

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/1/00 :
 2. BUREAU: FUS :
 3. SECTION(S) : 4. PUBLIC MEETING DATE:
 5. APPROVED BY: : 00/00/00
 DIRECTOR: :
 SUPERVISOR: :
 6. PERSON IN CHARGE: : 7. DATE FILED: 03/14/00
 8. DOCKET NO: A-310922 : 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: CORE COMMUNICATIONS, INC.

COMP/APP COUNTY:

UTILITY CODE: 310922

ALLEGATION OR SUBJECT

APPLICATION OF CORE COMMUNICATIONS, INC., FOR APPROVAL TO OFFER, RENDER, FURNISH OR SUPPLY INTEREXCHANGE TELECOMMUNICATIONS SERVICES TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA.

**DOCUMENT
FOLDER**

DOCKETED
MAR 16 2000
EEF

LAWLER, METZGER & MILKMAN, LLC

1909 K STREET, NW
SUITE 820
WASHINGTON, D.C. 20006
PHONE (202) 777-7700
FACSIMILE (202) 777-7763

ORIGINAL

March 14, 2000

By Overnight Mail

James J. McNulty, Esquire
Secretary
Pennsylvania Public Utility Commission
Room B-20, North Office Building
North St. and Commonwealth Ave.
Harrisburg, PA 17105-3265

A-310922

RECEIVED

MAR 14 2000

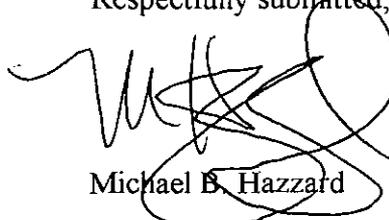
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Application of Core Communications, Inc.

Dear Secretary McNulty:

Enclosed for filing with the Pennsylvania Public Utility Commission please find an original and three copies of the Application of Core Communications, Inc. to provide competitive, facilities-based local exchange, interexchange, and access services in the Commonwealth of Pennsylvania. Also please find a check in the amount of \$250.00. If you have any questions or need additional information, please call me on (202) 777-7728.

Respectfully submitted,



Michael B. Hazzard

Counsel for Z-Tel Communications, Inc.

Enclosures

cc: Service List

DOCUMENT
FOLDER

EEF

40

Application of:

A-310922

Core Communications, Inc. _____, t/a _____

for approval to offer, render, furnish or supply telecommunications services to the public in the Commonwealth of Pennsylvania.

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

Core Communications, Inc.
209 West Street, Ste. 302
Annapolis, Maryland 21401

Telephone: 410-216-9865
Fax: 410-216-9867

ORIGINAL

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.

Not Applicable

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

Michael B. Hazzard, Esquire
Lawler, Metzger & Milkman
1909 K Street, NW, Suite 820
Washington, DC 20006

Telephone: 202-777-7723
Fax: 202-777-7763

DOCKETED
MAR 16 2000

DOCUMENT
FOLDER

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.

Christopher F. Van de Verg, General Counsel
Core Communications, Inc.
209 West Street, Ste. 302
Annapolis, Maryland 21401

Telephone: 410-216-9865
Fax: 410-216-9867

RECEIVED

MAR 14 2000

EEF

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

- 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.

**Christopher F. Van de Verg, General Counsel
Core Communications, Inc.
209 West Street, Ste. 302
Annapolis, Maryland 21401**

**Telephone: 410-216-9865
Fax: 410-216-9867**

- 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.

**Christopher F. Van de Verg (Primary)
Bret Mingo (Alternate)
Core Communications, Inc.
209 West Street, Ste. 302
Annapolis, Maryland 21401**

**Telephone: 410-216-9865
Fax: 410-216-9867**

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.

■ The Applicant is a:

- Domestic corporation (15 Pa. C.S. §1306)
- *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.

**CT Corporation System
1635 Market St.
Philadelphia, PA 19103
#52252**

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 _____ District of Columbia _____.

The Company's proof of compliance with appropriate Department of State filing requirements is attached hereto as EXHIBIT A.

Give name and address of officers:

**Christopher F. Van de Verg, Secretary
Core Communications, Inc.
209 West Street, Ste. 302
Annapolis, Maryland 21401**

**Bret Mingo, President and Treasurer
Core Communications, Inc.
209 West Street, Ste. 302
Annapolis, Maryland 21401**

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.

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.

The Company plans to offer facilities-based interexchange, exchange access, and local exchange services in the Commonwealth of Pennsylvania. Interexchange services will include standard MTS, 1+, 800, and a variety of high-speed data services, including ATM-based services. Exchange access services will include dedicated and switched point-to-point services over a variety of transmission protocols, including ATM, IP and DSL. Local exchange services will included traditional local exchange voice service and data services, such as managed modem 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 Company seeks to offer facilities-based interexchange and local exchange services throughout the Bell Atlantic service territory in 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.

The Company initially plans to target small and medium sized business customers for its interexchange and local exchange services. The Company also plans to provide voice and data services to residential customers as its customer base and network expands.

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 Company's proposed facilities-based interexchange services tariff is attached hereto as EXHIBIT B.

The Company's proposed facilities-based access services tariff is attached hereto as EXHIBIT C.

The Company's proposed facilities-based local exchange services tariff is attached hereto as EXHIBIT D.

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

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

Please see EXHIBIT E.

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

Please see EXHIBIT F.

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 G.

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

Not Applicable

15. **START DATE:** The Applicant proposes to begin offering services on or about **April 1, 2000**.
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.
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.

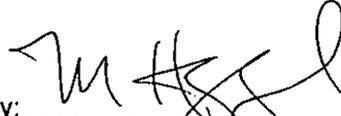
The Company is a telecommunications service provider, and should be accorded the rights and obligations associated with providing telecommunications services under the Federal Telecommunications Act of 1996. The Company claims no other particular status.

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, any affiliate, predecessor, nor person identified in this Application has been convicted of a crime involving fraud or similar activity.

- 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: Core Communications, Inc.

By: 

Michael B. Hazzard

Title: Counsel to Core Communications, Inc.

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

AFFIDAVIT

[Commonwealth/State] of MARYLAND :

: ss.

County of ANNE ARUNDEL :

Christopher F. Van de Vleg Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

[He/She] is the Secretary and General Counsel (Office of Affiant) of Core Communications, Inc. (Name of Applicant;)

That [he/she] is authorized to and does make this affidavit for said corporation;

That Core Communications, Inc., the Applicant herein, acknowledges that [he/she/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;

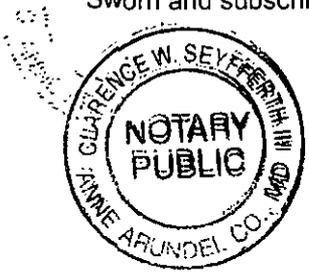
That Core Communications, Inc., the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations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

That Core Communications, Inc., the Applicant herein, asserts that [he/she/it] has contacted the appropriate 911 Coordinator(s), 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.

