

ORIGINAL

COUNSELLORS AT LAW

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AUG 8 21 2001  
DISTRIBUTION CENTER

ANDREW M. TROOP  
AMT@HUTCH.COM  
617-951-6668

July 31, 2001

By Facsimile (617) 565-8760

Clerk, United States Bankruptcy Court  
District of Massachusetts  
10 Causeway Street  
Boston, MA 02222

Re: Essential.com, Inc., Chapter 11, Case No. 01-15339-WCH

Dear Madam/Sir:

Enclosed for filing in connection with the above-referenced Chapter 11 case are the following pleadings:

- 1. *Opposition of Qwest Communications Corporation to the Debtor's Motion for Continuation of Payments to Telecommunications Providers in the Ordinary Course of Business;*
- 2. *Affidavit of Jerome Jacek in Support of Qwest Communications Corporation's Opposition to the Debtor's Motion for Continuation of Payments to Telecommunications Providers in the Ordinary Course of Business;*
- 3. *Motion for Admission Pro Hac Vice of Evan D. Smiley; and*
- 4. *A Certificate of Service.*

These pleadings relate to a matter scheduled for hearing before Judge Hillman tomorrow morning at 9:30 a.m. Accordingly, I would appreciate it if you could bring these pleadings to the Judge's immediate attention.

Also, please note that in light of the limited time available to prepare for tomorrow's hearing, the Certificate of Service accompanying this letter shows that service has been made only on the Debtor's counsel and the United States Trustee by facsimile transmission. We will be filing a supplemental certificate of service at tomorrow's hearing indicating the other interested parties on whom these pleadings will be served by regular mail.

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Handwritten signature: Hong Nohnye

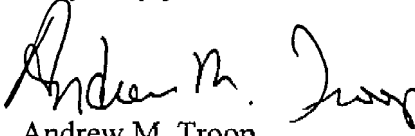
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Clerk, United States Bankruptcy Court  
July 31, 2001  
Page 2

As always, thank you for your attention to these matters.

Very truly yours,

  
Andrew M. Troop

:dlj

cc: Service List  
Alex M. Rodolakis, Esquire (by fax)  
Gary L. Donahue, Esquire (by fax)  
Evan D. Smiley, Esquire  
Francis C. Morrissey, Esquire

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION

In re  
ESSENTIAL.COM, INC.,  
  
Debtor.

Chapter 11  
Case No. 01-15339-WCH

**OPPOSITION OF QWEST COMMUNICATIONS CORPORATION TO THE  
DEBTOR'S MOTION FOR CONTINUATION OF PAYMENTS  
TO TELECOMMUNICATIONS PROVIDERS IN THE ORDINARY  
COURSE OF BUSINESS**

To the Honorable William J. Hillman, Chief United States Bankruptcy Judge:

Qwest Communications Corporation, a Delaware corporation ("Qwest"), and a creditor in the above-captioned case, by and through its counsel, hereby submits its opposition (the "Opposition") to Essential.Com, Inc.'s (the "Debtor") Motion for Continuation of Payments to Telecommunications Providers in the Ordinary Course of Business (the "Motion"). In support of its Opposition, Qwest submits the concurrently filed Affidavit of Jerome Jacek, attached hereto as Exhibit A, and respectfully represents as follows:

**INTRODUCTION**

1. Pursuant to its contract with the Debtor, Qwest provides telecommunications services to the Debtor that the Debtor then resells to its customers. Additionally, Qwest is a servicing agent for Touch America, which also provides telecommunications services to the Debtor who then resells to its customers. In connection with these services, the Debtor states that Qwest is the largest unsecured creditor in this case who according to the Debtor holds a pre-petition claim in the amount of \$836,744.16. The Debtor is continuing to incur post-petition fees

to Qwest at an estimated daily rate of \$14,167.00. By the time of the hearing on the Motion, accordingly, Qwest estimates that the Debtor will owe Qwest a total of \$467,511.00 for post-petition services furnished to this estate.

2. Qwest opposes the Motion because it is unsupported by any evidence and utterly fails to provide Qwest with any adequate assurance of the Debtor's payment for post-petition utility services furnished by Qwest or performance of its obligations under its contract with Qwest. To the contrary, the Motion attempts to force Qwest into providing unsecured credit to this estate in violation of 11 U.S.C. § 364.

### **BACKGROUND FACTS**

3. The Debtor is a reseller of energy and telecommunications services to consumers and small businesses. The Debtor has been in the business of reselling telecommunications services, including long distance, local, wireless, and voice telephone service, high speed internet service, and cable television service since 1995.

4. In April 2000, Qwest and the Debtor entered into a Wholesale Services Agreement (the "Agreement") under which Qwest agreed to sell telecommunications services to the Debtor at wholesale prices. The term of the Agreement is through April 2002, after which time the Agreement continues on a month to month basis and may be terminated on thirty days written notice.

5. Qwest is also a servicing agent for Touch America, Inc., a corporation that provides long distance telecommunications services to the Debtor. Touch America acquired Qwest's long distance service in 2000.

6. According to the Motion, in June 2001, the Debtor was forced to lay off a substantial portion of its workforce because of financial difficulties that were precipitated by the capital markets. On June 29, 2001 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. The Debtor allegedly filed its Chapter 11 petition in order to assist it in the orderly wind-down of its business affairs.

