

CAPTION SHEET

SE MANAGEMENT SYSTEM

- 1. REPORT DATE: 00/00/00
- 2. BUREAU: FUS
- 3. SECTION(S):
- 5. APPROVED BY: DIRECTOR: SUPERVISOR:
- 6. PERSON IN CHARGE:
- 8. DOCKET NO: A-310800 F0008
- 4. PUBLIC MEETING DATE: 00/00/00
- 7. DATE FILED: 09/30/02
- 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT: NEW LLC

RESPONDENT/APPLICANT: COMMONWEALTH TELEPHONE CO.

COMP/APP COUNTY:

UTILITY CODE: 310800

ALLEGATION OR SUBJECT

APPLICATION OF COMMONWEALTH TELEPHONE COMPANY (CTC), COMMONWEALTH LONG DISTANCE (CLD), AND NEW LLC FOR ALL APPROVALS REQUIRED UNDER PUBLIC UTILITY CODE FOR THE TRANSACTION RELATED TO THE RESTRUCTURING OF COMMONWEALTH LONG DISTANCE INCLUDING INTER ALIA THE ASSOCIATED ACQUISITION BY CREATION OF A WHOLLY-OWNED SUBSIDIARY. DOCKET NUMBERS: A-310800F0008 FOR THE ACQUISITION OF COMMONWEALTH TELEPHONE COMPANY OF NEW LLC; A-310071F2000 FOR THE ABANDONMENT OF TELECOMMUNICATION SERVICES BY COMMONWEALTH LONG DISTANCE COMPANY; AND A-311225 FOR NEW LLC SEEKING A CERTIFICATE OF PUBLIC CONVENIENCE TO PROVIDE INTEREXCHANGE RESELLER SERVICES TO THE PUBLIC IN THE COMMONWEALTH OF PA.....

DOCKETED

NOV 07 2002

**DOCUMENT
FOLDER**

ORIGINAL

Malatesta
Hawke &
McKeon LLP
ATTORNEYS AT LAW

Joseph J. Malatesta, Jr. Scott T. Wyland
William T. Hawke Todd S. Stewart
Kevin J. McKeon Craig R. Burgraff
Louise A. Knight Janet L. Miller
Thomas J. Sniscak William E. Lehman
Norman James Kennard Steven K. Haas
Lillian Smith Harris

100 North Tenth Street, Harrisburg, PA 17101 Phone: 717.236.1300 Fax: 717.236.4841 www.mhm-law.com

September 30, 2002

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Post Office Box 3265
Harrisburg, PA 17120

A-310800 F0008 DOCUMENT FOLDER

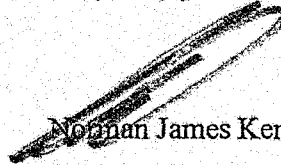
Re: Application of Commonwealth Telephone Company, Commonwealth Long Distance Company, and New LLC for all approvals required under the Public Utility Code for the transactions related to the restructuring of Commonwealth Long Distance Company, including, inter alia, the associated acquisition by creation of a wholly-owned subsidiary, merger by acquisition of stock, and provision and abandonment of service; Docket Nos. A-_____, A-_____, A-_____

Dear Secretary McNulty:

Enclosed for filing, please find an original and three (3) copies of the Application regarding the above-captioned matter.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Norman James Kennard

NJK/tap
Enclosures

SECRETARY'S BUREAU

SEP 30 2002 16:16

MAILING ADDRESS: P.O. BOX 1778 HARRISBURG, PA 17105

146

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIVED
NOV 14 15
SECRETARY'S BUREAU

Application of
Commonwealth Telephone Company,
Commonwealth Long Distance Company, and
New LLC
for all approvals required under the Public Utility Code
for the transactions related to the restructuring of
Commonwealth Long Distance Company, including,
inter alia, the associated acquisition by creation of a
wholly-owned subsidiary, merger by acquisition
of stock, and provision and abandonment of service

Docket Nos. A- 310800 F 0008
A- _____
A- _____

DOCUMENT
FOLDER

TO THE HONORABLE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

AND NOW COMES, Commonwealth Telephone Company ("CTCo"), Commonwealth Long Distance Company ("CLD"), and New LLC, hereinafter collectively referred to as the "Joint Applicants," and file, pursuant to the Pennsylvania Public Utility Code (66 Pa. C.S. §101 et seq.) and the regulations of the Pennsylvania Public Utility Commission ("Commission")(52 Pa. Code § 1.1 et seq.), this Joint Application, as a single submittal under 52 Pa. Code §1.34 ("Consolidated Application"), for all approvals required for the transactions described herein as evidenced by the issuance of Certificates of Public Convenience and, in support thereof, state as follows:

I. INTRODUCTION

1. The names and addresses of the Joint Applicants are:

Commonwealth Telephone Company
100 CTE Drive
Dallas, PA 18612

DOCKETED

NOV 07 2002

Commonwealth Long Distance Company
100 CTE Drive
Dallas, PA 18612

2. The name and address of the Joint Applicants' attorney in this matter is:

Norman James Kennard
Malatesta Hawke & McKeon LLP
Harrisburg Energy Center
100 North Tenth Street
P.O. Box 1778
Harrisburg, PA 17105
(717) 236-1300

II. OVERVIEW

3. This Consolidated Application is being filed before the Commission for the purpose of accomplishing a corporate reorganization. In this reorganization, the parent, Commonwealth Telephone Enterprises, Inc., ("CTE") proposes to transfer ownership of CLD to a newly-formed company to be created as a wholly owned subsidiary company of CTCo ("New LLC"). epix® Internet Services, Inc. ("epix") a non-jurisdictional rural Internet service provider, that offers Jack Flash®, a trademarked broadband data service that offers high-speed Internet access and digital connectivity solutions, will also be merged into New LLC.

4. Transferring ownership of CLD to New LLC will create a financially and managerially stronger company that is able to more effectively compete in the Pennsylvania local telecommunications market.

5. The transactions represent a change in direct ownership only. Ultimate ownership of both CTCo and New LLC/CLD will continue to reside in the parent company, CTE.

6. The proposed transactions will not affect, in any manner, the ownership or operations of CTCo. Likewise, no changes in CLD's management are anticipated.

7. The proposed transactions will be transparent to CLD's current customers, who will be provided with the same level of service at the same rates by New LLC.

III. DESCRIPTION OF APPLICANTS

8. CTCo, a rural local exchange carrier, is incorporated as a Pennsylvania corporation and provides a full range of high-quality, low-cost telephone and related services over a network throughout, or in portions of, Berks, Bradford, Bucks, Carbon, Chester, Columbia, Dauphin, Lackawanna, Lancaster, Lehigh, Luzerne, Lycoming, Monroe, Northampton, Schuylkill, Sullivan, Susquehanna, Tioga, Wyoming, and York Counties, an approximately 5,000-square-mile service territory. CTCo provides local exchange service to 335,000 main access lines in seventy-nine telephone exchanges. CTCo holds letters patent and Certificates of Public Convenience to offer telephone service in Pennsylvania at Commission Docket Nos. A-9610, A-76155, A-80433, A-81356, A-82106, A-83156, A-85690, A-96978, A-96933, A-99981, A-00101891, A-00102711, and A-310800.