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

Christopher F. Van de Vleg
Signature of Affiant

Sworn and subscribe before me this 29th day of February, 2000
Month Year



CLARENCE W. SEYFFERTH III
Notary Public, State of Maryland
County of Anne Arundel
My Commission Expires October 1, 2002

[Signature]
Signature of official administering oath

My Commission expires _____

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

[Commonwealth/State] of _____ :

: ss.

County of _____ :

Christopher F. Van de Vey Affiant, being duly [sworn/affirmed] according to law, deposes and says that:
[He/She] is the Secretary and General Counsel (Office of Affiant) of Core Communications, Inc. (Name of Applicant)

That [he/she] is authorized to and does make this affidavit for said corporation;

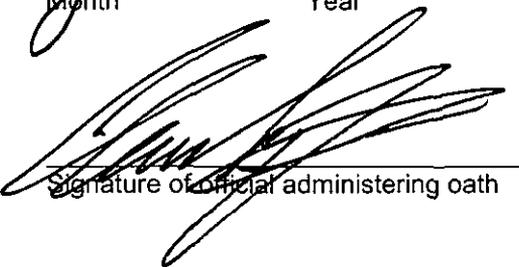
That the facts above set forth are true and correct to the best of [his/her] knowledge, information, and belief and that [he/she] expects said corporation to be able to prove the same at any hearing hereof.


Signature of Affiant

Sworn and subscribed before me this 29th day of February, 2000.
Month Year



CLARENCE W. SEYFFERTH III
Notary Public, State of Maryland
County of Anne Arundel
My Commission Expires October 1, 2002


Signature of official administering oath

My Commission expires _____.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

117

CORE 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, CALL (717) 787-1057.

ENTITY NUMBER: 2923036

MICROFILM NUMBER: 0200010

0989-0990

EEF

CLEOPATRA PAPPAS
4400 FALLS BRIDGE DR APT A
BALTIMORE MD 21211

Microfilm Number _____

200010 - 989

Filed with the Department of State on

FEB 08 2000

Entity Number

2923036

Kim Rizzigulli

Secretary of the Commonwealth

APPLICATION FOR CERTIFICATE OF AUTHORITY

DSCB:15-4124/6124 (Rev 90)

Indicate type of corporation (check one):

Foreign Business Corporation (15 Pa.C.S. § 4124)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6124)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the corporation is: Core Communications, Inc.

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):

3. (If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following):

The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is:

District of Columbia

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

1025 Vermont Avenue, N.W. Washington, DC 20005
Number and Street City State Zip

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) _____
Number and Street City State Zip County

(b) c/o: CT Corporation System Philadelphia County
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

PA. DEPT. OF STATE

2000 FEB - 8 PM 12:13

200010 - 990

7. (Check one of the following):

(Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

(Nonprofit corporation): The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer thereof this 8th day of February, 2000.

Core Communications, Inc.
(Name of Corporation)

BY: Chitra Van d Veeg
(Signature)

TITLE: Secretary

Core Communications, Inc.

Interexchange Services
PA P.U.C. Tariff No. 2
Original Title Sheet No. 1

CORE COMMUNICATIONS, INC.
REGULATIONS AND SCHEDULE OF INTRASTATE CHARGES
APPLYING TO COMPETITIVE INTEREXCHANGE SERVICE
WITHIN THE STATE OF PENNSYLVANIA
THROUGHOUT THE SERVICE TERRITORIES OF
BELL ATLANTIC-PENNSYLVANIA, INC.

This tariff is on file with the Pennsylvania Public Utility Commission and copies may be inspected during normal business hours at the Company's principal place of business at 209 West Street, Suite 302, Annapolis, Maryland 21401

Issued: March 13, 2000

Effective: _____

**By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401**

CHECK SHEET

The sheets listed below, which are inclusive of this tariff, are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date indicated below.

<u>Sheet</u>	<u>Revision</u>	<u>Sheet</u>	<u>Revision</u>
1	Original		
2	Original		
3	Original		
4	Original		
5	Original		
6	Original		
7	Original		
8	Original		
9	Original		
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16	Original		
17	Original		
18	Original		
19	Original		
20	Original		

Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

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Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

EXPLANATION OF SYMBOLS

The following symbols are used for the purposes indicated below:

- C - To signify changed regulation
- D - To signify decreased rate
- I - To signify increased rate

Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

APPLICATION OF TARIFF

This tariff applies to Message Toll Service within the State of Pennsylvania. The points between which service is furnished on a local basis are indicated by the Local Exchange Tariffs governing the rates for exchange service.

Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

1. DEFINITIONS

Certain terms used generally throughout this tariff are defined below.

Call Rounding: The price for each call will be rounded to the nearest penny using natural rounding. There will be a minimum charge of \$0.01 per call. This will cover those calls where the call rounding may generate a cost of \$0.00.

Company Calling Card: A telephone calling card issued by the Company at the Customer's request, which enables the Customer or User(s) authorized by the Customer to place telephone calls and to have the charges for such calls billed to the Customer's account.

Company: Company means Core Communications, Inc.

LATA: A local access and transport area established pursuant to the Modification of Final Judgment entered by the United States District Court for the District of Columbia in Civil Action No. 82-0192 for the provision and administration of communications services.

Message Toll Service: A service that provides facilities for telecommunications between different local calling areas of the same LATA in accordance with the regulations and schedule of rates specified in this tariff. The rates specified in this tariff are in payment for all services furnished between the calling and called stations.

MOU: Minutes of use.

Dial Tone or Dedicated Access: Locations where the Company is providing the local dial tone or dedicated access locations.

Originating Off-Net: A call originating on and placed via non-Company owned or Company leased facilities.

Originating On-Net: A call originating on and placed via Company owned or Company leased local exchange facilities.

Station: The term "Station" denotes the network control signaling unit and any other equipment provided at the Customer's premises which enables the Customer to establish communications connections and to effect communications through such connections.

Station-to-Station: Service where the person originating the call from other than a public or semipublic coin telephone dials the telephone number desired and the call is completed without the assistance of the Company operator and the call is not billed to a number other than the originating number.

Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

1. DEFINITIONS (Cont'd)

Switched Access: Locations where the local dial tone is being provided by someone (ILEC or CLEC) other than Company.

Toll Free Off-Net: Toll Free Service terminating on non-Company owned or Company leased local exchange facilities.

Toll Free On-Net: Toll Free Service terminating on Company owned or Company leased local exchange facilities.

Toll Free Service: Refers to 800 and 888 service.

Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

2. REGULATIONS

Please refer to Company's Local Exchange Services Tariff, PA P.U.C. Tariff No. 1, for all applicable Regulations.

2.1 Undertaking of the Company

The Company offers, subject to the terms and conditions specified in this tariff, the use of its facilities where available for communications between Customers.

2.2 Priority of Service

In case a shortage of facilities exists at any time either for temporary or protracted periods, the furnishing of Message Toll Service will be furnished, in all cases, pursuant to any applicable federal or state prioritization requirements.

2.3 Liability of the Company

The liability of the Company for damages arising out of the furnishing of these services, including but not limited to mistakes, omissions, interruptions, delays, errors, other effects, representations, or use of these services or arising out of the failure to furnish the service, whether caused by acts of commission or omission, shall in no event exceed an amount equivalent to the proportionate charge to the customer for the period of service during which such mistake, omission, interruption, delay, or error or defect in transmission, or failure or defect in the Company's equipment occurs. Adjustments within the limits provided herein may be made by direct payment to the Customer or by credit to the Customer's account.

2.4 Use

(a) Service is provided for use by the Customer and may be used by others, when so authorized by the Customer, provided that all such usage shall be subject to the provisions of this tariff, and shall not affect the Customer's responsibility for all payments required under this tariff.

(b) Use of Service for Unlawful Purposes

Service is furnished subject to the condition that it will not be used for an unlawful purpose. Service will not be furnished if any law enforcement agency, acting within its jurisdiction, advises that such service is being used or will be used in violation of the law, or if the Company receives other evidence that such service is or will be used for such purposes.

(c) Use of Service With Customer-Provided Equipment

Customer-provided terminal equipment and communications systems may be connected to exchange facilities of the Company subject to the regulations, rates and charges applicable to the facilities as provided for in the Company's tariffs.

Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

2. REGULATIONS (Cont'd)

2.5 Customer Specific Pricing (CSP)

Customer Specific Pricing arrangements for toll services provided in this tariff, can be furnished to meet the communications needs of specific customers on a case-by-case basis. Such toll services will be provided to customers on a contractual basis based on the following conditions:

- (a) CSP arrangements shall be made available only to customers who generate (or commit to) and maintain \$40,000 or more in annual total billed revenue to the Company.
- (b) Rates charged under CSP arrangements shall exceed the imputation test approved by the Commission in its Final Order at Docket No. R-953396C0001 so that equally efficient competitors could provide comparable services at those rates while purchasing service from the Company.
- (c) CSP arrangements shall be filed with the Commission under Proprietary Seal to become effective on one day's notice.
- (d) CSP rates shall be filed with the Commission for public inspection.

Unless otherwise specified, the regulations for such arrangements are in addition to the applicable regulations specified in other sections of this tariff.

2.6 Liability for Calling Card Fraud

- (a) The Customer is liable for the unauthorized use of the Company's facilities, equipment, and services obtained through the fraudulent or other unauthorized use of a Company Calling Card, provided that the unauthorized use occurs before the Company has been notified.
- (b) The Customer's liability for unauthorized use shall not exceed the lesser of \$50.00 or the amount of services obtained by the unauthorized use prior to notification to the Company. Notwithstanding the foregoing, in situations where the Company issues ten (10) or more calling cards to a Customer for use by its employees, the Company and the Customer may agree on the Customer's liability for unauthorized use on a case by case basis without regard to this subsection.
- (c) The Customer must give the Company notice that unauthorized use of a Company Calling Card has occurred or may occur as a result of loss, theft or other reasons. Written notice shall be sent to the Company's address as designated pursuant to Section 2.6(e) and will be effective when received, and oral notice shall be made by contacting a Company representative at the Company's business office or by telephone at the Company's listed telephone number. For the purposes of this section, notice occurs when the Company receives oral or written confirmation that unauthorized use of a Company Calling Card has occurred or may occur as a result of loss, theft or other reasons.

Issued: March 13, 2000

Effective:

By: **Name Christopher Van de Verg**
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

2. REGULATIONS (Cont'd)

2.6 Liability for Calling Card Fraud (Cont'd)

- (d) The Company may, but is not required to, advise the Customer of abnormal calling patterns or other possible unauthorized use of Company Calling Cards assigned to the Customer. In addition, the Company may, but is not required to, block calls on a Company Calling Card personal identification number which the Company believes to be unauthorized or fraudulent.
- (e) Except as otherwise provided in Section 2.6(b), all notices or other communications required to be given pursuant to this tariff will be in writing. Notices and other communications of either party, and all bills mailed by the Company, shall be presumed to have been delivered to the other party on the third business day following placement of the notice, communication or bill with the U.S. Mail or a private delivery service, prepaid and properly addressed, or when actually received or refused by the addressee, whichever occurs first.

Issued: March 13, 2000

Effective:

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Title General Counsel
209 West Street, Suite 302
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3. SERVICE DESCRIPTIONS

3.1 Message Toll Services

3.1.1 Description of Charges and Rate Components

The service is flat rated and billed in six (6) second increments. The duration of each call will be rounded to the nearest higher increment for billing purposes. Additionally, fractional cents will be rounded to the nearest higher cent. The following rates apply on a per minute basis to all direct dialed calls:

	<u>On Net</u> <u>Per MOU</u>	<u>Off Net</u> <u>Per MOU</u>
Message Toll Service Originating (0 - 3850 minutes of use per month)	\$0.130	\$0.140
(If usage exceeds 3850 but is less than 9000 minutes of use per month, all minutes will receive a discounted rate)	\$0.115	\$0.125
(If usage exceeds 9000 minutes of use per month, all minutes will receive a further discounted rate.)	\$0.100	\$0.110

For the purposes of this Section 3.1, timing of messages will be determined by the following method.

(a) Chargeable time begins when connection is established between the calling station and the called station.

(b) Chargeable time ends when the calling station "hangs up" thereby releasing the network connection. If the called station "hangs up" but the calling station does not, chargeable time ends when the network connection is released by automatic timing equipment in the telephone network.

(b) 1. Payphone Surcharge

A payphone surcharge will be charged for all originating payphone traffic including local, calling card, toll-free switched and dedicated services traffic, and any 10-10-XXX-0-plus dial around service traffic.

Per Call \$0.30

(b) 2. Directory Assistance

Customer's placing a Directory Assistance call as will be charged a rate of \$1.25 for each call.

Issued: March 13, 2000

Effective:

**By: Name Christopher Van de Verg
 Title General Counsel
 209 West Street, Suite 302
 Annapolis, Maryland 21401**

3. SERVICE DESCRIPTIONS (Cont'd)

3.2 Special Access Service (Cont'd)

3.2.1 General

Rates are composed of three elements which may apply to a Customer's service, depending upon the specific service requested and its location.

