florida.²

Applicants propose a transaction which will accomplish the following:

1. The present record and beneficial holders of 100% of the issued and outstanding equity membership interests of NATN shall transfer and deliver to IntraTel all of their right, title and interest in and to said interests;
2. IntraTel shall issue and deliver to the present NATN Members cash and contingent consideration (collectively, "Purchase Consideration") as provided for and specifically set forth in the Agreement, Exhibit "A";
3. The Purchase Consideration shall be allocated to the NATN record and beneficial Members on the basis of the percentage ownership of each Member.

² In Florida, NATN provides intrastate telecommunications services pursuant to certification under Docket Number T960313-TI, Order Number PSC-96-0700-FOF-TI, effective date June 14, 1996.

4. NATN will become, by virtue of the Agreement a wholly owned subsidiary of IntraTel; and
5. NATN shall continue to operate as a regulated entity pursuant to its present certifications, registrations, tariff requirements and rate structures, or on an unregulated basis, as provided by and pursuant to applicable law.

Critical to the proposed Agreement is the need to ensure the continuation of high quality service to all customers currently served by NATN. The proposed transaction will serve the public interest for several reasons. First, it will enable the companies to operate with a more streamlined and efficient level of service for all involved customers by creating a larger parent operation. The transaction will enhance the operating efficiencies, including market efficiencies, of both Applicants. Second, it will increase the appeal to present and potential customers of NATN as can provide telecommunications services to its customers in a more efficient manner. Finally, it may result in cost savings because of discounts on quantity ordering of materials and services for both NATN and IntraTel's other subsidiaries.

Current financial information for IntraTel is attached hereto as Exhibit "B".³ Current financial information for NATN is attached hereto as Exhibit "C".⁴

The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days, we will proceed on our understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

³ Exhibit "B" is the Form 10-Q submitted to the SEC by IntraTel for the period ended September 30, 1997.

⁴ Exhibit "C" consists of copies of NATN's unaudited financial statements for the years 1995, 1996 and 1997.

Enclosed are the original and thirteen (13) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact the undersigned.

Thank you for your assistance in this matter.

Respectfully submitted,



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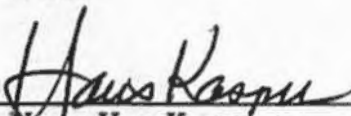
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STATE OF LOUISIANA

PARISH OF JEFFERSON

VERIFICATION

I, Hans Kasper, am the President of North American Telephone Network, L.L.C., and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: Hans Kasper
Title: President

Sworn to and subscribed before me, Notary Public, in and for the State and Parish named above, this 13th day of March, 1998.



Notary Public

My commission expires at death

STATE OF LOUISIANA

PARISH OF JEFFERSON

VERIFICATION

I, Murray L. Swanson, am the President and Chief Executive Officer of IntraTel Group, Ltd., and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: M. Swanson
Name: Murray L. Swanson
Title: President and Chief Executive Officer

Sworn to and subscribed before me, Notary Public, in and for the State and Parish named above, this 13th day of March, 1998.



Notary Public

My commission expires at death