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December 17, 2002

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BY OVERNIGHT DELIVERY

Kentucky Public Service Commission
Mr. Thomas M. Dorman, Executive Director
211 Schenkel Lane
Frankfort, KY 40601

PUBLIC SERVICE
COMMISSION

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

Dear Mr. Dorman:

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 ten (10) 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.

Respectfully submitted,



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Enclosure
cc: R. Scott Seab, Esq.