9. CLD is incorporated in the Commonwealth of Pennsylvania and provides long distance telephone service as a reseller in portions of Pennsylvania pursuant to a Certificate of Public Convenience issued by this Commission on August 13, 1992 at Docket No. A-00310071.

IV. DESCRIPTION OF PROPOSED TRANSACTIONS

10. Organizational charts depicting the transactions described herein are attached and made part of this Consolidated Application as **Appendix "A."**

11. Approval of this Commission is requested for the entirety of the transactions set forth herein. The following steps are involved:

Step 1 - Acquisition By CTCo, Through Creation Of New LLC, As a Wholly Owned Subsidiary Company; 66 Pa. C.S. § 1102(a)(4)

12. For the reasons and the purposes set forth hereinafter, CTCo hereby seeks approval to create, as a wholly owned subsidiary, New LLC, and thereby "acquire" it within the potential meaning of subsection 1102(a)(4) of the Code, 66 Pa. C.S. § 1102(a)(4).

13. CTCo has the financial ability and the business experience necessary to create new LLC.

Step 2 - Merger by Acquisition of Stock of CLD by New LLC; 66 Pa. C.S. § 1102(a)(3)

14. CTE intends to transfer to New LLC by merger all of its common stock holdings in CLD. As a result of this transfer, CLD will become a directly and wholly-owned subsidiary of CTCo. The Joint Applicants hereby seek approval of this transaction under subsection 1102(a)(3) of the Code, 66 Pa. C.S. § 1102(a)(3).

Step 3 - Application of New LLC to Render Interexchange Reseller Telecommunication Service in Pennsylvania; §1102(a)(1)

15. Simultaneously with the transfer contemplated in Paragraph 14 above (Step 2), New LLC seeks a Certificate of Public Convenience to provide interexchange reseller

telecommunications services in Pennsylvania. The Joint Applicants hereby seek approval of this transaction under subsection 1102(a)(1) of the Code, 66 Pa. C.S. § 1102(a)(1).

16. New LLC hereby completely adopts all currently effective affiliated interest agreements and other regulatory documents previously approved by this Commission that affect CLD.

Step 4 - Abandonment by CLD of Interexchange Reseller Telecommunication Services in Pennsylvania; 66 Pa. C.S. § 1102(a)(2)

17. Pursuant to subsections 1102(a)(2) of the Code, 66 Pa. C.S. § 1102(a)(2), CLD seeks authorization to abandon its services in Pennsylvania provided pursuant to the Certificate of Public Convenience issued at Docket No. A-00310071, because all of its stock will be merged into New LLC.

18. New LLC will provide the services previously provided by CLD. New LLC requests approval to adopt and provide service under the currently effective tariffs of CLD.

V. FINANCIAL INFORMATION AND CORPORATE AUTHORIZATIONS

19. CTCo's and CLD's latest financial filings with the Commission are incorporated herein by reference.

20. The financial and managerial resources that will be available to New LLC will be the same or better than the resources available to CLD.

21. The income statements and balance sheets of CTCo are not affected by the transactions in any way and, accordingly, are not included with this Application.

22. The corporate registration certificates for CTE, CTCo, and CLD are attached as **Appendices "B" and "C" and "D"** respectively. Because New LLC has not yet been created, no Pennsylvania Department of State certificate is available regarding the registration of New LLC. As soon as approval by the Commission is obtained, the creation of new LLC will occur and all necessary registrations will be made.

23. Attached to and made a part of this Consolidated Application as **Appendix "E"** are Certificates from the Corporate Secretary of CTCo and CLD, which evidences the necessary corporate and shareholder approvals and authority to perform the various transfers and other actions required to implement the transactions proposed in this Consolidated Application.

24. The transactions proposed in this Consolidated Application will have no effect upon the rates and services currently provided by CLD or CTCo.

VI. APPROVAL OF THIS APPLICATION IS IN THE PUBLIC INTEREST

25. Approval of each and every transaction proposed in this Consolidated Application is in the public interest for the following reasons:

a. The telecommunications operations of CLD and epix will be consolidated under CTCo, which will have the opportunity to more efficiently grow their operations;

b. The telecommunications operations of New LLC will be better positioned in a competitive marketplace as a result of the transactions;

c. The improved abilities of CTCo and New LLC will enhance the competitiveness of the telecommunications industry in Pennsylvania; and,

d. The transactions serve a valid business purpose by promoting managerial efficiency.

VII. OTHER PROVISIONS

26. The proposed transactions are to be effective, subject to approval of this Commission, and are conditioned upon meeting the requirements and/or receiving the approvals of all regulatory agencies having jurisdiction over the Joint Applicants and the contemplated transactions.

27. The Joint Applicants have paid all special and general assessments levied upon them by the Commission pursuant to the Public Utility Code and the Commission's Regulations.

28. The transactions contemplated by this Consolidated Application will be recorded in accordance with the Uniform System of Accounts prescribed by this Commission.

29. As indicated by the attached certificate of service, service of this Joint Application has been made upon the Commission's Office of Trial Staff ("OTS"), the Pennsylvania Office of the Consumer Advocate ("OCA"), and the Pennsylvania Office of the Small Business Advocate ("OSBA").


VIII. PRAYER FOR RELIEF AND REQUEST FOR FINDINGS

WHEREFORE, the Joint Applicants respectfully request that the Pennsylvania Public Utility Commission:

(a) Grant all approvals, as evidenced by the issuance of related Certificates of Public Convenience, required for the Joint Applicants to undertake the various transactions detailed in this Consolidated Application; and

(b) Find that the Joint Applicants have established that the restructuring described by this Consolidated Application provides affirmative public benefits, and the approval of the transactions is in the public interest.

Respectfully submitted,



Norman James Kennard
MALATESTA HAWKE & McKEON LLP
Harrisburg Energy Center
100 North Tenth Street
P.O. Box 1778
Harrisburg, PA 17105-1778
Telephone: (717) 236-1300
Facsimile: (717) 236-4841
E Mail: njkennard@mhm-law.com

Counsel for Joint Applicants

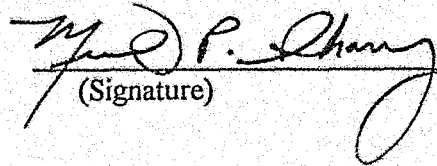
DATED: September 30, 2002

SECRETARY'S BUREAU
SEP 30 11 41 15

VERIFICATION

I, Michael Sharry, Senior Manager Regulatory and Public Affairs and Statutory Agent for Commonwealth Telephone Company, hereby state that the facts above set forth are true and correct to the best of my knowledge, information, and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

