

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/00	:	
2. BUREAU: FUS	:	
3. SECTION(S):	:	
5. APPROVED BY:	:	4. PUBLIC MEETING DATE:
DIRECTOR:	:	00/00/00
SUPERVISOR:	:	
6. PERSON IN CHARGE:	:	7. DATE FILED: 11/25/03
8. DOCKET NO: A-311294	:	9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: DIGITALSPEED COMMUNICATIONS INC

COMP/APP COUNTY:

UTILITY CODE: 311294

ALLEGATION OR SUBJECT

APPLICATION OF DIGITALSPEED COMMUNICATIONS, INC FOR APPROVAL TO OFFER, RENDER, FURNISH OR SUPPLY TELECOMMUNICATIONS SERVICES AS A RESELLER OF TOLL SERVICES TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA.

DOCUMENT
FOLDER

DOCKETED
DEC 01 2003

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

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PARSIPPANY, NJ

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES
BANGKOK, THAILAND
JAKARTA, INDONESIA

MUMBAI, INDIA

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ORIGINAL

October 5, 2004

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VIA UPS

DOCUMENT
FOLDER

Mr. James McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
Second Floor - Room N201
Harrisburg, PA 17120

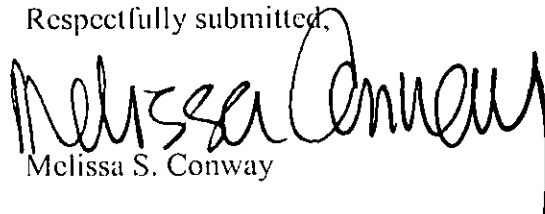
Re: Application of DigitalSpeed Communications, Inc. for Approval of
Authority to Offer, Render, Furnish or Supply Telecommunications
Services - A-311294; F0002; F0003 - Amendment

Dear Mr. McNulty :

The Commission advised DigitalSpeed Communications, Inc. ("DSC") that it had provisional authority to do business in Pennsylvania by letter dated December 1, 2003. Pursuant to Staff request, DSC is hereby amending its Application, filed on November 25, 2003, by expanding the service area in which DSC intends to offer competitive access services and local exchange services to the entire Commonwealth of Pennsylvania and submitting a corresponding affidavit with attached 911 Coordinator list. The amended pages of the Application are appended hereto.

Enclosed please find three (3) copies of this amendment and a duplicate copy. Please date-stamp the duplicate upon receipt and return it in the self-addressed, postage-paid envelope provided. Should there be any questions regarding this matter, please do not hesitate to contact the undersigned at (202) 955-9667.

Respectfully submitted,


Melissa S. Conway

Enclosures

cc: Service list
Nikhil Goklaney, Financial Analyst
Joseph A. Polito, Jr.

ORIGINAL

DOCKETED
Application of: DEC 01 2003

DigitalSpeed Communications, Inc.

A-311294

for approval to offer, render, furnish or supply telecommunications services as an interexchange toll reseller, facilities-based competitive local exchange carrier and competitive access provider to the public in the Commonwealth of Pennsylvania.

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and fax number of the Applicant.

DigitalSpeed Communications, Inc.
1811 Chestnut Street, Suite 304
Philadelphia, PA 19103
Tel. (215) 963-7200
Fax (215) 963-7227

Please identify any predecessors of the Applicant and provide other names under which the Applicant has operated within the preceding five years, including name, address, and telephone number.

There are no predecessors of the Applicant, and the Applicant has never operated under a different name.

2. **ATTORNEY:** The name, address, telephone number, and fax number of the Applicant's attorney.

Melissa S. Conway
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
Tel. (202) 955-9667
Fax (202) 955-9792

3. **CONTACTS:**

- A) **APPLICATION:** The name, title, address, telephone number, and fax number of the person to whom questions about this application should be addressed.

Melissa S. Conway
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
Tel. (202) 955-9667
Fax (202) 955-9792

- B) PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY (PEMA):** The name, title, address, telephone number and FAX number of the person with whom contact should be made by PEMA.

Joseph A. Polito, Jr., Vice President
DIGITALSPEED COMMUNICATIONS, INC.
1811 Chestnut Street, Suite 304
Philadelphia, PA 19103
Tel. (215) 963-7200
Fax (215) 963-7227

- C) RESOLVING COMPLAINTS:** Name, address, telephone number, and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints and queries filed with the Public Utility Commission or other agencies.

Joseph A. Polito, Jr., Vice President
DIGITALSPEED COMMUNICATIONS, INC.
1811 Chestnut Street, Suite 304
Philadelphia, PA 19103
Tel. (215) 963-7200
Fax (215) 963-7227

4. FICTITIOUS NAME:

- The Applicant will not be using a fictitious name.
- The Applicant will be using a fictitious name. Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

5. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

- The Applicant is a sole proprietor.
- The Applicant is a:
- General partnership
 - Domestic limited partnership (15 Pa. C.S. §8511)
 - *Foreign limited partnership (15 Pa. C.S. §8582)
 - Domestic registered limited liability partnership (15 Pa. C.S. §8201)
 - *Foreign registered limited liability general partnership (15 Pa. C.S. §8211)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Attach to the application the name and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

Attach to the application proof of compliance with appropriate Department of State filing requirements as indicated above.

5. (Continued)

- The Applicant is a:
- Domestic corporation (15 Pa. C.S. §1306) **Please see Exhibit A appended hereto.**
 - *Foreign corporation (15 Pa. C.S. §4124)
 - Domestic limited liability company (15 Pa. C.S. §8913)
 - *Foreign limited liability company (15 Pa. C.S. §8981)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Attach to the application proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation or a Certificate of Organization. The Applicant is incorporated in the State of

Give name and address of officers:

Adam Pasternack, President
Joseph A. Polito, Jr., Vice President
Eric Pasternack, Vice President

Each officer can be reached at: 1811 Chestnut Street, Suite 304, Philadelphia, PA 19103.

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:**

- The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.
- The Applicant has affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania. Name and address of the affiliates. State whether they are jurisdictional public utilities. Give docket numbers for the authority of such affiliates.

The Applicant has one (1) affiliate that is an entity under common ownership, Innovative Communications, Inc. ("Innovative Communications"), that is located at 1811 Chestnut Street, Suite 304, Philadelphia, PA 19103 and does business in Pennsylvania as a telecommunications consulting company. Innovative Communications is not a jurisdictional public utility. The Applicant does not have any predecessors.

If the Applicant or an affiliates has a predecessor who has done business within Pennsylvania, give name and address of the predecessors and state whether they were jurisdictional public utilities. Give the docket numbers for the authority of such predecessors.

7. **AFFILIATES AND PREDECESSORS RENDERING PUBLIC UTILITY SERVICE OUTSIDE PENNSYLVANIA:**

- The Applicant has no affiliates rendering or predecessors which rendered public utility service outside Pennsylvania.
- The Applicant has affiliates rendering or predecessors which rendered public utility service outside Pennsylvania. Name and address of the affiliates. Name and address of the predecessors (please specify which).

8. **APPLICANT'S PRESENT OPERATIONS:** (Select and complete the appropriate statement)

- The applicant is not presently doing business in Pennsylvania as a public utility.
- The applicant is presently doing business in Pennsylvania as a:
 - Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
 - Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
 - Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)
 - Competitive Local Exchange Carrier:
 - Facilities-Based
 - Non-facilities-Based
 - Incumbent Local Exchange Carrier.
 - Other (Identify).

9. **APPLICANT'S PROPOSED OPERATIONS:** *The Applicant proposes to operate as a:*

- Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)
- Competitive Local Exchange Carrier:
 - Facilities-based
 - Non-facilities-based
- Incumbent Local Exchange Carrier
- Other (Identify).

10. **PROPOSED SERVICES:** Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation.

By this Application, DigitalSpeed Communications, Inc. ("DSC") seeks authority to provide a full array of resold interLATA and intraLATA interexchange telecommunications services. These services may include, but are not necessarily limited to, switched and dedicated basic "1+" long distance voice services, otherwise known as Message Telecommunications Services ("MTS"), toll-free, travel card, calling card, private line and data services. At a later date, Applicant may expand its long distance offerings to include a broader range of interexchange products and services.

By this Application, DSC also seeks authority to operate as a competitive access provider and local exchange carrier on a facilities-based and resold basis. These services may include, but are not necessarily limited to, local exchange access services and dedicated and special access services. Initially, however, DSC will offer local services via resale using the facilities of other certificated carriers. At a later date, Applicant may expand its local offerings to include a broader range of products and services.

11. **SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

The Applicant seeks authority to offer resold interexchange telecommunications services, competitive access services and competitive local exchange services throughout the Commonwealth of Pennsylvania.

12. **MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

For all its operations, the Applicant will target its marketing of the proposed telecommunications services to business customers.

13. **PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC R/S, CLEC, CAP, or IXC F/B. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377.

The Applicant intends to provide telecommunications services pursuant to the rates, terms and conditions set forth in its Proposed Tariffs, appended hereto as *Exhibit B*. *Exhibit B* includes DSC's (1) resale interexchange tariff; (2) local exchange tariff; (3) competitive access tariff; and (4) switched access tariff.

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

10. **PROPOSED SERVICES:** Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation.

By this Application, DigitalSpeed Communications, Inc. ("DSC") seeks authority to provide a full array of resold interLATA and intraLATA interexchange telecommunications services. These services may include, but are not necessarily limited to, switched and dedicated basic "1+" long distance voice services, otherwise known as Message Telecommunications Services ("MTS"), toll-free, travel card, calling card, private line and data services. At a later date, Applicant may expand its long distance offerings to include a broader range of interexchange products and services.

By this Application, DSC also seeks authority to operate as a competitive access provider and local exchange carrier on a facilities-based and resold basis. These services may include, but are not necessarily limited to, local exchange access services and dedicated and special access services. Initially, however, DSC will offer local services via resale using the facilities of other certificated carriers. At a later date, Applicant may expand its local offerings to include a broader range of products and services.

11. **SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

The Applicant seeks authority to offer resold interexchange telecommunications services throughout the Commonwealth of Pennsylvania.

The Applicant seeks authority to offer competitive access services and competitive local exchange services in certain of the territories currently served by Verizon Pennsylvania, Inc.

12. **MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

For all its operations, the Applicant will target its marketing of the proposed telecommunications services to business customers.

13. **PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC R/S, CLEC, CAP, or IXC F/B. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377.

The Applicant intends to provide telecommunications services pursuant to the rates, terms and conditions set forth in its Proposed Tariffs, appended hereto as *Exhibit B*. *Exhibit B* includes DSC's (1) resale interexchange tariff; (2) local exchange tariff; (3) competitive access tariff; and (4) switched access tariff.

14. **FINANCIAL:** Attach the following to the Application:

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure;

DSC is a Pennsylvania corporation that is 100% wholly owned by Adam Pasternack, a U.S. citizen and President of DSC. Mr. Pasternack provides the financial backing to the Applicant as well as its affiliate upon which the Applicant is relying for financial security, Innovative Communications.

Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

The Applicant has sufficient financial capability to provide the telecommunications services requested by this Application, and to compete effectively in the market for such services in Pennsylvania. Initially, as a reseller, the Applicant will not require the extraordinary financial resources necessary to deploy telecommunications facilities. Furthermore, the Applicant will have access to the financial resources generated by Innovative Communications, an affiliated entity under common ownership. Both DSC and Innovative are 100% wholly owned by Adam Pasternack. Appended hereto as *Exhibit C* are the financial statements of Mr. Pasternack who will provide the financing necessary for DSC's telecommunications operations in Pennsylvania. Please note that the Applicant submits these financial statements *under seal*, and respectfully requests confidential treatment thereof pursuant to § 5.423 of the Commission's Regulations, 52 Pa. Code § 5.423. A Motion for Leave to file this financial information under seal is being filed simultaneously with this Application.

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

Please see *Exhibit D* appended hereto for the projected balance sheet and income statement for Applicant's first year of operation within Pennsylvania. Please note, again, that Applicants submits these financial projections *under seal*, and respectfully requests confidential treatment thereof pursuant to § 5.423 of the Commission's Regulations, 52 Pa. Code § 5.432. As noted above, a Motion for Leave to file this information under seal is being filed simultaneously with this Application.

The Applicant's custodian for its accounting records and supporting documentation is:

**Adam Pasternack, President
DIGITALSPEED COMMUNICATIONS, INC.
1811 Chestnut Street, Suite 304
Philadelphia, PA 19103
Tel. (215) 567-7800
Fax (215) 567-7819**

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts.

15. **START DATE:** The Applicant proposes to begin offering services on or about: **January 1, 2004.**

16. **FURTHER DEVELOPMENTS:** Attach to the Application a statement of further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part, together with a reference to any related proceeding before the Commission.

At this time, the Applicant is not contemplating further developments relating to this Application, or to its proposed telecommunications operations in Pennsylvania.

17. **NOTICE:** Pursuant to 52 Pa. Code §5.14, you are required to serve a copy of the signed and verified Application, with attachments, on the below-listed parties, and file proof of such service with this Commission:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of the Attorney General
Office of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

A certificate of service must be attached to the Application as proof of service that the Application has been served on the above-listed parties. A copy of any Competitive Local Exchange Carrier Application must also be served on any and/or all Incumbent Local Exchange Carrier(s) in the geographical area where the Applicant proposes to offer services.

18. **FEDERAL TELECOMMUNICATIONS ACT OF 1996:** State whether the Applicant claims a particular status pursuant to the Federal Telecommunications Act of 1996. Provide supporting facts.

The Applicant does not claim any particular status pursuant to the Federal Telecommunications Act of 1996.

19. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, limited to proceedings dealing with business operations in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Neither the Applicant, nor any affiliate, predecessor or person identified with this Application has been convicted of a crime involving fraud or similar activity. Neither the Applicant, nor any affiliate, predecessor or person identified with this Application has, within the last five (5) years, been a party to a judicial or administrative proceeding relating to business operations.

20. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

21. **CESSATION:** The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing business.

Applicant: **DigitalSpeed Communications, Inc.**

By: **Joseph A. Polito, Jr.**

Title: **Vice President**

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22. AFFIDAVIT: Attach to the Application an affidavit as follows:

AFFIDAVIT

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

[Commonwealth/State] of Penna :
County of Phila :

ss.

Joseph A. Polito, Jr., Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the Vice President of DigitalSpeed Communications, Inc.

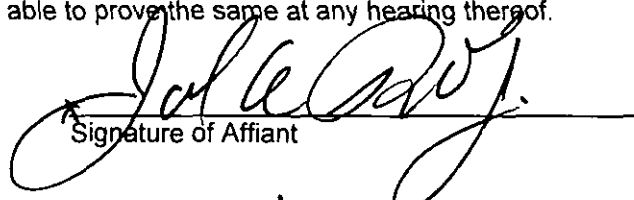
That he is authorized to and does make this affidavit for said corporation;

That DigitalSpeed Communications, Inc., the Applicant herein, acknowledges that it may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; with the Federal Telecommunications Act of 1996, signed February 6, 1996, or with other applicable statutes or regulations;

That DigitalSpeed Communications, Inc., the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That DigitalSpeed Communications, Inc., the Applicant herein, asserts that it has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC web site (<http://www.puc.paonline.com>), and that arrangements are under way for the provisioning of emergency 911 service in each of the Counties/Cities where service is to be provided. The applicant certifies it has attached a copy of the 911 Coordinator list indicating, with indicating markings, as to each 911 Coordinator contacted.

That the facts above set forth are true and correct to the best of his knowledge, information and belief, and that he expects said entity to be able to prove the same at any hearing thereof.


Signature of Affiant

Sworn and subscribe before me this 4th day of Oct. 2004
Month Year


Signature of official administering oath

DOCKETED
DEC 08 2004

My Commission expires

NOTARIAL SEAL
HARVEY ROBIN, Notary Public
City of Philadelphia, Phila County
My Commission Expires October 16, 2005

**DOCUMENT
FOLDER**

22. **AFFIDAVIT:** Attach to the Application an affidavit as follows:

AFFIDAVIT

[Commonwealth/State] of Pennsylvania :
County of Philadelphia : ss.

Joseph A. Polito, Jr., Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the **Vice President** of **DigitalSpeed Communications, Inc.**

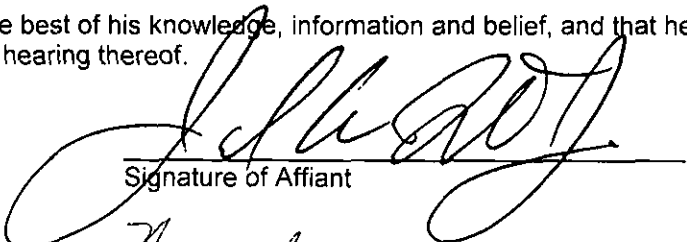
That he is authorized to and does make this affidavit for said corporation;

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That the facts above set forth are true and correct to the best of his knowledge, information and belief, and that he expects said entity to be able to prove the same at any hearing thereof.


Signature of Affiant

Sworn and subscribe before me this 24 day of November, 2003.
Month Year


Signature of official administering oath

My Commission expires NOTARIAL SEAL
COLLEEN V. DANKS, Notary Public
City of Philadelphia, Phila. County
My Commission Expires March 29, 2004
Pennsylvania

EXHIBIT A

ARTICLES OF INCORPORATION

ATTACHMENT SHEET
TO
ARTICLES OF INCORPORATION
OF

DigitalSpeed Communications, Inc.

With respect to lines 4 and 7 of the Articles:

Shareholders of the corporation shall not have cumulative voting rights.

Shareholders of the corporation shall not have pre-emptive rights.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P. O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

DIGITALSPEED COMMUNICATIONS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : 3135286

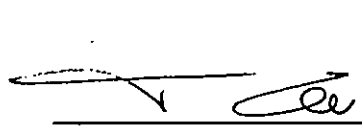
MICROFILM NUMBER : 2003029

MICROFILM START - END : 127 - 129


R WORTHINGTON
M BURR KEIM CO
2021 ARCH ST
PHILA PA 19103 - 1491

- 7 Any additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet. See Attached Exhibit "A"
- 8 **Statutory close corporation only:** Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a et seq.).
- 9 **Cooperative corporations only:** (complete and strike out inapplicable term) The common bond of membership among its members/shareholders is: _____

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed these Articles of Incorporation this 2 day of April, 2003.



Terri N. Gelberg



(Signature)

EXHIBIT B
PROPOSED TARIFFS

PENNSYLVANIA TELECOMMUNICATIONS TARIFF

OF

DigitalSpeed Communications, Inc.

1811 Chestnut Street, Suite 304, Philadelphia, PA 19103

RESALE INTEREXCHANGE TELECOMMUNICATIONS SERVICE

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of telecommunications services provided by DigitalSpeed Communications, Inc. within the Commonwealth of Pennsylvania. This tariff is on file with the Pennsylvania Public Utility Commission ("Commission"). Copies may be inspected during normal business hours at the Company's principal place of business: 1811 Chestnut Street, Suite 304, Philadelphia, PA 19103.

DigitalSpeed Communications, Inc. is a reseller of interexchange telecommunications services on a 24-hour basis. Service is provided for the direct transmission and reception of voice and data communications between points within the Commonwealth of Pennsylvania as an adjunct to DigitalSpeed Communications, Inc. interstate service.

Issued: _____

Issued by: Joseph Polito, Jr.
Vice-President
DigitalSpeed Communications, Inc.
1811 Chestnut Street, Suite 304
Philadelphia, PA 19103

Effective: _____

CHECK SHEET

The Title Page and Pages 1 through 24 inclusive of this tariff are effective as of the date shown at the bottom of the respective page(s).

<u>PAGE</u>	<u>REVISION</u>
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Issued: _____

Issued by: *Joseph Polito, Jr.*
Vice-President
DigitalSpeed Communications, Inc.
1811 Chestnut Street, Suite 304
Philadelphia, PA 19103

Effective: _____

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Issued: _____

Issued by: Joseph Polito, Jr.
Vice-President
DigitalSpeed Communications, Inc.
1811 Chestnut Street, Suite 304
Philadelphia, PA 19103

Effective: _____

CONCURRING CARRIERS

None

CONNECTING CARRIERS

None

OTHER PARTICIPATING CARRIERS

None

EXPLANATION OF SYMBOLS

- (C) To signify **changed** condition or regulation.
- (D) To signify a change resulting in a **decrease** to a Customer's bill.
- (I) To signify a change resulting in an **increase** to a Customer's bill.

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DigitalSpeed Communications, Inc.
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Philadelphia, PA 19103

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TARIFF FORMAT

- A. **Page Numbering** - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, occasionally, when a new page is added between pages already in effect, a decimal is added. For example, a new page added between Pages 14 and 15 would be 14.1.

- B. **Page Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current page version on file with the Commission. For example, the 4th revised Page 14 cancels the 3rd Revised Page 14. Because of various suspension periods, deferrals, etc., the Commission follows in their tariff approval process, the most current page number on file with the Commission is not always the page in effect. Consult the Check Sheet for the page currently in effect.

- C. **Paragraph Numbering Sequence** - There are four levels of paragraph coding. Each level of code is subservient to its next higher level:
 - 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.1.

- D. **Check Sheets** - When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the pages contained in the tariff with a cross reference to the current revision number. When new pages are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some pages). The Tariff user should refer to the latest Check Sheet to find if a particular page is the most current on file with the Commission.

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APPLICATION OF TARIFF

This tariff contains the rates applicable to the provision of specialized intrastate resale common carrier telecommunications services by DigitalSpeed Communications, Inc. between various locations within the Commonwealth of Pennsylvania. All services are interstate offerings. Intrastate service in an add on service available only if the Customer subscribes to the Company's interstate offerings.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Account Code:

A numerical code, one or more of which are available to a customer to enable identification of individual users or groups of users on an account and to allocate costs of service accordingly.

Called Station:

The terminating point of a call (i.e., the called number).

Calling Card:

A card issued by Company containing such account numbers assigned to its Customer which enables the charges for calls made to be properly billed on a pre-arranged basis.

Company:

DigitalSpeed Communications, Inc.

Commission:

The Pennsylvania Public Utility Commission

Customer:

The person, firm, corporation, or other entity, which orders or uses service and is responsible for payment of charges and compliance with tariff regulation.

