

December 10, 2002

Luly E. Massaro
Commission Clerk
Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888

**Re: Docket 3445, Conversent Communications of Rhode Island, LLC and Cox Rhode Island
Telcom L.L.C. Withdrawal of Offer of Settlement**

Dear Luly:

As the Commission knows, Conversent Communications of Rhode Island, LLC ("Conversent") and Cox Rhode Island Telcom L.L.C. ("Cox") filed an offer of settlement on December 6, 2002. It was the hope of Conversent and Cox that Verizon, and the Attorney General would accept the offer of settlement and, as a result, there would be a unanimous Settlement Agreement in this proceeding.

Unfortunately, Verizon has rejected the Conversent/Cox offer of settlement. Therefore, Conversent and Cox hereby withdraw its offer of settlement and instead will continue to litigate their respective positions in this proceeding.

Thank you for your consideration of this matter.

Respectfully submitted,

/s/
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/s/
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CC: Service List