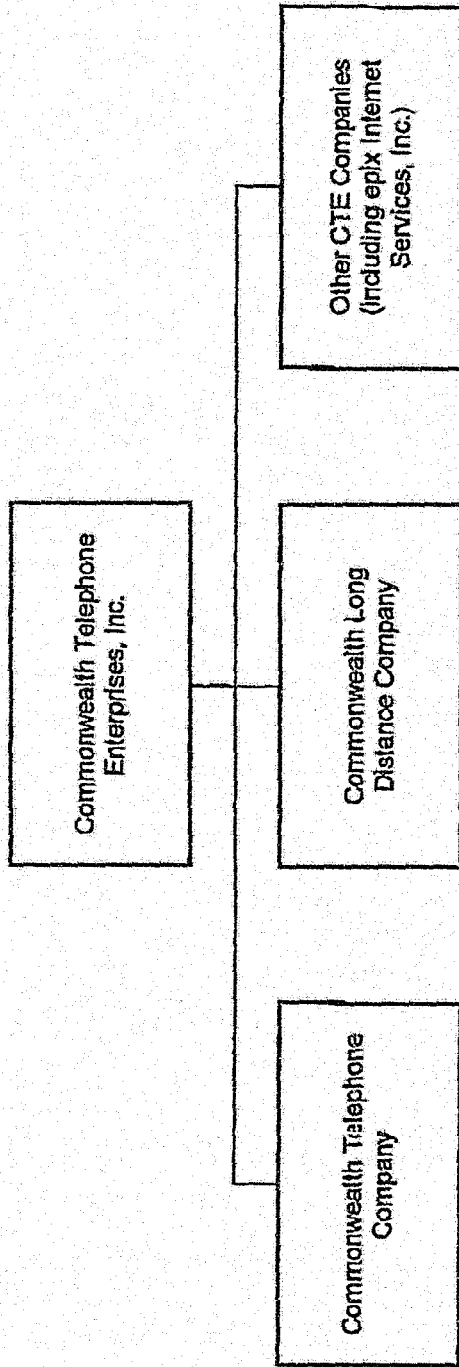
Date: September 27, 2002


(Signature)

