

HOGAN & HARTSON
L.L.P.

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August 5, 2002

TN REGULATORY AUTHORITY
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BY OVERNIGHT DELIVERY

Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

DOCKET NO.

02-00812

**Re: Request for Approval of Customer-Notification Letter
Substitution of Revised Letter**

Dear Executive Director:

On July 25, 2002, Cable & Wireless USA, Inc. ("C&W"), by the undersigned counsel, submitted for approval a letter that it proposes to send to its customers in Tennessee. The letter will inform C&W's customers that their accounts will be transferred to another long-distance carrier.

Since the letter was first submitted, C&W has slightly redrafted the text of the letter. There are no substantive changes, and the revised letter continues to satisfy the FCC's rule for transfer of a customer base, 47 C.F.R. § 64.1120(e). After a buyer is selected, the letter will be sent to customers on letterhead that includes the logos of both C&W and the buyer.

The revised letter is attached for the Authority's consideration. Please contact the undersigned with any concerns regarding this matter.

An original and fourteen copies of this letter and the attached customer-notification letter are enclosed. Please date-stamp and return one copy of this letter in the enclosed self-addressed stamped envelope.

Respectfully submitted,

Douglas A. Klein

Douglas A. Klein
Hogan & Hartson L.L.P.
Counsel for Cable & Wireless USA, Inc.

Enclosure

[joint C&W and Buyer letterhead]

Dear Customer:

As you may have heard, Cable & Wireless is restructuring its US business to focus on delivering the highest quality Internet, hosting and web services. This focus will allow the company to provide quality services that best meet the needs of our customers in these business areas.

As part of this shift in focus, Cable & Wireless has decided to exit the consumer long-distance market in the US. To ensure that you and our other long-distance customers continue to receive uninterrupted and reliable service, Cable & Wireless has selected **Buyer** to become your new provider of long-distance telephone services.

If you wish to have Buyer as your carrier, you need do nothing. Buyer will automatically become your long-distance telephone company on **date of transfer**, or soon thereafter. Enclosed is a document describing the rates, terms, and conditions of Buyer's long-distance service, which will begin immediately following this change. These materials also describe how **Buyer** will notify customers in the event of any future change in your rates, terms, or conditions of service. **Buyer** will pay any carrier-change charges imposed by your local phone company associated with this transfer of service. If such a charge appears on the bill from your local telephone company, **Buyer** will issue a credit for that amount on its first bill to you.

Customers who wish to choose their own long-distance provider will need to contact that carrier or their own local phone company prior to **date of transfer**. Please note, however, that if you are a customer of Cable & Wireless on the date of the transfer and you have not made arrangements on your own to switch to a long-distance company other than **Buyer**, your account will automatically be transferred to **Buyer**, even if you have previously arranged for a preferred carrier freeze through your local phone company.

Customers that do begin service with **Buyer** on the transfer date can switch their service to another carrier at any time on or after that date. To do so, simply contact your local phone company or your new carrier of choice. If you have previously arranged for a preferred carrier freeze, that freeze will be lifted upon the transfer of your account to **Buyer**. You will need to contact your local phone company if you wish to arrange a new freeze.

Cable & Wireless will remain your carrier until the date of transfer and will be responsible for handling any concerns or complaints that arise with your service until then. Following the transfer, **Buyer** will have responsibility for handling any concerns or complaints. Customers of **Buyer** can call **XXXX** for any customer service issues. Of course, if you choose your own provider, that provider will handle all future concerns or complaints.

Buyer is pleased to welcome you as a customer and looks forward to providing you with the highest quality service.

Finally, if you have any questions or concerns about this issue, please contact us at 866-239-0746. We will do our best to assist you. Additional information can also be found at **www.cw.com/XXXX**.

Sincerely,



Robert Drolet
President
Cable & Wireless USA, Inc.

[Representative]
Buyer, Inc.