



May 3, 2002

Attn: Ms. Blanca S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

020402-TP

Re: Pending Merger of PhoneTel Technologies, Inc. Certificate No. 3644 – Pay Telephone Service Provider, Certificate No. 2974 – Alternative Operator Service Provider and Davel Communications, Inc, d/b/a Telaleasing Enterprises, Inc. Certificate No. 2358 – Pay Telephone Service Provider.

Dear Ms. Bayo :

Please accept this letter as formal notification that effective as of February 19, 2002, Davel Communications, Inc. ("Davel") has entered into a definitive merger agreement with PhoneTel Technologies, Inc. ("PhoneTel"), whereby upon consummation of the merger PhoneTel will become a wholly owned subsidiary of Davel. A change of control of Davel and PhoneTel is contemplated as a result of the merger; however, ownership of the combined entity will be comprised of a combination of current Davel and PhoneTel shareholders and lenders.

As a Davel wholly owned subsidiary, PhoneTel will maintain its separate legal identity and will continue to operate pay telephones under its existing name and certification, where granted, for the foreseeable future. (Please note that, because PhoneTel does not provide AOS services in the state, it intends to cancel such certification.) The companies believe that by combining their expertise and resources as independent payphone providers, under the current state of the payphone industry, operations will be streamlined, service quality enhanced, and more innovative pay telephone services provided--all in the public interest and to the benefit of customers and location owners which the companies serve.

Notification will be provided on an ongoing basis as to the timing and completion of the merger transaction and as to any material changes, modifications, or other events relevant to the transaction. Please note as well that, as of the date of this letter, neither PhoneTel nor Davel has established dates for the meetings to obtain the respective companies' shareholder approvals of the merger. However, the transaction will be presented to the companies' shareholders as soon as reasonably practicable. The companies will supplement this letter once such dates for shareholder meetings are set and notification will be provided of the results of these meetings.

In the interest of facilitating the expeditious handling of this matter by the Commission, the companies have filed this letter jointly in a consolidated format. In this regard, the companies understand that this letter notification satisfies the applicable regulatory requirements for the pending merger and that no prior approval, additional filings, or initiation of proceedings are contemplated by the rules and regulations of your state. Should this understanding be in error, please notify the undersigned immediately at the number

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shown below regarding any other requirements which must be met in connection with the above transaction.

Please acknowledge receipt of this filing by date-stamping the extra copy of this letter and returning it in the self-addressed, stamped envelope provided for this purpose.

Thank you for your time and attention to this matter. Should you have any questions or desire additional information, please do not hesitate to contact the undersigned at 813-628-8000 ext. 333.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul W. Tripp", written in a cursive style.

Paul W. Tripp
Associate General Counsel