SECRETARY'S BUREAU
SEP 27 11 16 AM '02

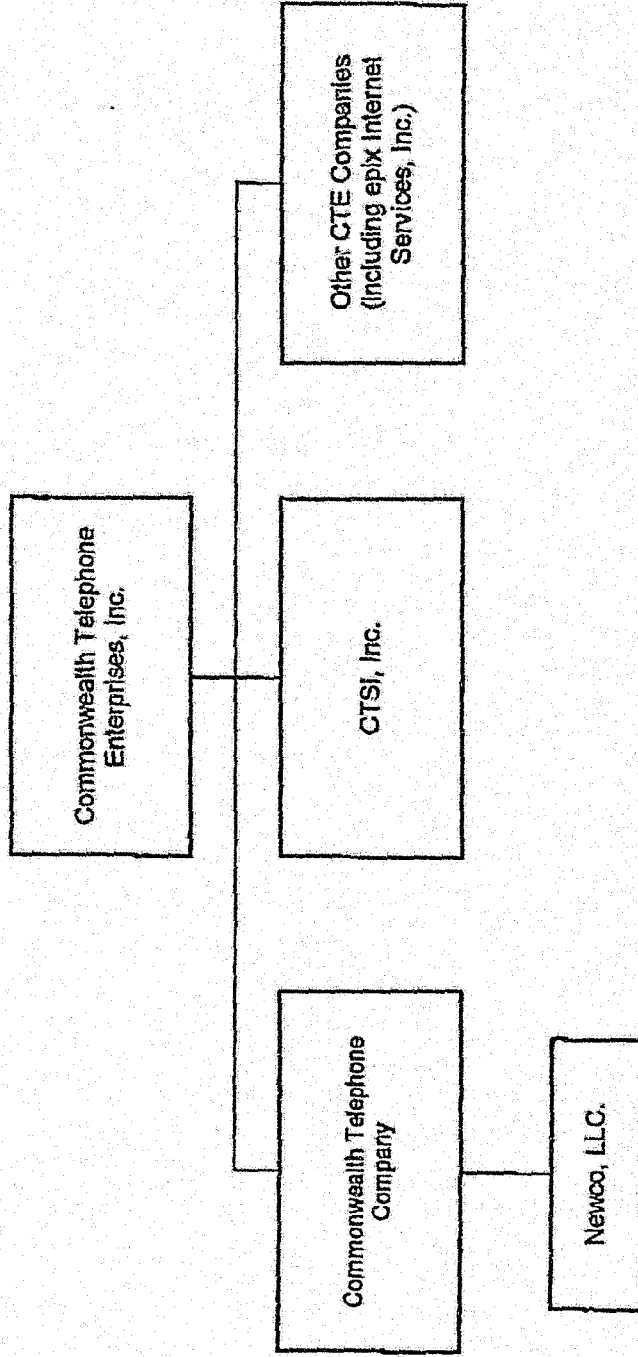
Appendix A -1

CURRENT STRUCTURE

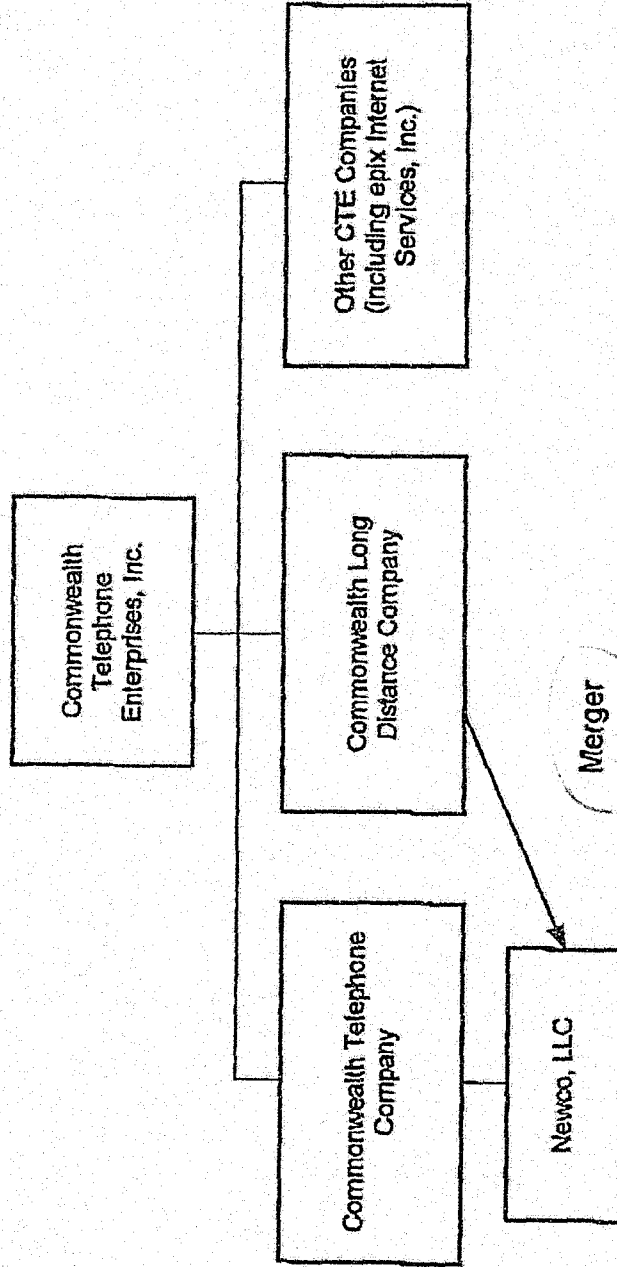


Appendix A - 2

FORMATION OF NEWCO, LLC

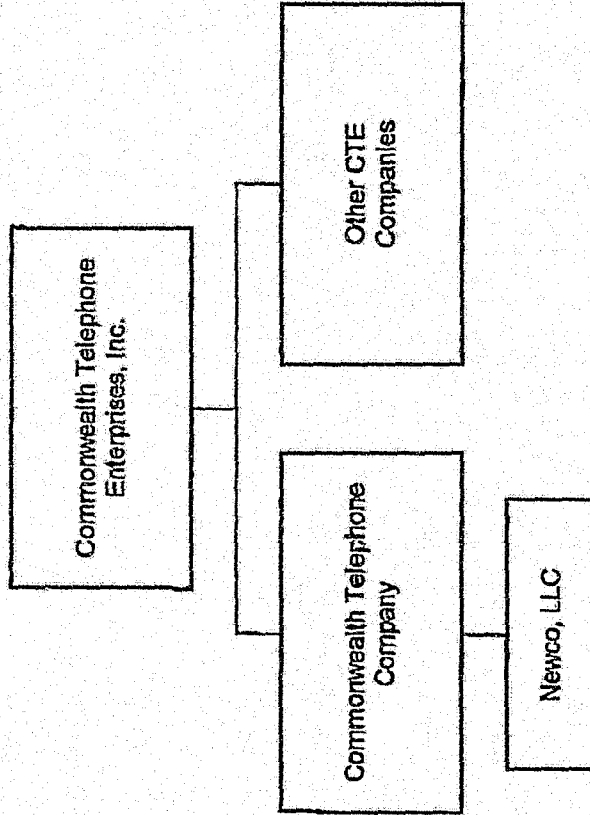


MERGER OF COMMONWEALTH LONG
DISTANCE COMPANY INTO NEWCO, LLC



Appendix A - 4

**CORPORATE ORGANIZATION
POST - RESTRUCTURING**



*CTE
Art of Annap*

Applicant's Account No.

DCCH-6CL-204 (Rev. 8-72)

Filing Fee: \$75

AIB-7

Articles of
Incorporation—
Domestic Business Corporation

79:14 127

684055

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 2nd day of March, A.D. 1979

Commonwealth of Pennsylvania
Department of State

John D. Allen, Jr.

Secretary of the Commonwealth

In compliance with the requirements of section 204 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1204) the undersigned, desiring to be incorporated as a business corporation, hereby certifies (certify) that:

1. The name of the corporation is:
Commonwealth Telephone Enterprises, Inc.

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:
100 Lake Street
(NUMBER) (STREET)
Dallas Pennsylvania 18612
(CITY) (ZIP CODE)

3. The corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business, including manufacturing, processing, research and development, for which corporations may be incorporated under the Pennsylvania Business Corporation Law.

4. The term for which the corporation is to exist is: perpetual

5. The aggregate number of shares which the corporation shall have authority to issue is:
Five million (5,000,000) shares of common stock, par value one dollar (\$1.00) per share.

6. The name(s) and post office address(es) of each incorporator(s) and the number and class of shares subscribed by such incorporator(s):

NAME	ADDRESS (Including Street and Number, if any)	NUMBER AND CLASS OF SHARES
William J. Umphred	100 Lake Street Dallas, Pennsylvania 18612	3 shares of common stock

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed and sealed these Articles of Incorporation this 27th day of February, 1979.

(SEAL) William J. Umphred (SEAL)

(SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. For general instructions relating to the incorporation of business corporations see 19 Pa. Code Ch. 35 (relating to business corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure and related authority of the board of directors, inclusion of names of first directors in the Articles of Incorporation, optional provisions on cumulative voting for election of directors, etc.
- B. One or more corporations or natural persons of full age may incorporate a business corporation.
- C. Optional provisions required or authorized by law may be added as Paragraphs 7, 8, 9 . . . etc.
- D. The following shall accompany this form:
 - (1) Three copies of Form DSCB:BCL-206 (Registry Statement Domestic or Foreign Business Corporation).
 - (2) Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name).
 - (3) Any necessary governmental approvals.
- E. BCL 8205 (15 Pa. S. 81205) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

STATE
OF
PENNSYLVANIA
79 MAR 2 PM 2:27

79:14 129

Commonwealth of Pennsylvania



Department of State

684055

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Business Corporation Law, approved the 5th day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF INCORPORATION

evidencing the incorporation of a business corporation organized under the terms of that law, and

Whereas, The stipulations and conditions of that law have been fully complied with by the persons desiring to incorporate as

COMMONWEALTH TELEPHONE ENTERPRISES, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, create, erect, and incorporate the incorporators of and the subscribers to the shares of the proposed corporation named above, their associates and successors, and also those who may thereafter become subscribers or holders of the shares of such corporation, into a body politic and corporate in deed and in law by the name chosen hereinbefore specified, which shall exist perpetually and shall be invested with and have and enjoy all the powers, privileges, and franchises incident to a business corporation and be subject to all the duties, requirements, and restrictions specified and enjoined in and by the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 2nd day of March in the year of our Lord one thousand nine hundred and seventy-nine and of the Commonwealth the two hundred and third

A handwritten signature in cursive script, reading "Ethel D. Allen, D.D.", written over a horizontal line.

Secretary of the Commonwealth

IN THE NAME AND BY AUTHORITY OF THE
COMMONWEALTH OF PENNSYLVANIA



Executive Department.

To all to whom these Presents shall come, Greeting:

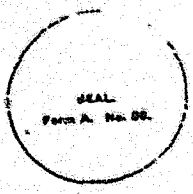
Whereas, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act supplementary to an act, entitled 'An Act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, Anno Domini one thousand eight hundred and seventy-four, providing for the merger and consolidation of certain corporations," approved the twenty-ninth day of May, Anno Domini one thousand nine hundred and one, the Governor of this Commonwealth is authorized and required to issue LETTERS PATENT to all corporations organized in accordance with the above recited act.

And Whereas, The directors of the Commonwealth Telephone Company, the directors of the
Meshoppen and Auburn Telephone Company and the directors of the Wyoming and Sullivan County
Telephone Company.

corporations heretofore organized under the act entitled "An Act to provide for the incorporation and regulation of certain corporations," Approved April twenty-ninth, one thousand eight hundred and seventy-four, and the supplements thereto, have this day filed in the office of the Secretary of the Commonwealth a joint agreement, under the corporate seal of each corporation, for the merger and consolidation of said corporations, duly approved by the stockholders of each of said companies:

Therefore, Know Ye, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I DO BY THESE PRESENTS, which I have caused to be made PATENT and sealed with the Great Seal of the State, declare the said consolidated corporation to be and erect it into a body corporate and politic in deed and in law, by the name, style and title of. _____
COMMONWEALTH TELEPHONE COMPANY

and entitled to all of the privileges, immunities, franchises and powers conferred by the act entitled "An Act supplementary to an act, entitled 'An Act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, one thousand eight hundred and seventy-four, providing for the merger and consolidation of certain corporations," approved the twenty-ninth day of May, Anno Domini one thousand nine hundred and one.



Given under my hand and the Great Seal of the State, at the City of Harrisburg, this
Twenty-sixth day of April in the year
of our Lord one thousand nine hundred and seven
of the Commonwealth the one hundred and thirty-first

By the Governor: Edwin B. Stewart

Robert McAfee
Secretary of the Commonwealth.