- (a) The channel termination rate element provides for the termination of the communications path at the Customer designated location. One channel termination charge applies for each Customer designated location at which a channel is terminated.
- (b) The channel mileage rate element is determined by the Vertical and Horizontal Coordinates ("V & H") method, as set forth in the National Exchange Company Association Tariff, F.C.C. No 4. When the calculation results in a fraction of a mile, the total is rounded up to the next whole mile before applying the rate.
- (c) Optional features for which charges are applied only include multiplexing.

3.2.2 Voice Grade Service

There are two types of Voice Grade Services. The service is compatible with either 2-wire ground start and loop start equipment or 4-wire E/M signaling equipment. 4-wire supports analog data transmission speeds of up to 19.2 Kbps. The rates for Voice Grade channels are as follows:

- (a) This service consists of making voice grade capacity available in a 24-hour per day, 7 days per week basis.
- (b) Voice Grade Service Rates

RECURRING PER MONTH

2 wire voice/analog data (On-Net)

	<u>No term</u>	<u>1 year term</u>	<u>3 year term+</u>
Channel Termination, per point of termination	\$38.00	\$36.10	\$34.20
Subsequent, same location	\$38.00	\$36.10	\$34.20
Channel mileage, fixed	\$16.00	\$15.00	\$14.00
Channel mileage, per mile	\$ 2.00	\$ 2.00	\$ 2.00

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Effective:

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209 West Street, Suite 302
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3. SERVICE DESCRIPTIONS (Cont'd)

3.2 Special Access Service (Cont'd)

3.2.2 Voice Grade Service (Cont'd)

(b) Voice Grade Service Rates (Cont'd)

2 wire voice/analog data (Off-Net)

	<u>No term</u>	<u>1 year term</u>	<u>3 year term+</u>
Channel Termination, per point of termination	ICB	ICB	ICB
Subsequent, same location	ICB	ICB	ICB
Channel mileage, fixed	ICB	ICB	ICB
Channel mileage, per mile	ICB	ICB	ICB

4 wire voice/analog data (On-Net)

	<u>No term</u>	<u>1 year term</u>	<u>3 year term+</u>
Channel Termination, per point of termination	\$38.00	\$36.10	\$34.20
Subsequent, same location	\$38.00	\$36.10	\$34.20
Channel mileage, fixed	\$16.00	\$15.00	\$14.00
Channel mileage, per mile	\$ 2.00	\$ 2.00	\$ 2.00

4 wire voice/analog data (Off-Net)

	<u>No term</u>	<u>1 year term</u>	<u>3 year term+</u>
Channel Termination, per point of termination	ICB	ICB	ICB
Subsequent, same location	ICB	ICB	ICB
Channel mileage, fixed	ICB	ICB	ICB
Channel mileage, per mile	ICB	ICB	ICB

NON RECURRING CHARGE

Channel Termination, per point of termination

2 wire voice/analog data (On-Net)	\$300.00
Subsequent, same location (On-Net)	\$175.00
2 wire voice/analog data (Off-Net)	ICB
Subsequent, same location (Off-Net)	ICB
4 wire voice/analog data (On-Net)	\$300.00
Subsequent, same location (On-Net)	\$175.00
4 wire voice/analog data (Off-Net)	ICB
Subsequent, same location (Off-Net)	ICB

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Annapolis, Maryland 21401

3. SERVICE DESCRIPTIONS (Cont'd)

3.2 Special Access Service (Cont'd)

3.2.3 Digital Data Service

Digital Data Service is provided at transmission rates of 2.4, 4.8, 9.6, 56 and 64 Kbps.

(a) This service consists of making DS-0 capacity available on a 24-hour per day, 7 days per week basis.

(b) Digital Data Services

Channel Termination

Per point of termination RECURRING PER MONTH

	<u>No term</u>	<u>1 year term</u>	<u>3 year term</u>	<u>5 year term</u>
2.4 Kbps (On-Net)	\$ 65.41	\$ 48.40	\$ 42.50	\$ 36.90
2.4 Kbps (Off-Net)	ICB	ICB	ICB	ICB
4.8 Kbps (On-Net)	\$ 74.76	\$ 57.20	\$ 51.00	\$ 41.00
4.8 Kbps (Off-Net)	ICB	ICB	ICB	ICB
9.6 Kbps (On-Net)	\$ 84.11	\$ 66.00	\$ 55.25	\$ 45.10
9.6 Kbps (Off-Net)	ICB	ICB	ICB	ICB
19.2 Kbps (On-Net)	\$ 93.46	\$ 74.80	\$ 59.50	\$ 47.77
19.2 Kbps (Off-Net)	ICB	ICB	ICB	ICB
56 Kbps (On-Net)	\$102.80	\$ 83.60	\$ 63.75	\$ 50.43
56 Kbps (Off-Net)	ICB	ICB	ICB	ICB
64 Kbps (On-Net)	\$112.15	\$ 92.40	\$ 72.25	\$ 57.40
64 Kbps (Off-Net)	ICB	ICB	ICB	ICB

Channel Mileage

Fixed

	<u>No term</u>	<u>1 year term</u>	<u>3 year term</u>	<u>5 year term</u>
2.4 Kbps (On-Net)	\$ 46.73	\$ 35.20	\$ 34.00	\$ 28.70
2.4 Kbps (Off-Net)	ICB	ICB	ICB	ICB
4.8 Kbps (On-Net)	\$ 56.07	\$ 48.40	\$ 38.25	\$ 30.75
4.8 Kbps (Off-Net)	ICB	ICB	ICB	ICB
9.6 Kbps (On-Net)	\$ 65.42	\$ 57.20	\$ 42.50	\$ 32.19
9.6 Kbps (Off-Net)	ICB	ICB	ICB	ICB
19.2 Kbps (On-Net)	\$ 74.76	\$ 66.00	\$ 51.00	\$ 34.24
19.2 Kbps (Off-Net)	ICB	ICB	ICB	ICB
56 Kbps (On-Net)	\$ 84.11	\$ 74.80	\$ 59.50	\$ 36.29
56 Kbps (Off-Net)	ICB	ICB	ICB	ICB
64 Kbps (On-Net)	\$ 93.46	\$ 83.60	\$ 68.00	\$ 41.00
64 Kbps (Off-Net)	ICB	ICB	ICB	ICB

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Effective:

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Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

