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NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

3500 North Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 832-1892

Monica Borne Haab
EllenAnn G. Sands
Bruce C. Betzer
Philip R. Adams, Jr.

December 17, 2002

BY OVERNIGHT DELIVERY

Florida Public Service Commission
2540 Shumard Oak Drive
Tallahassee, FL 32399-0850

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02 DEC 19 AM 10:40
COMMISSION CLERK

Re: Notification by NOW Communications, Inc. and Teleconex, Inc. of an Asset Purchase Agreement - **Cancellation of Notice**

Dear Sir or Madam:

On or about December 12, 2002, NOW Communications, Inc. ("NOW") and Teleconex, Inc. ("Teleconex") (collectively, the "Parties") provided the Commission with written notification of a proposed Asset Purchase Agreement (the "Agreement").

On behalf of the Parties, please accept this letter as formal notification to the Commission of the Parties' intention to abandon the proposed Agreement. No waiver of the verification requirements is necessary and since no approval or other formal action was required by the Commission in connection with the proposed Agreement, the Parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files.

Included with this original letter are seven (7) 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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02 DEC 19 AM 10:07

Respectfully submitted,

EllenAnn G. Sands
Nowalsky, Bronston & Gothard
A Professional Limited Liability Company
3500 North Causeway Boulevard, Suite 1442
Metairie, Louisiana 70002
(504) 832-1984
Counsel for NOW Communications, Inc. and
Teleconex, Inc.

Enclosure
cc: R. Scott Seab, Esq.

- AUS _____
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