3-17432-1149

Commonwealth of Pennsylvania



Department of State

TO ALL TO WHOM THESE PRESENTS SHALL COME GREETING

WHEREAS, in and by an Act of the General Assembly of the Commonwealth of Pennsylvania, approved June 13, 1883, P. L. 122, as amended by the Act approved June 14, 1957, P. L. 321, any corporation subject thereto is authorized to restate its articles of incorporation in their entirety

AND WHEREAS, COMMONWEALTH TELEPHONE COMPANY

a corporation so subject and being desirous of availing itself of the privileges of the above recited Act, as amended, has made application to me by Certificate, under its corporate seal, acknowledged by the President and Secretary thereof, amending and restating its articles in their entirety, subject, however, to the approval of the Pennsylvania Public Utility Commission and any other duly constituted authority, whenever required by law, and has in all respects fully complied with the requirements of the above recited Acts of the General Assembly in relation thereto, and which certificate has been duly recorded in the office of the Secretary of the Commonwealth.

NOW KNOW YE, that in pursuance of the power and authority given to me by law, I DO BY THESE PRESENTS, which I have caused to be made PATENT and sealed with the Great Seal of the Commonwealth, extend the rights and powers of said corporation in accordance with the terms and provisions of said amended and restated charter, which amended and restated charter, subject to all the provisions and restrictions of the above recited Acts of the General Assembly, and all other laws of this Commonwealth relating thereto, shall henceforth be taken for all purposes as the Articles of Incorporation of said corporation.



GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 6th day of August, 1958, in the year of our Lord one thousand nine hundred and seventy-four and of the Commonwealth the one hundred and ninety-fourth.

BY THE GOVERNOR

SECRETARY OF THE COMMONWEALTH

W. A. Rorer
Chas. J. ...

**OVERSIZE
DOCUMENT(S)**

FR. Page 1 thru pages 12

A. 310800 F. 0008 Appendix "C"

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

431

COMMONWEALTH LONG DISTANCE COMPANY

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: 2739748

MICROFILM NUMBER: 09744

0874-0876

CT CORPORATION SYSTEM
COUNTER

7/44 874

1551006

CONSENT TO APPROPRIATION OF NAME
DSCB:17.2 (Rev 90)

Pursuant to 19 Pa. Code § 17.2 (relating to appropriation of the name of a senior corporation) the undersigned association, desiring to consent to the appropriation of its name by another association, herby certifies that:

1. The name of the association executing this Consent of Appropriation of Name is: Commonwealth Long Distance Company

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 800 Route 309, Dallas, PA 18612, Luzerne County
Number and Street City State Zip County

(b) n/a:
Name of Commercial Registered Office Provider County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purpose:

3. The date of its incorporation or other organization is: February 12, 1990

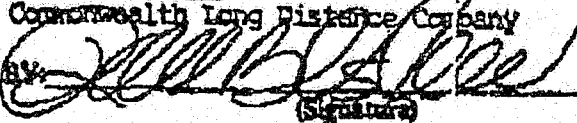
4. The statute under which it was incorporated or otherwise organized is: Pennsylvania Business Corporation Law

5. The association is: (check one)

- About to change its name.
- About to cease to do business.
- Being wound up.
- About to withdraw from doing business in this Commonwealth.

6. The association(s) entitled to the benefit of this Consent to Appropriation of Name is (are): CILD, Inc. which is changing its name to Commonwealth Long Distance Company

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 9th day of June, 1997.

Commonwealth Long Distance Company
By: 
(Signature)

Raymond B. Ostroski
Secretary

TITLE: _____

Microfilm Number

9744-075

Filed with the Department of State on

JUN 09 1997

Entity Number 2739748

Hette D...
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: CTLD, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 100 Lake Street	Dallas, PA	18612	Luzerne County
Number and Street	City	State	Zip County

(b) c/o: _____
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.

3. The statute by or under which it was incorporated is: Pennsylvania Business Corporation Law.

4. The date of its incorporation is: February 19, 1997

5. (Check, and if appropriate complete, one of the following):
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
The amendment shall be effective on _____ at _____
Date Hour

6. (Check one of the following):
The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):
 The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, That the Articles of Incorporation be amended by changing the FIRST Article thereof so that, as amended, said Article shall be and read as follows:

1. The name of the corporation is:
Commonwealth Long Distance Company

9/44-876

DSCB-15-1915 (Rev 90)-2

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

5. The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 9th day of June, 1997.

CFLD, Inc.

(Name of Corporation)


(Signature)

TITLE: Raymond B. Ostroski, Secretary

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

18

CTLD, 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: 2739748

MICROFILM NUMBER: 09715

0021-0022

C T CORPORATION SYSTEM
COUNTER

0715- 21

FEB 19 1997

Microfilm Number _____

Filed with the Department of State on _____

Entry Number 2739748

[Signature]
Secretary of the Commonwealth *you*

ARTICLES OF INCORPORATION-FOR PROFIT
DSCB:15-1306/2102/2303/2702/2903/7102a (Rev 90)

Indicate type of domestic corporation (check one):

- Business-stock (15 Pa. C.S. § 1306)
- Business-nonstock (15 Pa. C.S. § 2102)
- Business-statutory close (15 Pa. C.S. § 2303)
- Management (15 Pa. C.S. § 2702)
- Professional (15 Pa. C.S. § 2903)
- Cooperative (15 Pa. C.S. § 7102A)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned, desiring to incorporate a corporation for profit hereby state(s) that:

1. The name of the corporation is CTLD, Inc.

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

(a) <u>100 Lake Street</u>	<u>Dallas</u>	<u>PA</u>	<u>18612</u>	<u>Luzerne</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
 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.

3. The corporation is incorporated under the provision of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized is: 1,000 @ \$1.00 par value (other provisions, if any, attach 8 1/2 x 11 sheet)

5. The name and address, including street and number, if any, of each incorporator is:

Name	Address
<u>Geobeth Smith</u>	<u>1635 Market Street, Philadelphia, PA 19103</u>
<u>Dancen Maurer</u>	<u>1635 Market Street, Philadelphia, PA 19103</u>

6. The specific effective date, if any, is _____
 month day year hour, if any

7. Any additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

8. Statutory close corporations 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 14th

day of February, 19 97

Geobeth Smith
 (Signature)

Geobeth Smith, Incorporator

Daneen Maurer
 (Signature)

Daneen Maurer, Incorporator

COMMONWEALTH TELEPHONE COMPANY

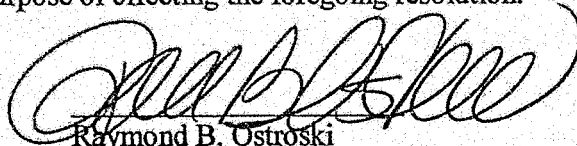
SECRETARY'S CERTIFICATE

I, Raymond B. Ostroski, do hereby certify that I am the duly appointed and qualified Assistant Corporate Secretary of Commonwealth Telephone Company, (the "Company"), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, and that the following is a true and correct copy of a certain resolution duly adopted by Unanimous Written Consent dated September 23, 2002, and that such resolution is now in full force and effect:

RESOLVED, that, the officers of the Company and its various subsidiaries, are hereby authorized to take the following actions relating to the reorganization of the Company:

- 1) Form a Pennsylvania Limited Liability Company wholly owned by Commonwealth Telephone Company.
- 2) Merge Commonwealth Long Distance Company ("CLD") and epix Internet Services, Inc. ("epix") with the newly formed LLC, with the LLC surviving.
- 3) Carry forth the existing operations of CLD and epix within the newly formed LLC.

RESOLVED, that the Officers of the Company are hereby authorized, empowered and directed to do such things, take such actions and deliver such documents and cause the payment of such fees and/or expenses as may be necessary and or required for the purpose of effecting the foregoing resolution.