3. SERVICE DESCRIPTIONS (Cont'd)

3.2 Special Access Service (Cont'd)

3.2.3 Digital Data Service (Cont'd)

Per Mile

	<u>No term</u>	<u>1 year term</u>	<u>3 year term</u>	<u>5 year term</u>
2.4 Kbps (On-Net)	\$ 1.40	\$ 1.23	\$ 1.15	\$ 1.03
2.4 Kbps (Off-Net)	ICB	ICB	ICB	ICB
4.8 Kbps (On-Net)	\$ 1.50	\$ 1.32	\$ 1.23	\$ 1.07
4.8 Kbps (Off-Net)	ICB	ICB	ICB	ICB
9.6 Kbps (On-Net)	\$ 1.59	\$ 1.41	\$ 1.32	\$ 1.11
9.6 Kbps (Off-Net)	ICB	ICB	ICB	ICB
19.2 Kbps (On-Net)	\$ 1.68	\$ 1.50	\$ 1.40	\$ 1.19
19.2 Kbps (Off-Net)	ICB	ICB	ICB	ICB
56 Kbps (On-Net)	\$ 2.10	\$ 1.89	\$ 1.70	\$ 1.52
56 Kbps (Off-Net)	ICB	ICB	ICB	ICB
64 Kbps (On-Net)	\$ 2.33	\$ 2.11	\$ 1.91	\$ 1.64
64 Kbps (Off-Net)	ICB	ICB	ICB	ICB

Channel Termination,
per point of termination

NON RECURRING

2.4 Kbps	(On-Net) \$300.00 (Off-Net)	ICB
4.8 Kbps	(On-Net) \$300.00 (Off-Net)	ICB
9.6 Kbps	(On-Net) \$300.00 (Off-Net)	ICB
19.2 Kbps	(On-Net) \$300.00 (Off-Net)	ICB
56 Kbps	(On-Net) \$350.00 (Off-Net)	ICB
64 Kbps	(On-Net) \$350.00 (Off-Net)	ICB

Subsequent, same location

2.4 Kbps	(On-Net) \$300.00 (Off-Net)	ICB
4.8 Kbps	(On-Net) \$300.00 (Off-Net)	ICB
9.6 Kbps	(On-Net) \$300.00 (Off-Net)	ICB
19.2 Kbps	(On-Net) \$300.00 (Off-Net)	ICB
56 Kbps	(On-Net) \$350.00 (Off-Net)	ICB
64 Kbps	(On-Net) \$350.00 (Off-Net)	ICB

Issued: March 13, 2000

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Annapolis, Maryland 21401

3. SERVICE DESCRIPTIONS (Cont'd)

3.2 Special Access Service (Cont'd)

3.2.4 DS-1 Service

DS-1 service is a digital transmission facility of 1.544 Mbps with a capacity of up to 24 analog or digital channels. This service supports voice, analog data, digital data and video.

(a) This service consists of making DS-1 capacity available 24-hours per day, 7 days per week.

(b) DS-1 Rates

RECURRING PER MONTH

	<u>No term</u>	<u>1 yr term</u>	<u>2 yr term</u>	<u>3 yr term</u>	<u>5 yr term</u>
<u>Channel Termination (On-Net)</u> per point of termination	\$197.16	\$169.03	\$159.87	\$150.71	\$129.23
<u>Channel Termination (Off-Net)</u> per point of termination	N/A	\$200.00	\$192.03	\$171.00	ICB
<u>Channel Mileage</u>					
Fixed (On-Net)	\$ 55.80	\$ 48.40	\$45.45	\$ 42.50	\$ 36.90
Fixed (Off-Net)	N/A	\$ 57.00	\$55.00	\$ 48.00	ICB
Per mile (On-Net)	\$ 16.46	\$ 11.99	\$11.09	\$ 10.19	\$ 7.00
Per mile (Off-Net)	N/A	\$ 17.00	\$13.45	\$ 11.00	ICB

Optional Features

- multiplexing, DS-1 to DS-0 ICB

Based on the term of the agreement and the configuration of the Private Line, there may be a minimum mileage requirement. If a customer is ordering point to point service where one leg of service is on-net and one leg is off-net, the minimum mileage requirement is 10 miles. If a customer is ordering point to point service where both legs of service are off-net, there is a minimum mileage requirement of 36 miles.

Issued: March 13, 2000

Effective:

**By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401**

3. SERVICE DESCRIPTIONS (Cont'd)

3.2 Special Access Service (Cont'd)

3.2.4 DS-1 Service (Cont'd)

NON RECURRING CHARGES

<u>Channel termination</u>	
per point of termination (On-Net)	\$ 200.00
<u>Subsequent, same locations (On-Net)</u>	\$ 200.00
<u>Channel termination</u>	
per point of termination (Off-Net)	\$ 400.00
<u>Subsequent, same locations (Off-Net)</u>	\$ 400.00
<u>Optional Features</u>	ICB
multiplexing, DS-1 to DS-0	

3.2.5 DS-3 Service

DS-3 service is a digital transmission facility of 44.736 Mbps with a capacity of 28 DS-1 channels or 672 Voice, Analog Data or Digital Data Channels.

- (a) The service consists of making DS-3 capacity available 24-hours per day, 7 days per week.
- (b) DS-3 Rates

RECURRING PER MONTH

	<u>No term</u>	<u>1 yr term</u>	<u>2 yr term</u>	<u>3 yr term</u>	<u>5 yr term</u>
<u>Channel Termination (On-Net)</u>	N/A	\$2,761.51	\$2,280.00	\$2,329.19	\$1,499.86
per point of termination					
<u>Channel Termination (Off-Net)</u>	N/A	\$2,756.00	\$2,612.25	\$2,417.00	ICB
per point of termination					
<u>Channel Mileage</u>					
Fixed (On-Net)	N/A	\$ 769.50	\$ 649.00	\$ 664.62	\$ 605.63
Fixed (Off-Net)	N/A	\$ 786.00	\$ 750.40	\$ 795.00	ICB
Per mile (On-Net)	N/A	\$ 153.90	\$ 129.00	\$ 121.22	\$ 64.60
Per mile (Off-Net)	N/A	\$ 158.00	\$ 136.87	\$ 127.00	ICB

Based on the term of the agreement and the configuration of the Private Line, there may be a minimum mileage requirement. If a customer is ordering point to point service where one leg of service is on-net and one leg is off-net, the minimum mileage requirement is 10 miles. If a customer is ordering point to point service where both legs of service are off-net, there is a minimum mileage requirement of 36 miles.

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Effective:

By: **Name Christopher Van de Verg**
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3. SERVICE DESCRIPTIONS (Cont'd)

3.2 Special Access Service (Cont'd)

3.2.5 DS-3 Service (Cont'd)

Optional Features

- multiplexing, DS-1 to DS-0

ICB

NON RECURRING CHARGES

Channel termination

per point of termination (On-Net) \$ 300.00

Subsequent, same locations (On-Net) \$ 300.00

Channel termination

per point of termination (Off-Net) \$ 600.00

Subsequent, same locations (Off-Net) \$ 600.00

Optional Features

- multiplexing, DS-1 to DS-0

ICB

3.2.6 Service Calls

When a customer reports trouble to the Company for clearance and no trouble is found in the Company's facilities, the Customer may be responsible for payment of a charge calculated from the time Company's personnel are dispatched to the Customer Premise until the work is completed.

