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December 13, 2002

**VIA OVERNIGHT DELIVERY**

Blanca S. Bayo, Director  
Division of Records & Recording  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

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02 DEC 16 AM 10:18  
COMMISSION  
CLERK

Re: Counsel Springwell Communications LLC and WorldxChange Corp.  
**NOTICE OF NON-CONSUMMATION AND REQUEST TO CLOSE**  
**DOCKET NO. 020890-TI**

Dear Ms. Bayo:

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 15, 2002, the Parties filed an Application with the Commission seeking approval of the Reorganization. That Application was approved by the Commission in Docket No. 020890-TI.

AUS \_\_\_\_\_ Recently, for a variety of corporate and business related reasons, the Parties decided not  
CAF \_\_\_\_\_ to complete the Reorganization. Accordingly, the Parties advise the Commission that the  
CMP \_\_\_\_\_ proposed Reorganization will not proceed. The Parties respectfully request that the Commission  
COM \_\_\_\_\_ close the above captioned matter and update its records to reflect that the Parties corporate  
CTR \_\_\_\_\_ structure will remain unchanged.  
ECR \_\_\_\_\_  
GCL \_\_\_\_\_  
OPC \_\_\_\_\_  
NMS \_\_\_\_\_  
SEC   1    
OTH \_\_\_\_\_

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Ms. Bayo  
December 13, 2002  
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An original and five (5) 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,

A handwritten signature in black ink, appearing to read 'W. B. Wilhelm, Jr.', with a stylized flourish at the end.

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

Counsel for the Parties