Raymond B. Ostroski
Assistant Corporate Secretary

(Seal)

SECRETARY'S BUREAU

02 SEP 30 PM 4:16

COMMONWEALTH LONG DISTANCE COMPANY

SECRETARY'S CERTIFICATE

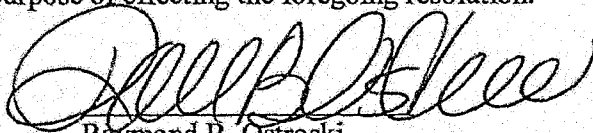
SECRETARY'S BUREAU
02 SEP 30 PM 14:16

I, Raymond B. Ostroski, do hereby certify that I am the duly appointed and qualified Assistant Corporate Secretary of Commonwealth Long Distance Company, (the Company"), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, and that the following is a true and correct copy of a certain resolution duly adopted by Unanimous Written Consent dated September 23, 2002, and that such resolution is now in full force and effect:

RESOLVED, that, the officers of the Company are hereby authorized to take the following actions relating to the reorganization of the C company:

- 1) Merge Commonwealth Long Distance Company ("CLD") with the newly formed LLC subsidiary of Commonwealth Telephone Company ("CTCo"), with the LLC surviving.
- 2) Carry forth the existing operations of CLD within the newly formed LLC.

RESOLVED, that the Officers of the Company are hereby authorized, empowered and directed to do such things, take such actions and deliver such documents and cause the payment of such fees and/or expenses as may be necessary and or required for the purpose of effecting the foregoing resolution.



Raymond B. Ostroski
Assistant Corporate Secretary

(Seal)

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document (redacted version) upon the participants, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

By First Class Mail

Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1921

Office of Trial Staff
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

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

SECRETARY'S BUREAU

02 SEP 30 PM 4:15



Norman James Kennard

DATED: September 30, 2002

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

IN REPLY PLEASE
REFER TO OUR FILE
Secretary
717-772-7777

November 8, 2002

A-310800 F0008

A-310071 F2000

A-311225

NORMAN JAMES KENNARD
MALATESTA HAWKE AND MCKEON LLP
100 NORTH TENTH STREET
HARRISBURG ENERGY CENTER
P O BOX 1778
HARRISBURG PA 17101

DOCUMENT
FOLDER

DOCKETED

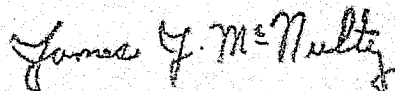
NOV 07 2002

Dear Mr. Kennard:

Receipt is acknowledged of the Application of Commonwealth Telephone Company, Commonwealth Long Distance Company, and New LLC for approval of the transactions related to the restructuring of Commonwealth Long Distance Company, including, *inter alia*, the associated acquisition by creation of a wholly-owned subsidiary, merger by acquisition of stock and provision and abandonment of service by Commonwealth Long Distance, which has been captioned and docketed to the above numbers.

This matter will receive the attention of the Commission and you will be advised of any further necessary procedure.

Sincerely,



James J. McNulty
Secretary

JJM:ddt

DATE: November 8, 2002

DOCKETED

NOV 07 2002

SUBJECT: A-310800 F0008 ✓
A-310071 F2000
A-311225

DOCUMENT
FOLDER

TO: Bureau of Fixed Utility Services

FROM: James J. McNulty, Secretary *jt*

**APPLICATION OF COMMONWEALTH TELEPHONE
COMPANY, COMMONWEALTH LONG DISTANCE, AND
NEW LLC**

We attach hereto a copy of the Application of Commonwealth Telephone Company, Commonwealth Long Distance Company, and New LLC for approval for the transactions related to the restructuring of Commonwealth Long Distance Company, including, *inter alia* the associated acquisition by creation of a wholly-owned subsidiary, merger by acquisition of stock, and provisions and abandonment of service, which has been captioned and docketed to the above numbers.

Applicant has served a copy of the application upon the Office of Consumer Advocate and the Office of Small Business Advocate, and has filed proof of such service with this Commission.

The Applicant will be filing an application for New LLC to provide telecommunications services in PA. This supplement to the application was inadvertently omitted in the original filing.

May we have a report prepared by your Bureau for Public Meeting.

Attachment

cc: Law Bureau

ddt

Malatesta
 Hawke &
 McKeon LLP
ATTORNEYS AT LAW

ORIGINAL

Joseph J. Malatesta, Jr.
William T. Hawke
Kevin J. McKeon
Louise A. Knight
Thomas J. Sniscak
Norman James Kennard
Lillian Smith Harris

Scott T. Wyland
Todd S. Stewart
Craig R. Burgraff
Janet L. Miller
William E. Lehman
Steven K. Haas

100 North Tenth Street, Harrisburg, PA 17101 Phone: 717.236.1300 Fax: 717.236.4841 www.mhml-law.com

November 12, 2002

VIA HAND DELIVERY

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Post Office Box 3265
Harrisburg, PA 17120

DOCUMENT FOLDER

SECRETARY'S BUREAU
NOV 12 PM 1:13

Re: Application of Commonwealth Telephone Company, Commonwealth Long Distance Company, and New LLC for all approvals required under the Public Utility Code for the transactions related to the restructuring of Commonwealth Long Distance Company, including, inter alia, the associated acquisition by creation of a wholly-owned subsidiary, merger by acquisition of stock, and provision and abandonment of service; Docket Nos. A-310800F0008; A-310071F2000; A-311225; **SUPPLEMENT TO APPLICATION**

Dear Secretary McNulty:

Enclosed for filing, please find an original and three (3) copies of the Supplemental Application regarding the above-captioned matter.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Norman James Kennard

NJK/tap
Enclosures
cc: Clemens B. Glunz

MAILING ADDRESS: P.O. BOX 1778 HARRISBURG, PA 17105

ORIGINAL

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document (redacted version) upon the participants, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

By First Class Mail

Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1921

Office of Trial Staff
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

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

DOCUMENT FOLDER



Norman James Kennard

DATED: November 12, 2002

SECRETARY'S BUREAU

NOV 12 PM 12:19

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of

Commonwealth Telephone Company, : Docket Nos. A-310800F0008
Commonwealth Long Distance Company : A-310071F2000
New LLC : A-311225
for all approvals required under the Public Utility :
Code for the transactions related to the restructuring :
of Commonwealth Long Distance Company, :
including, inter alia, the associated acquisition by :
creation of a wholly-owned subsidiary, merger by :
acquisition of stock, and provision and abandonment :
of service :

DOCKETED

NOV 18 2002

DOCUMENT FOLDER

SUPPLEMENT TO APPLICATION

AND NOW COME, Commonwealth Telephone Company ("CTCo"), Commonwealth Long Distance Company ("CLD"), and New LLC (collectively referred to as the "Joint Applicants") and submit this Supplement to the previously filed Consolidated Application seeking for approvals required for the transactions described therein and, in support thereof, state as follows:

1. On September 30, 2002, the Joint Applicants filed the above captioned Consolidated Application, which seeks approval of various transactions relating to the reorganization of CLD.
2. At Step 3, the Joint Applicants requested that New LLC be granted a Certificate of Public Convenience to provide interexchange reseller telecommunications services in Pennsylvania under 66 Pa. C.S. §1102(a)(1).
3. Joint Applicants hereby supplement the information previously provided in support of Step 3.