Dedicated Access:

Non-switched access between a Customer's premises and the point of presence of the Company's underlying carrier.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Disconnect or Disconnection:

The termination of a circuit connection between the *Originating Station* and the *Called Station* or the Company's operator.

Measured Service:

The provision of long distance measured time communications telephone service to customers who access the Company's service at its contracted interexchange carriers' switching and call processing equipment by means of access facilities obtained from local exchange common carrier(s). Company contacted interexchange carrier is responsible for arranging the access lines.

Point of Presence:

The point of physical interconnection between the local exchange company's local network and the interexchange carrier's network ("POP").

Subscriber:

See "Customer" definition.

Travel Card:

See "Calling Card" definition.

V & H Coordinates:

Geographic Points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

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SECTION 2 - RULES AND REGULATIONS

2.1. UNDERTAKING OF THE COMPANY

- 2.1.1. Company's services are furnished for telecommunications originating and/or terminating in any area within the Commonwealth of Pennsylvania.
- 2.1.2. Company is a reseller of interexchange telecommunications to Customers for their direct transmission and reception of voice, data, and other types of communications.
- 2.1.3. *Company resells access, switching, transport and termination services provided by interexchange carriers.*
- 2.1.4. Customer's monthly charges for Company's service are based on the total time Customer actually uses the service. For billing purposes, the duration of each call will be rounded up in six (6) second increments unless otherwise specified.
- 2.1.5. Subject to availability, the customer may use authorization codes to identify the users or user groups on an account. The numerical composition of the codes shall be set by Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.
- 2.1.6. The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week.

2.2. LIMITATIONS

- 2.2.1. Service is offered subject to availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.
- 2.2.2. Company reserves the right to immediately disconnect service without incurring liability when necessitated by conditions beyond the company's control or when the customer is using the service in violation of either the provisions of this tariff or the Commission rules.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.2. LIMITATIONS, Continued

- 2.2.3. The Company does not undertake to transmit messages, but offers the use of its facilities when available.
- 2.2.4. *Title to all facilities provided by Company under these regulations remains in Company's name.*
- 2.2.5. Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

2.3. USE

- 2.3.1. Service may be used for the transmission of communications by the customer.
- 2.3.2. Service may not be used for any unlawful purpose or for any purpose for which any payment or other compensation is received by the Customer, except when the Customer is a duly authorized and regulated common carrier. This provision does not prohibit an arrangement between the Customer, authorized user or joint user to share the cost of service.
- 2.3.3. The Company strictly prohibits use of the Company's services without payment or an avoidance of payment by the Customer by fraudulent means or devices including providing falsified calling card numbers or invalid calling card numbers to the Company, providing falsified or invalid credit card numbers to the Company or in any way misrepresenting the identity of the Customer.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.4. LIABILITIES OF THE COMPANY

- 2.4.1. The liability of the Company for damages arising out of mistakes, omission, interruptions, delays, errors or defects in transmission occurring in the course of furnishing service or other facilities and not caused by the negligence of the Customer, commences upon activation of service and in no event exceeds an amount equivalent to the proportionate charge to the Customer for the period of service during which such mistakes, omissions, interruptions, delays, errors, or defects in transmission occur. In no event will the Company be responsible for consequential damages for lost profits suffered by a customer or end user as the result of interrupted or unsatisfactory service. For the purpose of computing such amount a month is considered to have 30 days.
- 2.4.2. Company shall be indemnified and held harmless by the customer against:
- A. Claims for libel, slander, infringement of copyright or unauthorized use of any trademark, trade name or service mark arising out of the material, data, *information or other content transmitted over company's facilities*; and
 - B. Claims for patent infringement arising from combining or connecting company's facilities with apparatus and systems of the Customer; and
 - C. All other claims arising out of any act or omission of the Customer in connection with any service provided by Company.
- 2.4.3. Company is not liable for any defacement of, or damage to, the equipment or premises of a customer resulting from the furnishing of services when such defacement or damage is *not the result of the Company's negligence*.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.4. LIABILITIES OF THE COMPANY, Continued

- 2.4.4. Company shall not be liable for and the Customer indemnifies and holds harmless from any and all loss claims, demands, suits, or other action or liability whatsoever, whether suffered, instituted or asserted by the Customer or by any other party or person, for any personal injury to, death of any person or persons, and for any loss, damage, defacement or destruction of the premises of the Customer or any other property, whether owned by the Customer or by others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of equipment or wiring provided by Company where such installation, operation, failure to operate, maintenance, condition, location or use is not the direct result of Company's negligence.

- 2.4.5. The Company is not liable for any failure of performance hereunder due to causes beyond its control, including, but not limited to, unavoidable interruption in the working of its circuits or those of another common carrier; acts of God: storms, fire, flood, or other catastrophes; any law, order, regulation, direction, action, or request of the United States Government, or any other governmental entity having jurisdiction over the company or of any department, agency, commission, bureau, corporation, or other instrumentality or any one or more of such instrumentality or any one of more of such governmental entities, or of any civil or military authority; national emergencies, insurrections, riots, rebellions, wars, strikes, lockouts, work stoppages, or other labor difficulties; or notwithstanding anything in this tariff to the contrary, the unlawful acts of the Company's agents and employees, if committed beyond the scope of their employment.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.4. LIABILITIES OF THE COMPANY, Continued

- 2.4.6. The Company shall not be liable for damages or adjustments, refunds, or cancellation of charges unless the Customer has notified the Company, in writing, of any dispute concerning charges, or the basis of any claim for damages, after the invoice is rendered by the company for the call giving rise to such dispute or claim, unless ordered by the Commission pursuant to Pennsylvania law. Any such notice must set forth sufficient facts to provide the Company with a reasonable basis upon which to evaluate the Customer's claim or demands.
- 2.4.7. The Company shall not be liable for any damages, including usage charges, that the Customer may incur as a result of the unauthorized use of its communications equipment. The unauthorized use of the Customer's communications equipment includes, but is not limited to, the placement of calls from the Customer's premises and the placement of calls through Customer-controlled or Customer-provisioned equipment that are transmitted or carried over the Company's network services without the authorization of the Customer. The Customer shall be fully liable for all such charges.

2.5. INTERRUPTION OF SERVICE

- 2.5.1. Credit allowance for interruptions of service which are not due to Company's testing or adjusting, to the negligence of the customer, or to the failure of channels, equipment and/or communications equipment provided by the Customer, are subject to the general liability provisions set forth in Section 2.4, herein. It shall be the obligation of the customer to notify Company of any interruptions of service. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission of the Customer, not within the Customer's control.
- 2.5.2. For purposes of credit computation for leased facilities, every month shall be considered to have 720 hours. No credit shall be allowed for an interruption of a continuous duration of less than two hours.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.5. INTERRUPTION OF SERVICE, Continued

2.5.3. The subscriber shall be credited for an interruption of two hours or more at the rate of 1/720th of the monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit formula: $Credit - (A/720) \times B$

A - outage time in hours

B - total monthly charge for affected utility

2.6. RESTORATION OF SERVICE

The use and restoration of service in emergencies shall be in accordance with part 64, Subpart D of the Federal Communications Commission's Rules and Regulations which specifies the priority system for such activities.

2.7. MINIMUM SERVICE PERIOD

The minimum service period is one month (30 days).

2.8. PAYMENTS AND BILLING

2.8.1. The Company complies with the requirements of Chapter 64 in Title 52 regarding billing standards and practices for residential customers. In instances where sections of this tariff may conflict with Chapter 64 regulations, the regulations in Chapter 64 will prevail.

2.8.2. Charges for service are applied on a recurring and nonrecurring basis. Service is provided and billed on a monthly (30 day) basis. The billing date is dependent on the billing cycle assigned to the subscriber. Service continues to be provided until cancelled by the customer on not less than 30 days notice.

2.8.3. The Customer is responsible for the payment of all charges for services furnished to the customer. Charges are based on actual usage, and are billed monthly in arrears.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.8. PAYMENTS AND BILLING, Continued

- 2.8.4. Billing will be payable upon receipt and past due thirty (30) days after issuance and posting of invoice. Bills not paid within thirty-one (31) days after the date of posting are subject to a 1.25% late payment charge for the unpaid balance, or the maximum allowable under State law. Each account shall be granted not less than one complete forgiveness of late payment charge, pursuant to Commission rules. Customers shall be notified the eligibility is used by letter.
- 2.8.5. The name(s) of the Customer(s) desiring to use the service must be set forth in the application for service.
- 2.8.6. Billing disputes should be addressed to Company's Customer Service Organization via telephone to (800)-497-5230.
- 2.8.7. *In the case of a dispute between the Customer and the Company for service furnished to the Customer, which cannot be settled with mutual satisfaction, the Customer can take the following course of action:*
- 2.8.7.1. First, the customer may request, and the Company will perform, an in-depth review of the disputed amount. (The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnection).
- 2.8.7.2. Second, if there is still disagreement about the disputed amount after the investigation and review by a manager of the Company, the Customer may appeal to the Public Utility Commission of Pennsylvania for its investigation and decision.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.8. PAYMENTS AND BILLING, Continued

2.8.7.2., Continued

The address of the Commission is:

Bureau of Consumer Services
P.O. Box 3265
Harrisburg, PA 17105
Telephone: 1-800-782-1110

2.9. CANCELLATION BY CUSTOMER

- 2.9.1. *Customer may cancel service by providing written or oral notice to Company 5 days prior to cancellation.*
- 2.9.2. Customer is responsible for usage charges while still connected to the Company's service and the payment of associated Local Exchange Company charges, if any, for service changes.
- 2.9.3. Any non-recoverable cost of Company expenditures shall be borne by the customer if:
- A. The Customer orders service requiring special facilities dedicated to the Customer's use and then cancels the order before such service begins, before completion of the minimum period or before completion of some the period mutually agreed with the Customer for the non-recoverable portions of expenditures; or
 - B. Liabilities are incurred expressly on behalf of the customer by Company and not fully reimbursed by installation and monthly charges; and
 - C. If based on an order for service and construction has either begun or has been completed, but no service provided.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.10. CANCELLATION BY COMPANY

2.10.1. Company reserves the right to immediately discontinue furnishing the service to customers without incurring liability:

- A. In the event of a condition determined to be hazardous to the customer, to other customers of the utility, to the utilities equipment, the public or to employees of the utility; or
- B. By reason of any order or decision of a court or any other governmental authority which prohibits the Company from furnishing such service; or
- C. If the Company deems such refusal necessary to protect itself or third parties against fraud or to otherwise protect its personnel, agents, facilities or services without notice; or
- D. For unlawful use of the service or use of the service for unlawful purposes; or
- E. If the Customer provides false information to the Company regarding the Customer's identity, address, credit-worthiness, past, current or planned use of Company's services.

2.10.2. Company may discontinue service according to the following conditions upon five (5) days written notice:

- A. For violation of Company's filed tariffs.
- B. For the non-payment of any proper charge as provided by Company's tariff.
- C. For Customer's breach of the contract for service between the utility and customer.
- D. When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.10. CANCELLATION BY COMPANY, Continued

2.10.3. The discontinuance of Service(s) by the Company pursuant to this section does not relieve the Customer of any obligations to pay the Company for charges due and owing for Service(s) furnished up to the time of discontinuance. The remedies set forth herein shall not be exclusive and the company shall at all times be entitled to all the rights available to it under law or equity.