Service Call Rates:

Normal Business Hours (Monday - Friday 8:00 am - 5:00 pm):

\$50.00 Per site visit, and

\$95.00 Per hour, billed in fifteen (15) minute increments, per technician, plus materials

After Normal Business Hours:

\$75.00 Per site visit, and

\$142.50 Per hour, billed in fifteen (15) minute increments, per technician, plus materials

3.3 Individual Case Basis Arrangements

Arrangements will be developed on a case-by-case basis in response to a bonafide request from a Customer or prospective Customer to develop a competitive bid for a service offered under this tariff. Rates quoted in response to such competitive requests may be different than those specified for such service in this tariff. ICB rates will be offered to the Customer in writing and on a non-discriminatory basis. ICB rates, service descriptions and length of such agreement will be filed with the Pennsylvania Public Utility Commission.

Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
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3. SERVICE DESCRIPTIONS (Cont'd)

3.4 Directory Assistance: A Customer may obtain Directory Assistance in determining telephone numbers within the state of Pennsylvania by calling the Directory Assistance operator. Directory Assistance includes the option for call completion to the requested number at no additional charge.

3.4.1 Each call to Directory Assistance will be charged as follows:

Per Call
\$0.75

Each call to Directory Assistance using a Company Calling Card will be charged as follows:

Per Call
\$1.25

The Customer may request a maximum of two telephone numbers per call to Directory Assistance service without additional charges.

- (a) A credit will be given for calls to Directory Assistance as follows:
- (b) The Customer experiences poor transmission or is cut-off during the call; or
- (c) The Customer is given an incorrect telephone number.

To obtain such a credit, the Customer must notify its Customer Service representative.

3.4.2 Residential customers are eligible to place two (2) calls to Directory Assistance per line per month at no additional charge.

Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

3. SERVICE DESCRIPTIONS (Cont'd)

3.5 Operator Assistance

Operator Assistance: A Customer may obtain the assistance of a local operator to complete local exchange telephone calls in the following manner. In addition to the rates specified in Section 3.1.1, surcharges as specified in Section 3.7.1 will apply:

Third Number Billing: Provides the Customer with the capability to charge a local call to a third number which is different from the called or calling party. The party answering at the third number has the option to refuse acceptance of the charges in advance or when queried by the operator.

Collect Calls: Provides the Customer with the capability to charge a call to the called party. On the operator announcement of a collect call, the called party has the option to refuse acceptance of charges in advance or when queried by the operator.

Calling Cards: Provides the Customer with the capability to place a call using a calling card of an Interchange Carrier with or without the assistance of an operator.

Person to Person: Calls completed with the assistance of an operator to a particular Station and person specified by the caller. The call may be billed to the called party.

Station to Station: Calls completed with the assistance of an operator to a particular Station. The call may be billed to the called party.

General Assistance: The Customer has the option to request general information from the operator, such as dialing instructions, country or city codes, area code information and Customer Service 800 telephone numbers, but does not request the operator to complete the call.

3.5.1 Operator Assisted Surcharges: The following surcharges will be applied on a per call basis.

Non-Company Calling Card or Credit Card	\$1.60
Third Number Billing	\$1.60
Collect Calling	\$1.60
Person to Person	\$3.50
Station to Station	\$1.60
General Assistance	N/C

Issued: March 13, 2000

Effective:

By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401

4. CUSTOMER PROMOTIONS

4.1 (Reserved)

4.2 (Reserved)

Issued: March 13, 2000

Effective:

**By: Name Christopher Van de Verg
Title General Counsel
209 West Street, Suite 302
Annapolis, Maryland 21401**

JOINT UNANIMOUS CONSENT BY THE SOLE STOCKHOLDER AND DIRECTOR
OF
CORE COMMUNICATIONS, INC.

The undersigned, constituting the sole Stockholder and Director of the above Corporation, does, by affixing his signature hereto this 1st day of February, 1999, consent to, adopt and approve the following:

RESOLVED, that the following-named persons are hereby elected as Officers of the Corporation, to serve as such until the next Annual Meeting of Directors or until their successors are duly elected and have qualified:

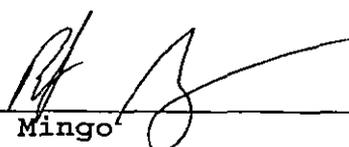
Bret L. Mingo	President, Treasurer
Christopher F. Van De Verg	Secretary

FURTHER RESOLVED, that the Corporation hereby authorizes the issuance of stock as described below, in exchange for consideration as described below (the receipt and adequacy of which is hereby acknowledged), upon the execution by all of the following parties of a Stockholders Agreement, a Subscription Agreement, and a Memorandum of Understanding with the Corporation, all substantially in the form attached to this Unanimous Consent, and the officers of the Corporation are hereby instructed to take such steps as they deem necessary or appropriate to effectuate such transaction. The Corporation shall issue such stock as follows:

Glenn F. Dalgliesh	100 Shares Class A Voting Stock, in exchange for all services rendered to the Corporation prior to February 1, 1999.
Christopher F. Van De Verg	100 Shares Class A Voting Stock, in exchange for all services rendered to the Corporation prior to February 1, 1999.
Toad Computers, Inc.	200 Shares Class B Non-Voting Stock, in exchange for a capital contribution of \$30,000, which has been paid in full.

Bret L. Mingo

597 Shares Class A Voting Stock, as
a stock dividend for no
consideration.



Bret L. Mingo

CORE COMMUNICATIONS, INC.

FINANCIAL STATEMENTS

DECEMBER 31, 1999

CHERNOFF & CASEY, LLP

CERTIFIED PUBLIC ACCOUNTANTS

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CHERNOFF & CASEY, LLP
CERTIFIED PUBLIC ACCOUNTANTS

To the Officers and Board of Directors
Core Communications, Inc.