4. The name and address of New LLC is:

New LLC
100 CTE Drive
Dallas, PA 18612

5. A list of New LLC's initial officers and their qualifications to perform the managerial functions required for the Company to provide the proposed services in the requested territory are attached to and made a part of the Consolidated Application as **Appendix "F."** These individuals are currently the officers of CLD.

6. The name, title, address, telephone number and FAX number of the person with whom contact should be made by the Pennsylvania Emergency Management Agency (PEMA) is:

Raymond O'Donnell
Senior Manager Engineering
Voice: 570.631.4018
FAX: 570.631.8017
Raymond.Odonnell@ct-enterprises.com

7. The name, address, telephone number, and FAX number of the person and an alternate person responsible for addressing customer complaints who will ordinarily be the initial points of contact for resolving complaints and queries filed with the Commission or other agencies is:

Customer Complaints (Primary)

Tauna Thomas
Regulatory Supervisor
Voice: 570.631.5409
FAX: 570.631.8279
taunat@epix.net

Customer Complaints (Secondary)

Cheryl Mirro
Regulatory Supervisor
Voice: 570.631.6908
FAX: 570.631.8015
cmirro@epix.net

8. New LLC will be a domestic limited liability company incorporated in the Commonwealth of Pennsylvania (15 Pa. C.S. §8913). After approval is received from the Commission authorizing CTCo to acquire New LCC by creation, New LLC will comply with appropriate Department of State filing requirements. At such time, New LLC will provide a copy of the New LLC's Articles of Incorporation or a Certificate of Organization. New LLC will not be using a fictitious name. The name and address of LLC's Registered Office within PA will be:

100 CTE Drive
Dallas, PA 18612

9. New LLC's affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania are:

- Commonwealth Telephone Enterprises, Inc. is parent of the companies listed herein.
- Commonwealth Telephone Company is a rural incumbent local exchange carrier operating in various rural Pennsylvania markets.
- CTSI, LLC, is a competitive local exchange carrier operating in various Pennsylvania markets.
- epix® Internet Services, a rural Internet service provider.
- Commonwealth Communications is a provider of telecommunications equipment and facilities management services.

- Commonwealth Long Distance Company is a facilities-based long distance reseller.
- CTE Services, Inc. is a provider of employee, administrative and other services to CTE and its subsidiaries.
- TMH, Inc. holds and licenses intellectual property rights as well as providing other services to CTE and its subsidiaries.

Commonwealth Telephone Company, CTSI, LLC and CLD are engaged in the rendering of telephone service to the public in parts of Pennsylvania, consistent with their respective tariffs on file with the Commission. New LLC has no affiliates rendering or predecessors which rendered public utility service outside Pennsylvania. New LLC hereby completely adopts all currently effective affiliated interest agreements and other regulatory documents previously approved by this Commission which affect CLD.

10. New LLC is not presently doing business in Pennsylvania as a public utility.

11. New LLC proposes to operate as an Interexchange Toll Reseller within the Commonwealth of Pennsylvania. New LLC proposes to offer the same services as currently provided by CLD. New LLC proposes to market its services to both residential and business customers.

12. New LLC proposes to begin offering services as soon as possible upon Commission approval of the Consolidated Application. The proposed transactions are to be effective as of December 31, 2002 subject to approval of this Commission, and are conditioned upon meeting the requirements and/or receiving the approvals of all regulatory agencies having jurisdiction over the Joint Applicants and the contemplated transactions.

13. New LLC does not yet have financial statements, because it is not yet organized, needing Commission approval granted to CTCo to do so. Thus, New LLC does not possess a

tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania. However, New LLC, as the successor company to CLD, will have revenues, expenses, cash flow, capitalization and capital structure that are similar, if not identical to CLD. CLD's latest financial filings with the Commission are incorporated herein by reference. The name, title, address, telephone number and fax number of New LLC's custodian for its accounting records and supporting documentation is:

Regina Rubino
Controller
Voice: 570.631.5897
FAX: 570.631.0100
rrubino@epix.net

14. New LLC's accounting records and supporting documentation will be maintained at its company offices as above identified at Paragraph 4.

15. New LLC, an affiliate, a predecessor of either, or a person identified in this application have never been convicted of a crime involving fraud or similar activity.

16. The Joint Applicants 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.

17. New LLC 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.

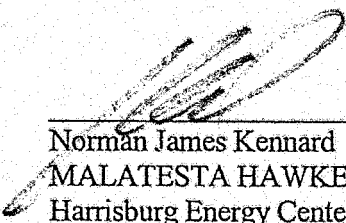
18. As indicated by the attached certificate of service, service of this supplement to the Consolidated Application has been made upon the Commission's Office of Trial Staff ("OTS"), the

Pennsylvania Office of the Consumer Advocate ("OCA"), and the Pennsylvania Office of the Small Business Advocate ("OSBA").

VIII. PRAYER FOR RELIEF

WHEREFORE, the Joint Applicants respectfully request that the Pennsylvania Public Utility Commission accept this supplemental information supporting Step 3 of the Consolidated Application and approve the Consolidated Application.

Respectfully submitted,



Norman James Kennard
MALATESTA HAWKE & McKEON LLP
Harrisburg Energy Center
100 North Tenth Street
P.O. Box 1778
Harrisburg, PA 17105-1778
Telephone: (717) 236-1300
Facsimile: (717) 236-4841
E Mail: njkennard@mhm-law.com

Counsel for Joint Applicants

DATED: November 12, 2002

Appendix F

Officers of New LLC

Michael J. Mahoney	President and CEO
James DePolo	Executive Vice President and COO
Donald P. Cawley	Senior Vice President and CAO
Joseph Enis	Senior Vice President Treasurer
Kenneth E. Lee	Vice President, General Counsel and Secretary



BIOGRAPHICAL INFORMATION

Michael J. Mahoney
President and Chief Executive Officer
Commonwealth Telephone Enterprises, Inc.

Michael J. Mahoney brings decades of extensive financial, managerial and operational experience in the telecommunications industry to his role as president and chief executive officer of Commonwealth Telephone Enterprises, Inc. ("CTE"). He was appointed to this position in July of 2000.

Mr. Mahoney joined C-TEC Corporation (the predecessor company to CTE) in June 1991 as executive vice president of its cable television unit, responsible for all cable television operations. Under his forward-looking leadership, in November 1992, C-TEC invested in Northeast Networks, making it one of the first traditional telecommunications companies to invest in a competitive service provider outside of its established geography. In February 1994, Mr. Mahoney was appointed president and chief operating officer of C-TEC and served in that capacity until September 1997.

Mr. Mahoney served as president, chief operating officer and director of RCN Corporation ("RCN"), a spin-off from C-TEC, from September 1997 until October 1999, where he helped develop the overall RCN business plan; played a major role in securing the necessary funding approvals to launch and build RCN's first two markets, Boston and New York; had responsibility for the company's expansion to the West Coast; and was responsible for all regulatory initiatives.

Mr. Mahoney served on the board of directors of Megacable S.A. de C.V., a cable television corporation in Mexico, from January 1995 until October 1999. Mr. Mahoney served on the board of directors of C-TEC Corporation from June 1995 until the corporate restructuring of C-TEC in September 1997 that established CTE as a stand-alone public company. At that time, he was elected to the board of directors of both CTE and RCN.