2.10.4. The Company may refuse to permit collect calling, calling card, third number billing which it determines to be fraudulent and/or may limit the use of these billing options or services.

2.11. INTERCONNECTION

2.11.1. Service furnished by Company may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Company. Any special interface of equipment or facilities necessary to achieve compatibility between the facilities of Company and other participating carriers shall be provided at the Customer's expense.

2.11.2. Interconnection between the facilities or services of other carriers shall be under the applicable terms and conditions of the other carriers' tariffs. The Customer is responsible for taking all necessary legal steps for interconnecting customer provided terminal equipment or communications equipment with Company's facilities. The Customer shall secure all licenses, permits, rights-of-way, and other such arrangements necessary for interconnection.

2.12. DEPOSITS AND ADVANCED PAYMENTS

The Company does not require a deposit or advanced payment from the Customer.

2.13. TAXES

Taxes are not included in the tariffed rates.

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SECTION 3 - DESCRIPTION OF SERVICE

3.1. TIMING OF CALLS

- 3.1.1. The subscriber's long distance usage charge is based on the actual usage of Company's service. Usage begins when the receiver of the called number is answered. The moment of the called party's answer is determined by hardware supervision in which the local telephone company sends a signal to the underlying carrier's switch or the software utilizing audio tone detection. The timing of the call occurs when called party answers and terminated when either party hangs up.
- 3.1.2. Unless otherwise specified in this tariff, the minimum call duration for billing purposes is thirty (30) seconds with six (6) second billing increments thereafter.
- 3.1.3. Any portion of an applicable increment, after the appropriate minimum time for the call, will be rounded upward to the next increment. Calls less than the minimum length will be rounded to the minimum length.
- 3.1.4. There is no billing for incomplete calls.

3.2. CALCULATION OF DISTANCE

Usage charges for all mileage sensitive products are based on the airline distance between the serving wire center locations associated with the originating and terminating points of the call. The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers and associated vertical and horizontal coordinates that are produce by Bell Communications Research in the V & H Coordinates Tape and appear in National Exchange Carriers Association Tariff No.4.

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SECTION 3 - DESCRIPTION OF SERVICE, Continued

3.2. CALCULATION OF DISTANCE, Continued

FORMULA:

$$\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}$$

EXAMPLE: Distance between Miami and New York City:

	<u>V</u>	<u>H</u>
Miami	8,351	529
New York	<u>4,997</u>	<u>1,406</u>
Difference	3,354	(877)

Square and add: $11,249,316 + 769,129 = 12,018,445$

Divide by 10 and round: $12,018,445/10 = 1,201,844.5$
1,201,844

Take the square root and round: $1,201,844 = 1,096.2$
1,096 miles

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SECTION 3 - DESCRIPTION OF SERVICE, Continued

3.3. DIGITALSPEED COMMUNICATIONS, INC. TELECOMMUNICATIONS SERVICES

Company provides switched and dedicated telecommunications services which allow a customer to establish a communications path between two stations by using uniform dialing plans. Calls are billed in six (6) second increments. A thirty (30) second initial billing minimum is applicable on each call, unless otherwise specified in this tariff.

DigitalSpeed Communications, Inc. Switched Access Service is a switched access service, offering users both outbound 1 plus and inbound, toll free long distance telecommunications services. The service offers direct dial capabilities of other underlying carrier(s) network services.

DigitalSpeed Communications, Inc. Dedicated Access Service is a dedicated access service, offering users both outbound 1 plus and inbound, toll free long distance telecommunications services over dedicated local access connections to the underlying carrier's point of presence. This service is designed for subscribers with high traffic volumes, whose traffic volumes justify the additional costs of dedicated access facilities.

DigitalSpeed Communications, Inc. Travel Card is a calling card service enabling Switched Access Service subscribers to place calls from any touch tone phone in the United States. Travel Card calls are billed at the Company's rate and appear on the subscriber's monthly long distance bill.

Directory Assistance is provided by DigitalSpeed Communications, Inc. underlying carrier to subscribers of record. The Customer may access the underlying carrier's Directory Assistance by dialing the area code plus 555-1212. The Customer will be billed for such service by DigitalSpeed Communications, Inc., except as stated in this tariff.

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SECTION 3 - DESCRIPTION OF SERVICE, Continued

3.3. DIGITALSPEED COMMUNICATIONS, INC. TELECOMMUNICATIONS SERVICES

DigitalSpeed Communications, Inc. Prepaid Calling Card Service is a discretionary switched access service available to subscribers via a toll free number from any telephone in the United States. The user's account is credited for the amount of calling purchased and is debited as the subscriber places calls, until the account balance is depleted. Subscribers are informed of the amount of calling time remaining on the card at the time they access the Company's equipment and enter a card identification number and are reminded to replenish the account prior to its depletion at one (1) minute prior to the account's depletion. Subscribers may immediately replenish the account at any time by contacting the Company's customer service department and charging the desired amount to a valid credit card or by mailing a check to the Company. If the account is not replenished, access to the Company's underlying carrier network is blocked.

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SECTION 4 - RATES

4.1. SERVICE CHARGES

4.1.1. DigitalSpeed Communications, Inc. Switched Access Outbound Service (Outbound)

	DAYTIME		EVENING		NIGHT	
	Initial 30 Sec.	Add'l 6 Sec.	Initial 30 Sec.	Add'l 6 Sec.	Initial 30 Sec.	Add'l 6 Sec.
Intrastate	\$0.0750	\$0.0150	\$0.0750	\$0.0150	\$0.0750	\$0.0150

4.1.2. DigitalSpeed Communications, Inc. Switched Access Inbound Service (Inbound)

	DAYTIME		EVENING		NIGHT	
	Initial 30 Sec.	Add'l 6 Sec.	Initial 30 Sec.	Add'l 6 Sec.	Initial 30 Sec.	Add'l 6 Sec.
Intrastate	\$0.0750	\$0.0150	\$0.0750	\$0.0150	\$0.0750	\$0.0150

4.1.3 DigitalSpeed Communications, Inc. Dedicated Access Outbound Service

	DAYTIME		EVENING		NIGHT	
	Initial 30 Sec.	Add'l 6 Sec.	Initial 30 Sec.	Add'l 6 Sec.	Initial 30 Sec.	Add'l 6 Sec.
Intrastate	\$0.0600	\$0.0120	\$0.0600	\$0.0120	\$0.0600	\$0.0120

4.1.4. DigitalSpeed Communications, Inc. Dedicated Access Inbound Service

	DAYTIME		EVENING		NIGHT	
	Initial 30 Sec.	Add'l 6 Sec.	Initial 30 Sec.	Add'l 6 Sec.	Initial 30 Sec.	Add'l 6 Sec.
Intrastate	\$0.0600	\$0.0120	\$0.0600	\$0.0120	\$0.0600	\$0.0120

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SECTION 4 - RATES, Continued

4.1. SERVICE CHARGES, Continued

4.1.5. DigitalSpeed Communications, Inc. Travel Card Service

Access charge per call	\$0.50
Rate per minute	\$0.20

4.1.6. Directory Assistance

Rate per access	\$0.95
-----------------	--------

4.1.7. DigitalSpeed Communications, Inc. Prepaid Calling Card Service

Rate per minute	\$0.25
Surcharge per call	\$0.50

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SECTION 4 - RATES, Continued

4.2. TIME PERIODS

The application periods for the service are:

	Mon	Tue	Wed	Thur	Fri	Sat	Sun
8:00 AM to 4:59 PM	Day	Day	Day	Day	Day	Eve	Eve
5:00 PM to 10:59 PM	Eve	Eve	Eve	Eve	Eve	Eve	Eve
11:00 PM to 7:59 AM	Night	Night	Night	Night	Night	Night	Night

Night Rate applies to selected holidays (New Year's Day, July 4, Labor Day, Thanksgiving and Christmas). On these holidays the Night Rate applies all day, unless a lower rate would normally apply.

4.3. DISCOUNTS FOR HEARING IMPAIRED CUSTOMERS

A telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDDs for communicating with hearing or speech impaired persons will receive, upon request, credit or charges for certain intrastate toll calls placed between TDDs. The credit to be given on a subsequent bill for such calls will be equal to applying the evening rate during business day hours and the night/weekend rate during the evening rate period. Discounts do not apply to surcharges or per call add on charges for service that would normally incur the surcharge.

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PENNSYLVANIA TELECOMMUNICATIONS TARIFF

OF

DigitalSpeed Communications, Inc.

1811 Chestnut Street, Suite 304, Philadelphia, PA 19145

LOCAL EXCHANGE TELECOMMUNICATIONS SERVICE

In

The Commonwealth of Pennsylvania

In the Service Areas of

Verizon Pennsylvania, Inc.

This tariff contains the descriptions, regulations and rates applicable to the furnishing of telecommunications services provided by DigitalSpeed Communications, Inc. ("DSC") within the Commonwealth of Pennsylvania. This tariff is on file with the Pennsylvania Public Utility Commission ("Commission"). Copies may be inspected during normal business hours at the Company's principal place of business: 1811 Chestnut Street, Suite 304, Philadelphia, PA 19103.

Issued: _____
Issued By: _____

Effective Date: _____

Joseph A. Polito, Jr
DigitalSpeed Communications, Inc
1811 Chestnut Street, Suite 304
Philadelphia, PA 19103
215-567-7800

CHECK SHEET

The Title Sheet and Sheets 1 through 116 inclusive of this Tariff are effective as of the date shown at the bottom of the respective sheets(s). Revised sheets as named below contain all changes from the original filing that are in effect on the date listed.