We have compiled the accompanying balance sheet of Core Communications, Inc. as of December 31, 1999 and the related statements of operations, retained earnings and cash flows for the eleven months then ended, in accordance with Statements on Standards of Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Chernoff & Casey, LLP

February 3, 2000

CORE COMMUNICATIONS, INC.
BALANCE SHEET
DECEMBER 31, 1999

(SEE ACCOUNTANT'S REPORT)

ASSETS

CURRENT ASSETS		
Cash (Note 1)	\$136,208	
Accounts receivable, net of reserve for uncollectible accounts of \$21,233 (Note 1)	<u>285,905</u>	
Total Current Assets		\$422,113
PROPERTY AND EQUIPMENT (Notes 1 and 3)		
Communications equipment	330,148	
Computer equipment	37,436	
Furniture and equipment	<u>2,335</u>	
	369,919	
Less: Accumulated depreciation	<u>81,281</u>	
Net Property and Equipment		288,638
OTHER ASSETS		
Security deposits	47,170	
Licenses	1,200	
Organization costs - net of accumulated amortization of \$418	<u>788</u>	
Total Other Assets		<u>49,158</u>
TOTAL ASSETS		<u>\$759,909</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$179,263	
Loan payable	9,000	
Deferred income taxes (Note 1)	5,600	
Current portion of long-term debt (Note 3)	<u>87,157</u>	
Total Current Liabilities		\$281,020
LONG-TERM LIABILITIES		
Long-term debt, net of current maturities (Notes 3 and 4)		374,116
STOCKHOLDERS' EQUITY (Note 4)		
Common stock - par value \$0.01 per share;		
Class A voting, 10,000 shares authorized, 1,800 shares issued and outstanding	18	
Class B non-voting, 90,000 shares authorized; 200 shares issued and outstanding	2	
Additional paid-in capital	75,593	
Retained earnings	<u>29,160</u>	
Total Stockholders' Equity		<u>104,773</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		<u>\$759,909</u>

The accompanying notes are an integral part of this financial statement.

CORE COMMUNICATIONS, INC.
 STATEMENT OF OPERATIONS AND RETAINED EARNINGS
 ELEVEN MONTHS ENDED DECEMBER 31, 1999

(SEE ACCOUNTANT'S REPORT)

REVENUE (Notes 5 and 6)	<u>\$875,134</u>	<u>100.0%</u>
OPERATING EXPENSES		
Equipment rental	392,834	44.9
Salaries	116,200	13.3
Telephone	71,374	8.2
Depreciation	64,767	7.4
Interest	47,209	5.4
Rent	28,033	3.1
Provision for bad debts	21,233	2.6
Legal and professional	17,867	2.0
Payroll taxes	13,660	1.6
Outside services	5,207	.6
Supplies	4,662	.5
Insurance	3,878	.4
Utilities	2,387	.3
Meals and entertainment	1,525	.2
Advertising	1,200	.1
Bank charges	1,022	.1
Office	1,008	.1
Postage	946	.1
Taxes and licenses	200	-
Amortization expense	<u>218</u>	<u>-</u>
Total Operating Expenses	<u>795,430</u>	<u>90.9</u>
INCOME BEFORE PROVISION FOR INCOME TAXES	79,704	9.1
PROVISION FOR INCOME TAXES	<u>5,600</u>	<u>.6</u>
NET INCOME	74,104	<u>8.5%</u>
RETAINED EARNINGS (DEFICIT), FEBRUARY 1, 1999	<u>(44,944)</u>	
RETAINED EARNINGS, DECEMBER 31, 1999	<u>\$ 29,160</u>	

The accompanying notes are an integral part of this financial statement.

CORE COMMUNICATIONS, INC.
STATEMENT OF CASH FLOWS
ELEVEN MONTHS ENDED DECEMBER 31, 1999

(SEE ACCOUNTANT'S REPORT)

CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	\$ 74,104
Adjustments to reconcile net income to net cash used in operating activities:	
Depreciation	64,767
Amortization	218
Provision for bad debts	21,233
Deferred income taxes	5,600
Changes in assets and liabilities:	
Accounts receivable	(300,290)
Security deposits	(44,798)
Accounts payable and accrued expenses	<u>162,832</u>
Net Cash Used in Operating Activities	<u>(16,334)</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of equipment	<u>(18,935)</u>
Net Cash Used in Investing Activities	<u>(18,935)</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Borrowings	209,000
Sale of common stock	2,000
Payments on capital leases	<u>(47,190)</u>
Net Cash Provided by Financing Activities	<u>163,810</u>
NET INCREASE IN CASH	128,541
CASH, FEBRUARY 1, 1999	<u>7,667</u>
CASH, DECEMBER 31, 1999	<u>\$136,208</u>
SUPPLEMENTAL INFORMATION:	
Capital lease obligations incurred	<u>\$ 88,989</u>
Interest paid	<u>\$ 47,209</u>

The accompanying notes are an integral part of this financial statement.

CORE COMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1999

NOTE 1: Summary of Significant Accounting Policies

Following is a description of the most significant accounting and reporting policies of the Company:

Nature of Business: The Company is a telecommunications and data network provider. During 1999, the Company became certified as a Local Exchange Carrier in the state of Maryland.

Basis of Accounting: The financial statements of the Company are prepared on the accrual basis of accounting.

Accounts Receivable: Provision is made for doubtful accounts based on anticipated collection losses. Estimated losses are determined from a review of the aging of accounts receivable.

Property and Depreciation: Property and equipment are stated at cost, less accumulated depreciation. Depreciation is computed using the straight-line and accelerated methods over the estimated useful lives of the assets.

Income Taxes: Deferred income taxes are provided to reflect the tax effect of a temporary difference between financial and income tax reporting. The difference relates primarily to the use of the cash basis of accounting for income tax reporting purposes and differences in depreciation expense.

Use of Estimates: The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

Cash: Cash equivalents are included in cash. The Company considers interest bearing investments due on demand as cash equivalents.

CORE COMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1999

NOTE 2: Operating Leases

The Company operates its facilities located in Baltimore and Annapolis, Maryland under operating lease agreements. The leases expire at various dates through 2004. Rent expense for the eleven months ended December 31, 1999 was \$28,033.

The following is a schedule of future minimum lease payments under the current lease agreements:

Year ended December 31, 2000	\$ 36,464
2001	26,622
2002	23,414
2003	21,975
2004	<u>10,987</u>
	<u>\$119,462</u>

NOTE 3: Capital Leases

The Company purchased through capital leases certain communications equipment. The leases expire at various times between October, 2001 and June, 2002. Assets are being depreciated over the life of the lease obligations.

Communication equipment	\$314,710
Less: Accumulated depreciation	<u>64,064</u>
Net property and equipment under capital leases	<u>\$250,646</u>

The capital lease obligations at December 31, 1999 are as follows:

Non-cancelable equipment leases	\$261,273
Less: Current portion of capital lease obligations	<u>87,157</u>
Long-term capital lease obligations	<u>\$174,116</u>

CORE COMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1999

NOTE 3: Capital Leases (Continued)

Minimum future lease payments under capital leases as of December 31, 1999 for each of the next three years are as follows:

Year ended December 31, 2000	\$161,297
2001	155,797
2002	<u>64,148</u>
Total capital leases payable	\$381,242
Less: Amount representing interest	<u>119,969</u>
Present value of net minimum leases	<u>\$261,273</u>

NOTE 4: Convertible Promissory Note

On December 17, 1999 the Company borrowed \$200,000. The note is payable upon demand any time after December 31, 2000, or if no such demand is made, all such amounts shall become due and payable on December 31, 2001. The note accrues at an annual interest rate of 8%.

