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ORIGINAL

VIA OVERNIGHT MAIL

April 12, 2002

Mr. Thomas Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

Re: Joint Notification and Report of Transfer of Control of Excel Telecommunications, Inc., eMeritus Communications, Inc., and Long Distance Wholesale Club, Inc. and Request for Clarification Concerning Adoption Notice, Docket Nos. 89-359, 96-214, 96-122, 95-246, 96-233 and 93-130

Dear Mr. Dorman:

On October 8, 2001, VarTec Telecom, Inc. ("VarTec Telecom"), VarTec Telecom Holding Company ("VarTec Holding"), Teleglobe Holding (U.S.) Corporation ("Teleglobe Holding"), Excel Telecommunications, Inc. ("Excel"), eMeritus Communications, Inc. ("eMeritus"), and Long Distance Wholesale Club, Inc. ("LDWC") (collectively, the "Notifying Companies"), provided the Kentucky Public Service Commission ("Commission") with a joint notification and report of a proposed transaction by which the control of Excel, eMeritus, and LDWC would be transferred to VarTec Telecom, Inc. and its subsidiary, VarTec Holding (collectively, "VarTec").

By way of this letter, of which an original and four (4) copies are provided, the Notifying Companies are updating the Commission on a minor change in the structure of the transaction. Originally it was anticipated and reported to the Commission that VarTec Telecom would acquire control of Excel, eMeritus, and LDWC from Teleglobe Holding by having VarTec Holding purchase the stock of an intermediary parent company, Excel Communications, Inc. ("Excel Communications"). Excel Communications is a wholly-owned subsidiary of Teleglobe Holding.

However, in order to facilitate the acquisition of control of Excel, eMeritus, and LDWC, VarTec acquired the stock of two subsidiaries of Excel Communications, Excelcom, Inc. ("Excelcom") and Telco Communications Group, Inc. ("Telco"). By purchasing the stock of Excelcom, VarTec gained control of Excel, and by purchasing the stock of Telco, VarTec gained control of eMeritus and LDWC. VarTec did not purchase the stock of the holding company, Excel Communications. This revision only adjusted the transaction's structure by shifting the purchase of stock down by one tier on the holding company level and ensured that VarTec acquired the control of Excel, eMeritus, and LDWC. The above-referenced transaction was consummated on April 5, 2002.

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Acknowledgement and date of receipt of this filing are respectfully requested. Please date and file stamp the extra copy of this letter and return it in the prepaid, self-addressed envelope we have enclosed for this purpose.

Should you have any questions regarding this letter of the transaction, please contact James U. Troup at 202-857-1702 or Tony S. Lee at 202-857-1707.

Sincerely,

A handwritten signature in cursive script, appearing to read "Tony S. Lee".

James U. Troup
Tony S. Lee

Counsel for the Notifying Companies