<u>SHEET</u>	<u>REVISION</u>	<u>SHEET</u>	<u>REVISION</u>
Title	Original	26	Original
1	Original	27	Original
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Joseph A. Polito, Jr
 DigitalSpeed Communications, Inc
 1811 Chestnut Street, Suite 304
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CHECK SHEET, Continued

<u>SHEET</u>	<u>REVISION</u>	<u>SHEET</u>	<u>REVISION</u>	<u>SHEET</u>	<u>REVISION</u>
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911 Coordinators

LEGEND



Indicates 911 Coordinators Contacted

<p>Adams Ms. Donna M. Powers County Courthouse, Room 6 111-117 Baltimore Street Gettysburg, PA 17325-2313 Office Phone: 717-334-8603 Additional Phone: 717-334-8603 911 ctr Fax: 717-334-1822 Email: dpowers@acc.pa.net</p>	<p>Allegheny Mr Robert Harvey 400 North Lexington Street Pittsburgh, PA 15208-2521 Office Phone: 412-473-3372 9-1-1 Ctr Additional Phone: 412-473-3360 Fax: 412-473-2589 Email: bjones@county.allegheny.pa.us</p>
<p>Armstrong Mrs. Marie Mores 450 East Market Street Kittanning, PA 16201-1409 Office Phone: 724-548-3430 Additional Phone: 724-548-5105 Fax: 724-548-3243 Email: armstrong911.mores@alltel.net</p>	<p>Beaver Mr. Russell T Chiodo 250 East End Avenue Beaver, PA 15009 Office Phone: 724-775-1700 Additional Phone: 724-773-3103 911 ctr Fax: 724-775-1163 Email: kjoy@co.beaver.pa.us</p>
<p>Bedford Ms. Pam Cober 130 Vondersmith Avenue Bedford, PA 15522 Office Phone: 814-623-1878 Additional Phone: 814-623-1105 911 ctr Fax: 814-623-0799 Email: bedema@bedford.net</p>	<p>Berks Ms. Daphne Miller 18th Floor 33 North 6th Street Reading, PA 19601 Office Phone: 610-655-4901 Additional Phone: 610-655-4931>4937 911 ctr Fax: 610-655-4999 Email: dmiller@countyofberks.com</p>
<p>Blair Mr. Jeffry J Fornwalt Blkair County 911 Center 615 4th. St. Altoona, PA 16602 Office Phone: 814-940-5900 Additional Phone: 814-940-5910 Fax: 814-940-5907 Email: blair911@aasdcatt.com</p>	<p>Bradford Mr. Jeff Overdorff R. D. #1, Box 179-C Towanda, PA 18848 Office Phone: 570-265-9102 Additional Phone: 570-265-3131 911 ctr Fax: 570-265-4774 Email: bcrema@epix.net</p>
<p>Bucks Mr. Brenton T Wiggins Administration Building Broad & Court Streets Doylestown, PA 18901 Office Phone: 215-348-6626 Additional Phone: 215-348-6600 911 ctr Fax: 215-348-6689 Email: btwiggins@co.bucks.pa.us</p>	<p>Butler Mr. Frank P Matis 309 Sunnyview Circle Butler, PA 16001-3549 Office Phone: 724-284-5211 Additional Phone: 724-287-7769 Fax: 724-287-8024 Email: fmatis@co.butler.pa.us</p>

911 Coordinators (cont'd)

<p>Cambria Ms. Robbin Melnyk 401 Candlelight Drive Suite 100 Ebensburg, PA 15931 Office Phone: 814-472-2050 Additional Phone: 814-472-2072 Fax: 814-472-2057 Email: rmelnyk@co.cambria.pa.us</p>	<p>Cameron Mr. Kevin Johnson 20 E. 5th Street Emporium, PA 15834 Office Phone: 814-486-1137 Fax: 814-486-1139 Email: camoes@adelphia.net</p>
<p>Carbon Mr. Dick McGettigan 1264 Emergency Lane Nesquehoning, PA 18240 Office Phone: 570-325-9123 Additional Phone: 570-325-9111 Fax: 570-325-9121 Email: cc911gck@ptd.net</p>	<p>Centre Mr. Dan Tancibok Willowbank Office Building 420 Holmes Street Bellefonte, PA 16823 Office Phone: 814-355-6800 Additional Phone: 814-355-6904 Fax: 814-355-6776 Email: datancib@co.centre.pa.us</p>
<p>Chester Mr. Edward J Atkins Government Service Center 601 Westtown Road, Suite 12 West Chester, PA 19380-0990 Office Phone: 610-344-5000 Additional Phone: 610-344-5100 Fax: 610-344-5050 Email: eatkins@chesco.org</p>	<p>City of Allentown Mr. Joseph D'Annibale Department of Public Safety 1304 Fairview Street, Rear Allentown, PA 18102 Office Phone: 610-437-7771 Additional Phone: 610-437-8715/8716 Fax: 610-437-8718 Email: dannibale@allentowncity.org</p>
<p>City of Bethlehem Captain Frederick Mills 10 East Church Street Bethlehem, PA 18018-6025 Office Phone: 610-865-7187 Additional Phone: 610-865-7155 Direct Fax: 610-865-7389</p>	<p>City of Dubois Mr. Nicholas Shaginaw 16 West Scribner Avenue DuBois, PA 15801 Office Phone: 814-371-2323 Fax: 814-375-2702</p>
<p>City of Pittsburgh Mr. John S Rowntree Emergency Operations Center 2925 Railroad Street Pittsburgh, PA 15201 Office Phone: 412-255-2916 Additional Phone: 412-255-2293 Fax: 412-255-4721 Email: john.rowntree@city.pittsburgh.pa.us</p>	<p>Clarion Ms Marcie Emhoff 421 Madison Road Clarion, PA 16214 Office Phone: 814-226-1172 Additional Phone: 814-226-7020 9-1-1 Ctr Email: memhoff@oes.clarion.pa.us</p>
<p>Clearfield Ms. Sharon B Porter 911 Leonard Street Clearfield, PA 16830-3245 Office Phone: 814-765-1407 Additional Phone: 814-765-1533 Fax: 814-768-9920 Email: 911director@clearfieldco.org</p>	<p>Clinton Mr. Dennis Caprio 22 Cree Drive Lock Haven, PA 17745 Office Phone: 570-893-4096 Additional Phone: 570-748-8800 Fax: 570-893-4044 Email: dcaprio@cub.kcnet.org</p>

911 Coordinators

<p>Columbia Mr. Ronald F Kozma Court House P.O. Box 380 Bloomsburg, PA 17815 Office Phone: 570-784-6300 Additional Phone: 570-784-6300 Fax: 570-784-2975 Email: rkozma@columbiapa.org</p>	<p>Crawford Mr. Stephen M Watt 903 Diamond Park Meadville, PA 16335 Office Phone: 814-724-8110 Fax: 814-724-2563 Email: swatt@toolcity.net</p>
<p>Cumberland Mr. Ted Wise 1 Courthouse Square Carlisle, PA 17013 Office Phone: 717-240-6400 Additional Phone: 717-238-9676 Fax: 717-245-8710 Email: twise@ccpa.net</p>	<p>Dauphin Mr. Robb Wentzel 911 Gibson Boulevard Steelton, PA 17113-1988 Office Phone: 717-558-6800 Additional Phone: 717-558-6810 Fax: 717-558-6950 Email: rwentzel@dauphinc.org</p>
<p>Delaware Mr. James J Knapp Government Center Building Media, PA 19063-5594 Office Phone: 610-891-5400 Additional Phone: 610-565-8700(Truitt) Fax: 610-891-5401 Email: knappj@co.delaware.pa.us</p>	<p>Elk Ms. Bernice Jarbeck P.O. Box 448 Ridgway, PA 15853-0448 Office Phone: 814-772-0006 Additional Phone: 814-772-0000 Fax: 814-772-1697 Email: bjarbeck@ncentral.com</p>
<p>Erie Mr. John R, Grappy (Acting) 1714 French Street Erie, PA 16501 Office Phone: 814-870-9934 Additional Phone: 814-870-1911(24 Hr) Fax: 814-870-9930 Email: jgrappy@ecema.org</p>	<p>Fayette Mr. L. Guy Napolillo 24 East Main Street Uniontown, PA 15401 Office Phone: 724-430-1277 Additional Phone: 724-430-9114 Fax: 724-430-1281 Email: gnapolillo@fcema.org</p>
<p>Forest Mr. Jack B Kennedy R. D. #1 Tidioute, PA 16351 Office Phone: 814-755-3541 Fax: 814-755-4404</p>	<p>Franklin Mr. Gerald A Flasher Court House 157 Lincoln Way East Chambersburg, PA 17201 Office Phone: 717-264-2813 Additional Phone: 717-264-1633/267-2801 Fax: 717-267-3493 Email: jflasher@co.franklin.pa.us</p>
<p>Fulton Ms. Lisa Sherman 116 W. Market St. McConnellsburg, PA 17233 Office Phone: 717-485-3717 Fax: 717-485-9421 Email: ema@fultoncntypa.org</p>	<p>Greene Ms. Olga Jo Lewis 55 West Greene Street Waynesburg, PA 15370-8070 Office Phone: 724-852-5204 Additional Phone: 724-627-5387 Fax: 724-627-5342 Email: gclepc@greenepa.ne</p>

911 Coordinators

<p>Huntingdon Mr. John Harris 530 Washington Street Huntingdon, PA 16652 Office Phone: 814-643-6821 Additional Phone: 814-643-6820 911 Ctr Fax: 814-643-2644 Email: jharris@huntingdonboro.com</p>	<p>Indiana Mr. Paul R Beatty 85 Haven Dr. Indiana, PA 15701 Office Phone: 724-349-9300 Additional Phone: 724-349-1428 911 Ctr Fax: 724-465-3868 Email: pbeatty@indianacounty.org</p>
<p>Jefferson Mr. Charles P Catanzarito Emergency Services Building R. D. #5, Box 44B Brookville, PA 15825 Office Phone: 814-849-3185 Additional Phone: 814-849-1640 911 Ctr. Fax: 814-849-1689 Email: jefferson911@alltel.net</p>	<p>Juniata Mr. Fred Naylor P.O. Box 68 Court House Mifflintown, PA 17059 Office Phone: 717-436-2181 Additional Phone: 717-436-8448 Fax: 717-436-7733 Email: fnaylor@co.juniata.pa.us</p>
<p>Lackawanna Mr. Gerard Gaughan 200 Adams Avenue Scranton, PA 18503 Office Phone: 570-963-6700 Additional Phone: 570-342-9111 911 Ctr. Fax: 570-963-6529 Email: gtgaughan@aol.com</p>	<p>Lancaster Mr. Michael W Weaver 28 South Charlotte Street P.O. Box 219 Manheim, PA 17545-0219 Office Phone: 717-664-1100 Additional Phone: 717-664-1180 911Ctr Fax: 717-664-1127 Email: mweaver@co.lancaster.pa.us</p>
<p>Lawrence Mr. Frank Jannetti 110 E. Lincoln St. New Castle, PA 16101 Office Phone: 724-656-4927 Additional Phone: 724-656-9300 911 ctr Fax: 724-658-5760 Email: lcema@co.lawrence.pa.us</p>	<p>Lebanon Mr. Dan Kaufman Room 12 County-City Building Lebanon, PA 17042 Office Phone: 717-272-7621 Additional Phone: 717-272-2025 911 ctr Fax: 717-272-9509 Email: dan@lebanonema.org</p>
<p>Lehigh Ms. Laurie R Bailey Lehigh County Court House 455 West Hamilton Street Allentown, PA 18101 Office Phone: 610-782-3087 Additional Phone: 610-437-5252 ctr Fax: 610-782-3428 Email: lauriebailey@lehighcounty.org Website: www.lehighema.org</p>	<p>Luzerne Mr. Norbert R O'Donnell 100 Young St. Wilkes-Barre, PA 18711-1001 Office Phone: 570-826-3080 Additional Phone: 570-819-4923 911 ctr Fax: 570-826-3056 Email: nodonnell@epix.net</p>
<p>Lycoming Ms. Connie J. Turner 542 County Farm Road Suite 101 Montoursville, PA 17754 Office Phone: 570-433-4461, Ext. 608 Additional Phone: 570-433-3166 911 ct Fax: 570-433-4435 Email: connie_turner.Lyco@lyco.org</p>	<p>McKean Mr. Jim Lewis 17013 Route 6 Smethport, PA 16749 Office Phone: 814-887-5070 Additional Phone: 814-887-4911 911 ctr Fax: 814-887-4910 Email: mckeanco911@direcway.com</p>