Mr. Mahoney currently serves on CTE's board of directors and also on its executive committee.

Prior to joining C-TEC, Mr. Mahoney served as executive vice president and treasurer/chief operating officer of Harron Communications, a Pennsylvania-based cable and communications company with operations in eight states. He was also previously affiliated with Arthur Andersen & Company as a senior accountant.

Mr. Mahoney is a graduate of Villanova University and is a certified public accountant.

###

September 2002



BIOGRAPHICAL INFORMATION

James DePolo

Executive Vice President and Chief Operating Officer
Commonwealth Telephone Enterprises, Inc.

In his current position of executive vice president and chief operating officer, James DePolo is responsible for the management oversight of all daily activities of the Commonwealth Telephone Enterprises, Inc. ("CTE") business units of Commonwealth Telephone Company; CTSI; epix[®] Internet Services; and Commonwealth Communications; as well as several staff operations for CTE. Mr. DePolo also holds the titles of executive vice president of both Commonwealth Telephone Company and CTSI.

Mr. DePolo had previously served with Commonwealth Telephone Company from 1971-1983 in a variety of capacities. From 1994 to 1997, he was associated with Metropolitan Fiber Systems, Inc. ("MFS"), most recently serving as division president. Additionally, he held the positions of president of Realcom and vice president of sales operations for UUNet during his tenure at MFS. Prior to MFS, Mr. DePolo was affiliated with Sprint Communications from 1985 to 1993, where he held several senior management positions including vice president and general manager – alternate channels; vice president of marketing – western business market group; vice president of strategic marketing; vice president and general manager – west division; and vice president of sales and marketing – west division. Mr. DePolo has also served as director of engineering, marketing and sales – west division for Satellite Business Systems from 1983 to 1985.

Mr. DePolo holds a bachelor's degree in accounting from King's College, Wilkes-Barre, PA.

September 2002

#



BIOGRAPHICAL INFORMATION

Donald P. Cawley

Senior Vice President and Chief Accounting Officer
Commonwealth Telephone Enterprises, Inc.

Donald P. Cawley currently serves as senior vice president and chief accounting officer of Commonwealth Telephone Enterprises, Inc. ("CTE"). In this role, Mr. Cawley is responsible for the management and direction of the company's corporate accounting and finance functions, including financial accounting, analysis and reporting, budgeting and taxes, within all business units and subsidiaries of CTE.

Mr. Cawley joined C-TEC Corporation, the former parent company of Commonwealth Telephone Enterprises, Inc., in 1981. Throughout his career, he has held various accounting and finance positions within several of the company's subsidiaries, including assistant corporate controller for C-TEC Corporation, and controller for Commonwealth Telephone Company, Commonwealth Communications, and the company's former information services and cellular groups.

Mr. Cawley holds a B.S. in accounting from King's College, Wilkes-Barre, Pennsylvania, and is a certified public accountant. He is an active member of the American Institute of Certified Public Accountants.

September 2002

###



BIOGRAPHICAL INFORMATION

Joseph Enis

Senior Vice President and Treasurer
Commonwealth Telephone Enterprises, Inc.

Joseph Enis joined Commonwealth Telephone Enterprises, Inc. ("CTE") as vice president of finance and treasurer in November 1999. In July 2000, he was appointed senior vice president and treasurer. In this role, he is responsible for the company's strategic and financial planning efforts; corporate finance; cash and banking; risk management and insurance; taxes; and management of the employee benefit plan fund.

Mr. Enis has nearly 25 years of experience in the corporate finance arena. Prior to joining CTE, he served for five years with Frontier Corporation (formerly Rochester Telephone Corporation) as treasurer. He has also held treasurer positions during his career with National Service Industries, Atlanta, GA, and Cyclops Industries, Pittsburgh, PA.

Mr. Enis holds both a B.S. in finance and an M.B.A. from the University of Wisconsin, Whitewater, WI.

September 2002

#



BIOGRAPHICAL INFORMATION

Kenneth E. Lee

Vice President, General Counsel and Corporate Secretary
Commonwealth Telephone Enterprises, Inc.

Kenneth E. Lee joined Commonwealth Telephone Enterprises, Inc. ("CTE") in January 2001 as vice president and general counsel. In this position, Mr. Lee is responsible for overseeing the legal affairs of the company and its various subsidiaries. Mr. Lee also serves as CTE's corporate secretary and fills CTE's seat on the Board of Directors of the Pennsylvania Telephone Association.

Mr. Lee has extensive experience in the legal affairs arena. Before joining CTE, Mr. Lee was affiliated with Gentex Corporation and Gentex Optics, Inc. as director of administration and in-house counsel since 1994. In that position, he was responsible for acquisitions and joint ventures, litigation management, contract review and corporate secretarial duties.

Prior to Gentex, Mr. Lee served in the Pennsylvania House of Representatives from 1988 - 1994, representing the 111th Pennsylvania district and working with the Telecommunications Subcommittee of the House Consumer Affairs Committee. During his career, he has also worked with BioFor, Inc. as vice president of administration and business development, and as an attorney with the law firm of Farr, Davis & Fitze, Tunkhannock, PA.

Mr. Lee holds a B.A. in history from Yale University, New Haven, CT; and a J.D. from the Dickinson School of Law, Carlisle, PA.

September 2002

#

Malatesta
 Hawke &
 McKeon LLP
ATTORNEYS AT LAW

ORIGINAL

Joseph J. Malatesta, Jr.
William T. Hawke
Kevin J. McKeon
Louise A. Knight
Thomas J. Sniscak
Norman James Kennard
Lillian Smith Harris

Scott T. Wyland
Todd S. Stewart
Craig R. Burgraff
Janet L. Miller
Steven K. Haas
William E. Lehman
Rikardo J. Hull

100 North Tenth Street, Harrisburg, PA 17101 Phone: 717.236.1300 Fax: 717.236.4841 www.mhm-law.com

November 22, 2002

VIA HAND DELIVERY

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Post Office Box 3265
Harrisburg, PA 17120

RECEIVED
02 NOV 22 PM 4:23
SECRETARY'S BUREAU

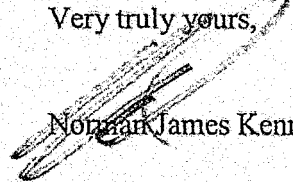
Re: Application of Commonwealth Telephone Company, Commonwealth Long Distance Company, and New LLC for all approvals required under the Public Utility Code for the transactions related to the restructuring of Commonwealth Long Distance Company, including, inter alia, the associated acquisition by creation of a wholly-owned subsidiary, merger by acquisition of stock, and provision and abandonment of service; Docket Nos. ~~A-310800F0008~~, ~~A-310071F2000~~; A-311225; **REGISTRATION OF NEW LLC**

Dear Secretary McNulty:

The above Consolidated Application identifies New LLC as the "placeholder" name for the entity to be created at A-311225. Please be advised that the actual name of the company will be CTE Telecom, LLC and that the registration papers to do so are being applied for presently.

Thank you for your attention to this matter.

Very truly yours,


Norman James Kennard

NJK/tap
cc: Hilary C. Lacey (Bureau of Fixed Utilities)

DOCUMENT
FOLDER

MAILING ADDRESS: P.O. BOX 1778 HARRISBURG, PA 17105

55