The lender may, at any time prior to the maturity date, convert all of the outstanding principal and interest due under this note into fully-paid and non-assessable shares of capital stock of the Company representing ten percent (10%) of the issued and outstanding stock as of the date of conversion. The type and class of stock of the Company to be received by the lender upon conversion of this note shall be determined by the lender on the date of conversion.

NOTE 5: Related Party Transactions

One of the Company's customers is also a stockholder of the Company. (See Note 6.) Sales to this customer for the eleven months ended December 31, 1999 totaled \$349,803.

CORE COMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1999

NOTE 6: Concentration of Risk

The Company derives substantially all of its revenue from internet providers. Sales to one customer in the eleven months ended December 31, 1999 represented approximately 40% of gross revenues. (See Note 5.)

NOTE 7: Uninsured Cash

The Company maintains its cash balances in financial institutions insured by the Federal Deposit Insurance Corporation up to \$100,000. At December 31, 1999, the Company's uninsured portion of its cash balance totaled \$105,327.

Tentative Operating Balance Sheet and Projected Income Statement
Estimated April 2000-March-2001

Tentative Balance Sheet

		Assets	
Current Assets			
Cash		\$150,000	
Accounts Receivable		<u>300,000</u>	
Total Current Assets			\$450,000
Property and Equipment			
Communications Equipment		350,000	
Computer Equipment		50,000	
Furniture and Equipment		<u>5,000</u>	
		405,000	
Less Accumulated Deprec.		95,000	
Net Property and Equipment			310,000
TOTAL ASSETS			760,000
		Liabilities	
Current Liabilities			
Accounts Payable		\$125,000	
Loan Payable		7,500	
Long Term Debt		<u>5,000</u>	
Total Current Liabilities			\$137,500
Long-Term Liabilities			
Long-Term Debt, Net			100,000
Stockholders Equity			
Total Stockholders Equity			522,500
TOTAL LIABILITIES AND STOCK HOLDERS EQUITY			760,000

Income Statement

REVENUE	\$3,600,000	\$100.0%
OPERATING EXPENSES		
Equipment Rental	720,000	20.0
Salaries	270,000	7.5
Telephone	90,000	2.5
Depreciation	180,000	5.0
Interest	180,000	5.0
Rent	180,000	5.0
Provision for Bad Debts	72,000	2.0
Legal and Professional	72,000	2.0
Payroll Taxes	57,600	1.6
Outside Services	180,000	5.0
Supplies	90,000	2.5
Insurance	90,000	2.5
Utilities	90,000	2.5
Meals and Entertainment	18,000	0.05
Bank charges	2,000	----
Office	2,000	----
Postage	2,000	----
Taxes and Licenses	2,000	----
Amortization expense	1,000	----
Total Operating Expenses	<u>2,298,600</u>	<u>63.85</u>
INCOME BEFORE TAXES	1,301,400	36.15
PROVISION FOR INCOME TAXES	78,048	.6
NET INCOME	1,223,352	33.98%

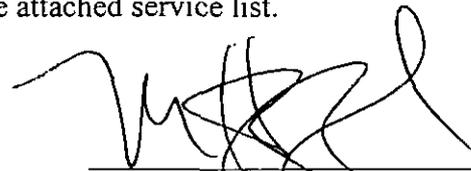
The Applicant's custodian for its accounting records and supporting documentation is:

Bret Mingo
Core Communications, Inc.
209 West Street, Ste. 302
Annapolis, Maryland 21401
Telephone: 410-216-9865
Fax: 410-216-9867

The Applicant's accounting records and supporting documentation are maintained at the above-listed address.

CERTIFICATE OF SERVICE

I, Michael B. Hazzard, do hereby certify that on this 14th day of March 2000, I caused a copy of the foregoing Application of Core Communications, Inc. to be served by United States Mail, postage prepaid, upon each of the parties on the attached service list.



Michael B. Hazzard

RECEIVED

MAR 14 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Office of Consumer Advocate
555 Walnut Street
5th Floor, forum Place
Harrisburg, PA 17101

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

Ronald F. Weigel
Bell Atlantic- Pennsylvania, Inc.
Director Government Relations
Strawberry Square, Fourth Floor
Harrisburg, Pennsylvania 17101

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265
March 16, 2000

IN REPLY PLEASE
REFER TO OUR FILE
A-310922
A-310922F0002
A-310922F0003

MICHAEL B HAZZARD ESQUIRE
LAWLER METZGER & MILKMAN
1909 K STREET NW SUITE 820
WASHINGTON DC 20006

Dear Mr. Hazzard:

*facilities-
based*

Please be advised that the Application of Core Communications, Inc. to provide telecommunications services ~~as a Reseller of Toll Services~~ 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 March 29, 2000.

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
James J. McNulty
Secretary

JJM:jiy

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265
March 16, 2000

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WASHINGTON DC 20006

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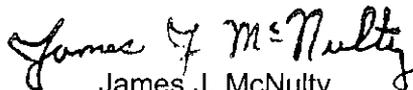
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Sincerely,


James J. McNulty
Secretary

JJM:jiy

DOCUMENT
FOLDER

DOCKETED
MAR 16 2000

EEF

DATE: March 16, 2000

SUBJECT: A-310922
A-310922F0002
A-310922F0003

TO: Bureau of Fixed Utility Services

FROM:  James J. McNulty, Secretary

Application of Core Communications, Inc.

We attach hereto a copy of the Application of Core Communications, Inc., for approval to provide telecommunication services as an Interexchange Carrier (A-310922), Competitive Local Exchange Carrier (A-310922F0002) and Access Provider Services (A-310922F0003) 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 March 29, 2000.

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

jij

Attachment

DOCKETED
MAR 16 2000

**DOCUMENT
FOLDER**

EEF

PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIPT

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

LAWLER METZGER MILKMAN LLC
ATTN MICHAEL B HAZZARD
1909 K ST NW STE 820
WASHINGTON, DC 20006

DATE 3/17/00
RECEIPT # 196872

Application fees for CORE COMMUNICATIONS INC

Docket Numbers A-310922 and F0002 AND F0003..... \$250.00

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: 1996
CHECK AMOUNT: \$250.00

C. Joseph Meisinger
(for Department of Revenue)

DOCKETED
MAR 20 2000

DOCUMENT
FOLDER