911 Coordinators (cont'd)

<p>Mercer Vacant 205 S. Erie Street Mercer, PA 16137 Office Phone: 724-662-6100 x 222 Additional Phone: 724-662-6110 911 ctr Fax: 724-662-6145</p>	<p>Mifflin Mr. Philip C Lucus Jr. 20 North Wayne Street Lewistown, PA 17044 Office Phone: 717-248-9645 Additional Phone: 717-248-9607 911 ctr Fax: 717-248-0300 Email: plucas@mifflinmail.com</p>
<p>Monroe Mr. Gary Hoffman Monroe County Public Safety Center 100 Gypsum Road Stroudsburg, PA 18360 Office Phone: 570-992-4500 Email: ghoffman@monroeco911.com</p>	<p>Montgomery Mr. Stephen D. Keeley 50 Eagleville Road Eagleville, PA 19403 Office Phone: 610-631-6509 Additional Phone: 610-631-6541 911 ctr Fax: 610-631-6536 Email: skeeley@mail.montcopa.org</p>
<p>Montour Mr. Walter H Peters III 30 Woodbine Lane Danville, PA 17821 Office Phone: 570-271-3045 Additional Phone: 570-275-1911 911 ctr Fax: 570-271-3078 Email: montour@chilitech.net</p>	<p>Northampton Mr. Richard Teasdale Greystone Bldg. R8 Gracedale Ave. Nazareth, PA 18064-9278 Office Phone: 610-746-3194 Additional Phone: 610-330-2200 911 ctr Fax: 610-746-3199 Email: dteas@epix.net</p>
<p>Northumberland Mr. Raymond Siko II Department of Public Safety 911 Greenough Street, Suite 2 Sunbury, PA 17801 Office Phone: 570-988-4441 Additional Phone: 570-988-4539 911 ctr Fax: 570-988-4546 Email: raysiko@sunlink.net</p>	<p>Perry Mr. Larry Smeigh P.O. Box 37 New Bloomfield, PA 17068 Office Phone: 717-582-2131, x-256 Additional Phone: 717-582-4311 911 ctr Fax: 717-582-5165 Email: lsmeigh@perryco.org</p>
<p>Philadelphia Mr Joe James Department of Public Property Room 632, City Hall Philadelphia, PA 19102 Office Phone: 215-686-4444 Additional Phone: 215-686-1776 911 ctr Fax: 215-686-9639</p>	<p>Pike Mr. J. Bernard Swartwood Administration Building 506 Broad Street Milford, PA 18337 Office Phone: 570-296-3465 Additional Phone: 570-296-7700 911 ctr Fax: 570-296-3550 Email: 911@pikepa.org</p>
<p>Potter Mr. John P Hetrick 24 Buffalo Street Coudersport, PA 16915 Office Phone: 814-274-8900 Additional Phone: 814-274-8690 PSP Fax: 814-274-8901 Email: potterema@adelphia.net</p>	<p>Schuylkill Mr. John Mercuri 435 North Centre Street Pottsville, PA 17901 Office Phone: 570-621-9911 Additional Phone: 570-621-9901 911 ctr Fax: 570-621-9999 Email: jmercuri@co.schuylkill.pa.us</p>

911 Coordinators (cont'd)

<p>Snyder Mr. William Michaels RR#1 Box 130-K Selinsgrove, PA 17870 Office Phone: 570-372-0535 Additional Phone: 570-837-0606 911 ctr Fax: 570-837-1859 Email: wmichael@snydercounty.org</p>	<p>Somerset Mr. David L. Fox 111 East Union Street Somerset, PA 15501 Office Phone: 814-445-1525 Additional Phone: 814-445-1525 911 ctr Fax: 814-443-1090 Email: fox@co.somerset.pa.us</p>
<p>Sullivan Ms. Merri A Montgomery Court House Laporte, PA 18626 Office Phone: 570-946-5010 Additional Phone: Back Ctr Fax: 570-946-4122 Email: suldes@epix.net</p>	<p>Susquehanna Ms. Dawn Watson 31 Public Avenue Montrose, PA 18801 Office Phone: 570-278-4600, x-250 Additional Phone: 570-278-3841 911 ctr Fax: 570-278-9269 Email: susq911@epix.net</p>
<p>Tioga Mr. David R Cohick Court House 118 Main Street Wellsboro, PA 16901 Office Phone: 570-724-9110 Additional Phone: 570-724-7911 911 ctr Fax: 570-724-6819 Email: tclepc@epix.net</p>	<p>Union Mr. Thomas W Hess 103 South Second Street Lewisburg, PA 17837-1996 Office Phone: 570-523-3201 Additional Phone: 570-523-1113 911 ctr Fax: 570-524-8720 Email: thess@unionco.org</p>
<p>Venango Mr. Richard J Graff 1052 Grandview Road Oil City, PA 16301 Office Phone: 814-677-0325 Additional Phone: 814-676-4545 911 ctr Fax: 814-677-7459 Email: graff@csonline.net</p>	<p>Warren Mr. Kenneth Klakamp Court House 333 Hickory Street Warren, PA 16365 Office Phone: 814-723-8478 Additional Phone: 814-723-7553 dispatch Fax: 814-723-7895 Email: kklakamp@warren-county.net</p>
<p>Washington Mr. Jeffrey Yates Department of Public Safety 100 W. Beau Street, C-1 Washington, PA 15301 Office Phone: 724-228-6911 Additional Phone: 724-229-4607 911 ctr Fax: 724-223-4706 Email: yatesj@wc.co.washington.pa.us</p>	<p>Wayne Mr. Marty Hedgelon Courthouse Annex 925 Court Street Honesdale, PA 18431-1996 Office Phone: 570-253-9458 Additional Phone: 570-253-3109 911 ctr Fax: 570-253-2943 Email: martyhedgelon@hotmail.com</p>

911 Coordinators

<p>Westmoreland Mr. Joseph Niedzalkoski Court House Square Greensburg, PA 15601 Office Phone: 724-830-3007 Additional Phone: 724-830-3012 911 ctr Fax: 724-830-3666 Email: jniedzal@co.westmoreland.pa.us</p>	<p>Wyoming Mr. Chuck Story 880 SR-6 West Tunkhannock, PA 18657 Office Phone: 570-836-6161 911 ctr Additional Phone: 570-836-2137 Fax: 570-836-8887 Email: chief140@prodigy.net</p>
<p>York Mr. Robert Fasick 108 Pleasant Acres Road York, PA 17402 Office Phone: 717-840-4844 Fax: 717-840-7553 Email: rbfasick@york-county.org</p>	

23. **VERIFICATION STATEMENT:** Attach to the Application a verification statement as follows:

[Commonwealth/State] of Pennsylvania :

County of Philadelphia : ss.

Joseph A. Polito, Jr., Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

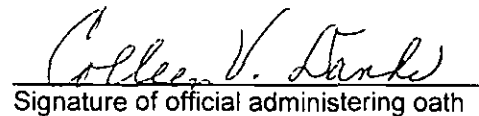
He is the **Vice President** of **DigitalSpeed Communications, Inc.**

That he is authorized to and does make this affidavit for said corporation;

That the facts above set forth are true and correct to the best of his knowledge, information, and belief and that he expects said corporation to be able to prove the same at any hearing hereof.


Signature of Affiant

Sworn and subscribed before me this 24 day of November, 2003.
Month Year


Signature of official administering oath

My Commission expires _____
NOTARIAL SEAL
COLLEEN V. DANKS, Notary Public
City of Philadelphia, Phila. County
My Commission Expires March 29, 2004
Pennsylvania

CERTIFICATE OF SERVICE

I, Melissa Conway, hereby certify that I have caused a signed and verified copy of the foregoing Application of DigitalSpeed Communications, Inc. for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public in the Commonwealth of Pennsylvania to be served on this 25th day of November 2003, via first class mail, upon the following:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, Pennsylvania 17101-1923

Office of the Attorney General
Office of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, Pennsylvania 17120

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, Pennsylvania 17101

Mr. Edwin F. Hall
Verizon Pennsylvania, Inc.
1717 Arch Street
Philadelphia, PA 19103


Melissa Conway

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF PENNSYLVANIA

ORIGINAL

Application of)
)
DigitalSpeed Communications, Inc.)
)
for a Approval to Offer, Render, Furnish,)
or Supply Telecommunications Service)
as an Interexchange Toll Reseller, Facilities-)
Based Competitive Local Exchange Carrier and)
Competitive Access Provider to the Public in the)
Commonwealth of Pennsylvania)

Application Docket No. A-311294

MOTION FOR LEAVE TO FILE
CERTAIN INFORMATION
UNDER SEAL

DigitalSpeed Communications, Inc. (“DigitalSpeed” or “Applicant”), pursuant to Section 5.423 of the Commission’s Regulations, 52 PA. CODE §5.423, hereby requests that the information contained in *Exhibits C and D* attached to its Application for approval to offer, render, furnish, or supply telecommunication services as an Interexchange Toll Reseller, Facilities-Based Competitive Local Exchange Carrier and Competitive Access Provider to the public in the Commonwealth of Pennsylvania, filed concurrently with this Motion, be filed under seal and accorded confidential treatment.


Exhibit C contains financial statements showing the financial capability of Applicant to provide telecommunications services in Pennsylvania. *Exhibit D* contains Applicant’s projected financial statements for the first year of operations in Pennsylvania. Because Applicant is a privately held company, and its affiliate under common ownership that is providing financial security likewise is a privately held company, this information is not publicly available. Furthermore, because Applicant will be operating in a highly

competitive market, public availability of this information will disadvantage Applicant vis-à-vis its competitors, who could use this information to their own competitive advantage. Release of this information to the public through this Application would cause unfair economic and competitive damage and substantially harm DigitalSpeed's ability to conduct its business.

Therefore, Applicant respectfully requests that the information contained in *Exhibits C and D* be filed under seal and accorded confidential treatment.

Respectfully submitted,

DIGITALSPEED COMMUNICATIONS, INC.

By: 
Steven A. Augustino
Melissa S. Conway
KELLEY, DRYE & WARREN LLP
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036
(202) 955-9600

Its Attorneys

Dated: November 25, 2003

KELLEY DRYE & WARREN

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November 25, 2003

VIA UPS

Mr. James McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
Second Floor - Room N201
Harrisburg, PA 17120

Re: Application of DigitalSpeed Communications, Inc. for Approval of
Authority to Offer, Render, Furnish or Supply Telecommunications
Services and Motion for Leave to File Certain Information Under Seal

Dear Mr. McNulty :

A-311294; F0002; F0003

Enclosed please find an original and three (3) copies of the above-referenced
Application of DigitalSpeed Communications, Inc. ("DSC") to operate as an interexchange toll
reseller, facilities-based competitive local exchange carrier and competitive access provider,
including all required attachments and proposed tariffs, with rates. Also enclosed is a check in
the amount of \$250 to cover the requisite filing fee.

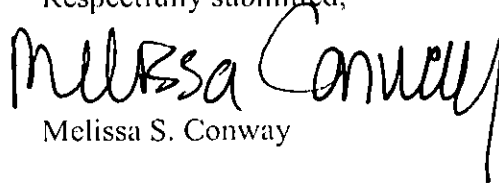
Please note that DSC also submits a Motion for Leave to File Certain Information
Under Seal. This Motion pertains to the financial information included in Exhibits C and D,
which DSC respectfully requests be kept confidential.

