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*NEW JERSEY BAR

October 29, 1999

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Re: Application of HarvardNet, Inc.
A.310818, F.2

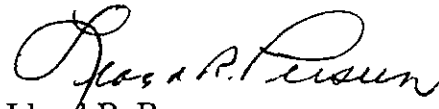
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Secretary
Pennsylvania Public Utility Commission
North Office Building
Harrisburg, PA 17120

Dear Sir:

We file herewith on behalf of HarvardNet, Inc. the original and two (2) copies of its Amendment to its Application for approval of its beginning to offer, render, furnish or supply telecommunication services as a Competitive Local Exchange Carrier to the public in Pennsylvania.

Very truly yours,


Lloyd R. Persun

LRP:hmc

Enclosures

HAND DELIVERED

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of HarvardNet, Inc. :
for approval to offer, render, furnish, :
or supply telecommunication services : Application Docket No. A-310818
as a Competitive Local Exchange Carrier : Folder 2
to the public in the Commonwealth of :
Pennsylvania :

DOCKETED
NOV 02 1999

AMENDMENT

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TO: THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

1. The names, address, telephone number and fax number of the

Applicant are:

Harvardnet, Inc.
500 Rutherford Avenue
Boston, MA 02129
(617) 242-1700 Phone
(617) 242-6991 Fax

DOCUMENT
FOLDER

2. The name, address, telephone number and fax number of

Applicant's attorneys are:

Lloyd R. Persun, Esquire
Mette, Evans & Woodside
P.O. Box 5950
Harrisburg, PA 17110-0950
(717) 232-5000 Phone
(717) 236-1816 Fax

3. On April 2, 1999, Applicant filed this Application with the Commission. The protest period expired on April 17, 1999. No protest or petition to intervene was filed. Applicant amended the Application by Amendment filed August 9, 1999. The Application as amended is pending before the Commission.

4. Applicant is under a continuing obligation to amend the Application if any matter asserted therein changes during the pendency of the Application. Application ¶17. In its Amendment filed August 9, 1999, Applicant described its plans for an initial public offering (IPO) of its common capital stock. The IPO then was expected to occur sometime during August 1999.

5. Applicant postponed its IPO until sometime during calendar year 2000. When the IPO occurs, its terms and the use of its net proceeds will be substantially as described in the Amendment.

6. Applicant desires to further amend the Application. On or about November 10, 1999, Applicant will close on a private placement of its Series A-3 Preferred Stock. Applicant plans to issue shares of this series of preferred stock to two (2) different purchasers in exchange for consideration in the amount of \$70,000,000.00. Cumulative cash dividends are payable at the rate of 12.5% in the event of liquidation. These shares are convertible to Applicant's common capital stock at the rate of one share of the preferred series for 1.31 shares of common capital stock. The strike price will be approximately \$6.50 for each share of common capital stock. The holders of the Series A-3 Preferred Stock are entitled to elect three (3) additional directors to Applicant's Board of Directors, thereby increasing the number of Applicant's directors to ten (10).

7. Prior to closing, Applicant will amend and restate its Articles or Certificate of Incorporation to authorize the creation and the issuance of its Series A-3 Preferred Stock. No approval from or registration with the Securities Exchange Commission or any state securities commission is required, because the issuance of the Series A-3 Preferred Stock is a private placement not subject to regulation.

8. Applicant proposes to use the net proceeds of the private placement to repay amounts owed under its credit facility, for capital expenditures relating to Applicant's planned expansion, potential acquisitions, working capital and other general corporate purposes.

9. The Application is hereby further amended to reflect these developments. The Application as hereby further amended is hereby ratified and confirmed.

WHEREFORE, Applicant respectfully requests that the Commission approve the Application as amended and grant a Certificate of Public Convenience evidencing the authority herein sought.

HARVARDNET, INC.


By: 

Name: Melanie Haratunian

Title: Secretary, General Counsel and
Director of Regulatory Affairs

COMMONWEALTH OF MASSACHUSETTS :
: SS:
COUNTY OF SUFFOLK :

Melanie Haratunian, being duly sworn according to law, deposes and says that she is Secretary, General Counsel and Director of Regulatory Affairs of HarvardNet, Inc., the Applicant; that she is authorized to make this Affidavit on behalf of Applicant; that Applicant acknowledges that it may have an obligation to serve or to continue to serve the public by virtue of Applicant's commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, the Federal Telecommunications Act of 1996 or with other applicable statutes or regulations; that Applicant asserts that it possesses the requisite technical, managerial and financial fitness to render a public utility service within the Commonwealth of Pennsylvania; that Applicant will abide by applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission; and that the facts set forth in the foregoing Amendment are true and correct to the best of her knowledge, information and belief and that she expects Applicant to be able to prove such facts at any hearing hereof.



Signature of Affiant

SWORN TO AND SUBSCRIBED
before me this 28th day of
October, 1999



Notary Public

My Commission Expires: 4/29/2005

(SEAL)

CERTIFICATE OF SERVICE

I, Lloyd R. Persun, Esquire, hereby certify that on October 29, 1999 I caused a true and correct copy of the foregoing Amendment to be served by United States mail, first class, postage prepaid, on each of the following, addressed as follows:

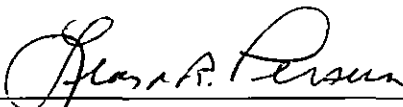
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Bureau of Consumer Protection
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Office of Trial Staff
Office of Special Assistants
Bureau of Consumer Services
Bureau of Fixed Utility Service
PA Public Utility Commission
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Lloyd R. Persun

October 29, 1999