DOCUMENT
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Mr. James McNulty, Secretary
November 25, 2003
Page Two

Also enclosed is a duplicate copy of this filing. Please date-stamp the duplicate upon receipt and return it in the self-addressed, postage-paid envelope provided. Should there be any questions regarding this matter, please do not hesitate to contact the undersigned at (202) 955-9667.

Respectfully submitted,


Melissa S. Conway

Enclosures

cc: Service list

Joseph A. Polito, Jr.

911 Coordinators

LEGEND



Indicates 911 Coordinators Contacted

<p>Adams Ms. Donna M. Powers County Courthouse, Room 6 111-117 Baltimore Street Gettysburg, PA 17325-2313 Office Phone: 717-334-8603 Additional Phone: 717-334-8603 911 ctr Fax: 717-334-1822 Email: dpowers@acc.pa.net</p>	<p>Allegheny Mr Robert Harvey 400 North Lexington Street Pittsburgh, PA 15208-2521 Office Phone: 412-473-3372 9-1-1 Ctr Additional Phone: 412-473-3360 Fax: 412-473-2589 Email: bjones@county.allegheny.pa.us</p>
<p>Armstrong Mrs. Marie Mores 450 East Market Street Kittanning, PA 16201-1409 Office Phone: 724-548-3430 Additional Phone: 724-548-5105 Fax: 724-548-3243 Email: armstrong911.mores@alltel.net</p>	<p>Beaver Mr. Russell T Chiodo 250 East End Avenue Beaver, PA 15009 Office Phone: 724-775-1700 Additional Phone: 724-773-3103 911 ctr Fax: 724-775-1163 Email: kjoy@co.beaver.pa.us</p>
<p>Bedford Ms. Pam Cober 130 Vondersmith Avenue Bedford, PA 15522 Office Phone: 814-623-1878 Additional Phone: 814-623-1105 911 ctr Fax: 814-623-0799 Email: bedema@bedford.net</p>	<p>Berks Ms. Daphne Miller 18th Floor 33 North 6th Street Reading, PA 19601 Office Phone: 610-655-4901 Additional Phone: 610-655-4931>4937 911 ctr Fax: 610-655-4999 Email: dmiller@countyofberks.com</p>
<p>Blair Mr. Jeffry J Fornwalt Blkair County 911 Center 615 4th. St. Altoona, PA 16602 Office Phone: 814-940-5900 Additional Phone: 814-940-5910 Fax: 814-940-5907 Email: blair911@aasdcat.com</p>	<p>Bradford Mr. Jeff Overdorff R. D. #1, Box 179-C Towanda, PA 18848 Office Phone: 570-265-9102 Additional Phone: 570-265-3131 911 ctr Fax: 570-265-4774 Email: bcrema@epix.net</p>
<p>Bucks Mr. Brenton T Wiggins Administration Building Broad & Court Streets Doylestown, PA 18901 Office Phone: 215-348-6626 Additional Phone: 215-348-6600 911 ctr Fax: 215-348-6689 Email: btwiggins@co.bucks.pa.us</p>	<p>Butler Mr. Frank P Matis 309 Sunnyview Circle Butler, PA 16001-3549 Office Phone: 724-284-5211 Additional Phone: 724-287-7769 Fax: 724-287-8024 Email: fmatis@co.butler.pa.us</p>

911 Coordinators

<p>Columbia Mr. Ronald F Kozma Court House P.O. Box 380 Bloomsburg, PA 17815 Office Phone: 570-784-6300 Additional Phone: 570-784-6300 Fax: 570-784-2975 Email: rkozma@columbiapa.org</p>	<p>Crawford Mr. Stephen M Watt 903 Diamond Park Meadville, PA 16335 Office Phone: 814-724-8110 Fax: 814-724-2563 Email: swatt@toolcity.net</p>
<p>Cumberland Mr. Ted Wise 1 Courthouse Square Carlisle, PA 17013 Office Phone: 717-240-6400 Additional Phone: 717-238-9676 Fax: 717-245-8710 Email: twise@ccpa.net</p>	<p>Dauphin Mr. Robb Wentzel 911 Gibson Boulevard Steelton, PA 17113-1988 Office Phone: 717-558-6800 Additional Phone: 717-558-6810 Fax: 717-558-6950 Email: rwentzel@dauphinc.org</p>
<p>Delaware Mr. James J Knapp Government Center Building Media, PA 19063-5594 Office Phone: 610-891-5400 Additional Phone: 610-565-8700(Truitt) Fax: 610-891-5401 Email: knappj@co.delaware.pa.us</p>	<p>Elk Ms. Bernice Jarbeck P.O. Box 448 Ridgway, PA 15853-0448 Office Phone: 814-772-0006 Additional Phone: 814-772-0000 Fax: 814-772-1697 Email: bjarbeck@ncentral.com</p>
<p>Erie Mr. John R, Grappy (Acting) 1714 French Street Erie, PA 16501 Office Phone: 814-870-9934 Additional Phone: 814-870-1911(24 Hr) Fax: 814-870-9930 Email: jgrappy@ecema.org</p>	<p>Fayette Mr. L. Guy Napolillo 24 East Main Street Uniontown, PA 15401 Office Phone: 724-430-1277 Additional Phone: 724-430-9114 Fax: 724-430-1281 Email: gnapolillo@fcema.org</p>
<p>Forest Mr. Jack B Kennedy R. D. #1 Tidioute, PA 16351 Office Phone: 814-755-3541 Fax: 814-755-4404</p>	<p>Franklin Mr. Gerald A Flasher Court House 157 Lincoln Way East Chambersburg, PA 17201 Office Phone: 717-264-2813 Additional Phone: 717-264-1633/267-2801 Fax: 717-267-3493 Email: jflasher@co.franklin.pa.us</p>
<p>Fulton Ms. Lisa Sherman 116 W. Market St. McConnellsburg, PA 17233 Office Phone: 717-485-3717 Fax: 717-485-9421 Email: ema@fultoncntypa.org</p>	<p>Greene Ms. Olga Jo Lewis 55 West Greene Street Waynesburg, PA 15370-8070 Office Phone: 724-852-5204 Additional Phone: 724-627-5387 Fax: 724-627-5342 Email: gclepc@greenepa.ne</p>

911 Coordinators

<p>Huntingdon Mr. John Harris 530 Washington Street Huntingdon, PA 16652 Office Phone: 814-643-6821 Additional Phone: 814-643-6820 911 Ctr Fax: 814-643-2644 Email: jharris@huntingdonboro.com</p>	<p>Indiana Mr. Paul R Beatty 85 Haven Dr. Indiana, PA 15701 Office Phone: 724-349-9300 Additional Phone: 724-349-1428 911 Ctr Fax: 724-465-3868 Email: pbeatty@indianacounty.org</p>
<p>Jefferson Mr. Charles P Catanzarito Emergency Services Building R. D. #5, Box 44B Brookville, PA 15825 Office Phone: 814-849-3185 Additional Phone: 814-849-1640 911 Ctr. Fax: 814-849-1689 Email: jefferson911@alltel.net</p>	<p>Juniata Mr. Fred Naylor P.O. Box 68 Court House Mifflintown, PA 17059 Office Phone: 717-436-2181 Additional Phone: 717-436-8448 Fax: 717-436-7733 Email: fnaylor@co.juniata.pa.us</p>
<p>Lackawanna Mr. Gerard Gaughan 200 Adams Avenue Scranton, PA 18503 Office Phone: 570-963-6700 Additional Phone: 570-342-9111 911 Ctr. Fax: 570-963-6529 Email: gtgaughan@aol.com</p>	<p>Lancaster Mr. Michael W Weaver 28 South Charlotte Street P.O. Box 219 Manheim, PA 17545-0219 Office Phone: 717-664-1100 Additional Phone: 717-664-1180 911Ctr Fax: 717-664-1127 Email: mweaver@co.lancaster.pa.us</p>
<p>Lawrence Mr. Frank Jannetti 110 E. Lincoln St. New Castle, PA 16101 Office Phone: 724-656-4927 Additional Phone: 724-656-9300 911 ctr Fax: 724-658-5760 Email: lcema@co.lawrence.pa.us</p>	<p>Lebanon Mr. Dan Kaufman Room 12 County-City Building Lebanon, PA 17042 Office Phone: 717-272-7621 Additional Phone: 717-272-2025 911 ctr Fax: 717-272-9509 Email: dan@lebanonema.org</p>
<p>Lehigh Ms. Laurie R Bailey Lehigh County Court House 455 West Hamilton Street Allentown, PA 18101 Office Phone: 610-782-3087 Additional Phone: 610-437-5252 ctr Fax: 610-782-3428 Email: lauriebailey@lehighcounty.org Website: www.lehighema.org</p>	<p>Luzerne Mr. Norbert R O'Donnell 100 Young St. Wilkes-Barre, PA 18711-1001 Office Phone: 570-826-3080 Additional Phone: 570-819-4923 911 ctr Fax: 570-826-3056 Email: nodonnell@epix.net</p>
<p>Lycoming Ms. Connie J. Turner 542 County Farm Road Suite 101 Montoursville, PA 17754 Office Phone: 570-433-4461, Ext. 608 Additional Phone: 570-433-3166 911 ct Fax: 570-433-4435 Email: connie_turner.Lyco@lyco.org</p>	<p>McKean Mr. Jim Lewis 17013 Route 6 Smethport, PA 16749 Office Phone: 814-887-5070 Additional Phone: 814-887-4911 911 ctr Fax: 814-887-4910 Email: mckeanco911@direcway.com</p>

911 Coordinators (cont'd)

<p>Mercer Vacant 205 S. Erie Street Mercer, PA 16137 Office Phone: 724-662-6100 x 222 Additional Phone: 724-662-6110 911 ctr Fax: 724-662-6145</p>	<p>Mifflin Mr. Phillip C Lucas Jr. 20 North Wayne Street Lewistown, PA 17044 Office Phone: 717-248-9645 Additional Phone: 717-248-9607 911 ctr Fax: 717-248-0300 Email: plucas@mifflinmail.com</p>
<p>Monroe Mr. Gary Hoffman Monroe County Public Safety Center 100 Gypsum Road Stroudsburg, PA 18360 Office Phone: 570-992-4500 Email: ghoffman@monroeco911.com</p>	<p>Montgomery Mr. Stephen D. Keeley 50 Eagleville Road Eagleville, PA 19403 Office Phone: 610-631-6509 Additional Phone: 610-631-6541 911 ctr Fax: 610-631-6536 Email: skeeley@mail.montcopa.org</p>
<p>Montour Mr. Walter H Peters III 30 Woodbine Lane Danville, PA 17821 Office Phone: 570-271-3045 Additional Phone: 570-275-1911 911 ctr Fax: 570-271-3078 Email: montour@chilitech.net</p>	<p>Northampton Mr. Richard Teasdale Greystone Bldg. R8 Gracedale Ave. Nazareth, PA 18064-9278 Office Phone: 610-746-3194 Additional Phone: 610-330-2200 911 ctr Fax: 610-746-3199 Email: dteas@epix.net</p>
<p>Northumberland Mr. Raymond Siko II Department of Public Safety 911 Greenough Street, Suite 2 Sunbury, PA 17801 Office Phone: 570-988-4441 Additional Phone: 570-988-4539 911 ctr Fax: 570-988-4546 Email: raysiko@sunlink.net</p>	<p>Perry Mr. Larry Smeigh P.O. Box 37 New Bloomfield, PA 17068 Office Phone: 717-582-2131, x-256 Additional Phone: 717-582-4311 911 ctr Fax: 717-582-5165 Email: lsmeigh@perryco.org</p>
<p>Philadelphia Mr Joe James Department of Public Property Room 632, City Hall Philadelphia, PA 19102 Office Phone: 215-686-4444 Additional Phone: 215-686-1776 911 ctr Fax: 215-686-9639</p>	<p>Pike Mr. J. Bernard Swartwood Administration Building 506 Broad Street Milford, PA 18337 Office Phone: 570-296-3465 Additional Phone: 570-296-7700 911 ctr Fax: 570-296-3550 Email: 911@pikepa.org</p>
<p>Potter Mr. John P Hetrick 24 Buffalo Street Coudersport, PA 16915 Office Phone: 814-274-8900 Additional Phone: 814-274-8690 PSP Fax: 814-274-8901 Email: potterema@adelphia.net</p>	<p>Schuylkill Mr. John Mercuri 435 North Centre Street Pottsville, PA 17901 Office Phone: 570-621-9911 Additional Phone: 570-621-9901 911 ctr Fax: 570-621-9999 Email: jmercuri@co.schuylkill.pa.us</p>

911 Coordinators (cont'd)

<p>Snyder Mr. William Michaels RR#1 Box 130-K Selinsgrove, PA 17870 Office Phone: 570-372-0535 Additional Phone: 570-837-0606 911 ctr Fax: 570-837-1859 Email: wmichael@snydercounty.org</p>	<p>Somerset Mr. David L. Fox 111 East Union Street Somerset, PA 15501 Office Phone: 814-445-1525 Additional Phone: 814-445-1525 911 ctr Fax: 814-443-1090 Email: fox@co.somerset.pa.us</p>
<p>Sullivan Ms. Merri A Montgomery Court House Laporte, PA 18626 Office Phone: 570-946-5010 Additional Phone: Back Ctr Fax: 570-946-4122 Email: suldes@epix.net</p>	<p>Susquehanna Ms. Dawn Watson 31 Public Avenue Montrose, PA 18801 Office Phone: 570-278-4600, x-250 Additional Phone: 570-278-3841 911 ctr Fax: 570-278-9269 Email: susq911@epix.net</p>
<p>Tioga Mr. David R Cohick Court House 118 Main Street Wellsboro, PA 16901 Office Phone: 570-724-9110 Additional Phone: 570-724-7911 911 ctr Fax: 570-724-6819 Email: tclepc@epix.net</p>	<p>Union Mr. Thomas W Hess 103 South Second Street Lewisburg, PA 17837-1996 Office Phone: 570-523-3201 Additional Phone: 570-523-1113 911 ctr Fax: 570-524-8720 Email: thess@unionco.org</p>
<p>Venango Mr. Richard J Graff 1052 Grandview Road Oil City, PA 16301 Office Phone: 814-677-0325 Additional Phone: 814-676-4545 911 ctr Fax: 814-677-7459 Email: graff@csonline.net</p>	<p>Warren Mr. Kenneth Klakamp Court House 333 Hickory Street Warren, PA 16365 Office Phone: 814-723-8478 Additional Phone: 814-723-7553 dispatch Fax: 814-723-7895 Email: kklakamp@warren-county.net</p>
<p>Washington Mr. Jeffrey Yates Department of Public Safety 100 W. Beau Street, C-1 Washington, PA 15301 Office Phone: 724-228-6911 Additional Phone: 724-229-4607 911 ctr Fax: 724-223-4706 Email: yatesj@wc.co.washington.pa.us</p>	<p>Wayne Mr. Marty Hedgelon Courthouse Annex 925 Court Street Honesdale, PA 18431-1996 Office Phone: 570-253-9458 Additional Phone: 570-253-3109 911 ctr Fax: 570-253-2943 Email: martyhedgelon@hotmail.com</p>

911 Coordinators (cont'd)

<p>Cambria Ms. Robbin Melnyk 401 Candlelight Drive Suite 100 Ebensburg, PA 15931 Office Phone: 814-472-2050 Additional Phone: 814-472-2072 Fax: 814-472-2057 Email: rmelnyk@co.cambria.pa.us</p>	<p>Cameron Mr. Kevin Johnson 20 E. 5th Street Emporium, PA 15834 Office Phone: 814-486-1137 Fax: 814-486-1139 Email: camoes@adelphia.net</p>
<p>Carbon Mr. Dick McGettigan 1264 Emergency Lane Nesquehoning, PA 18240 Office Phone: 570-325-9123 Additional Phone: 570-325-9111 Fax: 570-325-9121 Email: cc911gck@ptd.net</p>	<p>Centre Mr. Dan Tancibok Willowbank Office Building 420 Holmes Street Bellefonte, PA 16823 Office Phone: 814-355-6800 Additional Phone: 814-355-6904 Fax: 814-355-6776 Email: datancib@co.centre.pa.us</p>
<p>Chester Mr. Edward J Atkins Government Service Center 601 Westtown Road, Suite 12 West Chester, PA 19380-0990 Office Phone: 610-344-5000 Additional Phone: 610-344-5100 Fax: 610-344-5050 Email: eatkins@chesco.org</p>	<p>City of Allentown Mr. Joseph D'Annibale Department of Public Safety 1304 Fairview Street, Rear Allentown, PA 18102 Office Phone: 610-437-7771 Additional Phone: 610-437-8715/8716 Fax: 610-437-8718 Email: dannibale@allentowncity.org</p>
<p>City of Bethlehem Captain Frederick Mills 10 East Church Street Bethlehem, PA 18018-6025 Office Phone: 610-865-7187 Additional Phone: 610-865-7155 Direct Fax: 610-865-7389</p>	<p>City of Dubois Mr. Nicholas Shaginaw 16 West Scribner Avenue DuBois, PA 15801 Office Phone: 814-371-2323 Fax: 814-375-2702</p>
<p>City of Pittsburgh Mr. John S Rowntree Emergency Operations Center 2925 Railroad Street Pittsburgh, PA 15201 Office Phone: 412-255-2916 Additional Phone: 412-255-2293 Fax: 412-255-4721 Email: john.rowntree@city.pittsburgh.pa.us</p>	<p>Clarion Ms Marcie Emhoff 421 Madison Road Clarion, PA 16214 Office Phone: 814-226-1172 Additional Phone: 814-226-7020 9-1-1 Ctr Email: memhoff@oes.clarion.ps</p>
<p>Clearfield Ms. Sharon B Porter 911 Leonard Street Clearfield, PA 16830-3245 Office Phone: 814-765-1407 Additional Phone: 814-765-1533 Fax: 814-768-9920 Email: 911director@clearfieldco.org</p>	<p>Clinton Mr. Dennis Caprio 22 Cree Drive Lock Haven, PA 17745 Office Phone: 570-893-4096 Additional Phone: 570-748-8800 Fax: 570-893-4044 Email: dcaprio@cub.kcnet.org</p>

911 Coordinators

<p>Westmoreland Mr. Joseph Niedzalkoski Court House Square Greensburg, PA 15601 Office Phone: 724-830-3007 Additional Phone: 724-830-3012 911 ctr Fax: 724-830-3666 Email: jniedzal@co.westmoreland.pa.us</p>	<p>Wyoming Mr. Chuck Story 880 SR-6 West Tunkhannock, PA 18657 Office Phone: 570-836-6161 911 ctr Additional Phone: 570-836-2137 Fax: 570-836-8887 Email: chief140@prodigy.net</p>
<p>York Mr. Robert Fasick 108 Pleasant Acres Road York, PA 17402 Office Phone: 717-840-4844 Fax: 717-840-7553 Email: rffasick@york-county.org</p>	

CERTIFICATE OF SERVICE

I, Melissa Conway, hereby certify that I have caused a signed and verified copy of the foregoing Amendment to the Application of DigitalSpeed Communications, Inc. for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public in the Commonwealth of Pennsylvania to be served on this 5th day of October 2004, via first class mail, upon the following:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, Pennsylvania 17101-1923

Office of the Attorney General
Office of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, Pennsylvania 17120

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, Pennsylvania 17101

Mr. Edwin F. Hall
Verizon Pennsylvania, Inc.
1717 Arch Street
Philadelphia, PA 19103



Melissa Conway

COMMONWEALTH OF PENNSYLVANIA

DATE: December 1, 2003

SUBJECT: A-311294; F0002; F0003

TO: Bureau of Fixed Utility Services

FROM:  James J. McNulty, Secretary

Application of DigitalSpeed Communications, Inc.

We attach hereto a copy of the Application of DigitalSpeed Communications, Inc., for approval to provide telecommunication services as a Reseller of Toll Services docketed at A-311294, as a Competitive Local Exchange Carrier docketed at A-311294 F0002 and as a Competitive Access Provider docketed at A-311294 F0003 to the public in the Commonwealth of Pennsylvania, which has been captioned and docketed to the above number.

The Protest period for this application will expire on December 10, 2003.

This matter is being referred to your Bureau to schedule it for consideration by the Commission at Public Meeting.

jih

Attachment

DOCUMENT
FOLDER
DOCKETED
DEC 01 2003

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE
A-311294; F0002; F0003

December 1, 2003

MELISSA S. CONWAY
KELLEY DRYE & WARREN LLP
1200 19TH STREET, N.W., SUITE 500
WASHINGTON DC 20036

Dear Ms. Conway:

Please be advised that the Application of DigitalSpeed Communications, Inc. to provide services as a Reseller of Toll Services docketed at A-311294, as a Competitive Local Exchange Carrier docketed at A-311294 F0002 and as a Competitive Access Provider docketed at A-311294 F0003 to the public in the Commonwealth of Pennsylvania, has been reviewed and found to be in compliance with the filing requirements of the Commission's Opinion and Order entered June 3, 1996, at Docket Number M-00960799.

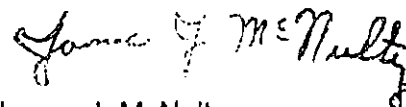
The protest period for this application will expire on December 10, 2003.

This matter is being referred to the Bureau of Fixed Utility Services to schedule it for consideration by the Commission at Public Meeting.

Please be advised that you now have provisional authority to do business in Pennsylvania.

Should you have any further questions concerning this matter, please do not hesitate to contact me.

Sincerely,



James J. McNulty
Secretary

JJM:jih

DOCKETED
DEC 01 2003 003

**DOCUMENT
FOLDER**

PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIPT

The addressee named here has paid the PA P.U.C. for the following bill:

MELISSA S. CONWAY
KELLEY DRYE & WARREN LLP
1200 19TH STREET, N.W.
WASHINGTON, DC 20036

DATE 12/ 2/2003
RECEIPT # 201532

IN RE: Application fees for DIGITALSPEED COMMUNICATIONS, INC.

Docket Numbers A-311294 and A-311294F0002..... \$250.00
A-311294F0003

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: 7895
CHECK AMOUNT: \$250.00

C. Joseph Meisinger
(for Department of Revenue)

DOCUMENT

DOCKETED

JAN 27 2004