7. The Debtor continues to operate as a debtor in possession pursuant to 11 U.S.C. §§ 1107 and 1108.

8. The Debtor's primary asset is its active customer base of over 70,000 households and businesses. According to the Motion, the Debtor has determined that the sale of this customer base will offer the best return for its creditors.

9. Through the Motion, the Debtor requests a Court order providing for the payment of telecommunications services in the ordinary course of its business. Essentially, the Debtor is seeking a Court order that the mere payment of these services "in the ordinary course of business" constitutes adequate assurances under 11 U.S.C. § 366. Under its pre-petition arrangement with the Debtor, Qwest would typically bill the Debtor thirty days in arrears, and is supposed to receive payment within thirty days of an invoice. The Debtor's request that Qwest be paid according to "ordinary business terms" is, therefore, an implicit request to force Qwest to extend credit for 60 days in an estimated amount of \$850,020.00.

10. As of the Petition Date, the Debtor asserts that it owed Qwest a total of \$836,744.16. Prior to the Petition Date, the Debtor's average monthly usage with Qwest totaled from \$380,000 to \$420,000.00.

11. Since the Petition Date, Qwest estimates that based upon historical usage, the Debtor is using its services at a rate of \$14,167.00 per day. Accordingly, through the hearing date, Qwest estimates that it will hold an unpaid administrative claim in the amount of \$467,511.00.

12. A hearing to consider the Motion is scheduled for Wednesday, August 1, 2001 at 9:30 a.m.

### **ARGUMENT**

13. Section 366 provides that a utility cannot alter, refuse, or discontinue service to a debtor solely because of the filing of a bankruptcy petition or because a pre-petition debt owed to the utility was not timely paid. See 11 U.S.C. § 366(a). Section 366(b) further provides,

however, that the continuation of service beyond 20 days into a case, requires that the utility receive adequate assurance of payment. Specifically, §366(b) provide as follows:

[s]uch utility may alter, refuse, or discontinue service if neither the trustee nor the debtor, within 20 days after the date of the order for relief, furnishes adequate assurance of payment, in the form of a deposit or other security, for service after such date. On request of a party in interest and after notice and a hearing, the court may order reasonable modification of the amount of the deposit or other security necessary to provide adequate assurance of payment.

11 U.S.C. § 366(b). Here, twenty days have passed since the Petition Date so it is the Debtor's burden to provide Qwest with adequate assurance of payment in order to prevent Qwest's termination of service to the Debtor.

14. Although in Virginia Elec. & Power Co. v. Caldor, Inc., 117 F.3d 646, 651 (2d Cir. 1997), the Second Circuit Court of Appeals held that administrative priority "may well be sufficient [to provide adequate assurance of payment to a utility] if there appears to be little or no risk to the utility company and current payments are being met," these circumstances do not exist here.

15. The Debtor's adequate assurance proposal fails to provide any assurances at all and, therefore, does not satisfy its burden. Although the Debtor claims that "it has sufficient cash reserves, together with anticipated post-petition receipts and new revenues, to pay promptly all of its respective obligations to the Telecommunications Companies for post-petition telecommunications services on an ongoing basis and in the ordinary course of business," it fails to provide any evidence at all to support this statement. Moreover, Qwest submits that the evidence is to the contrary, given that the Debtor has not yet paid Qwest for its post-petition services that have already been rendered and billed.

16. Without any evidence of its cash reserves or its anticipated post-petition receipts, it is impossible for Qwest, or any Telecommunications Provider, or the Court to evaluate the Debtor's offer of adequate assurance and, as a result, the Debtor has offered no assurances at all. Promises of continued payment in the ordinary course of its business and an administrative

priority claim are insufficient to provide adequate assurance under §366 if the Debtor does not have sufficient cash to meet its ongoing obligations or if the estate is administratively insolvent. Moreover, the Debtor has not indicated whether there are any secured creditors who may have a lien on the Debtor's cash; if so, then an administrative priority claim may be worthless.

17. Given the absence of evidence that would enable the telecommunications providers or the Court to evaluate the risks of the Debtor's proposals or determine whether the Debtor's offer provides the adequate assurances required by the Bankruptcy Code, the Court should deny the Motion.

18. However, were the Court were to look beyond the absence of evidence (although there is no basis for doing so), the Debtor has not even made sufficiently specific allegations to enable the telecommunications providers or the Court to determine whether adequate assurances are being provided. Although the Debtor represents that it will have sufficient cash to meet its ongoing post-petition obligations, it does not provide any estimates of what those obligations will be or how much cash it expects to generate. A more general and uninformative motion would be difficult to fathom. Given this absence of any factual basis for the Motion, the Motion should be denied.

#### **REQUEST FOR ADEQUATE ASSURANCE**

19. Section 366(b) is intended to protect utility companies such as Qwest. Although it is the Debtor's burden to establish that its offer provides Qwest with adequate assurances of the Debtor's payment for post-petition services, the Motion fails to do so. Without any evidence or specific allegations regarding the Debtor's present and future financial health, neither Qwest nor the Court can evaluate the risks to Qwest of the Debtor's nonpayment or whether the offer constitutes adequate assurances. The Motion, accordingly, should be denied.

20. Under the circumstances, Qwest believes that §366 can only be satisfied by providing Qwest with the following assurances of payment during this Chapter 11 case:

- The Debtor should be required to immediately bring Qwest current for post-petition telecommunications services furnished to the estate through August 1, 2001;

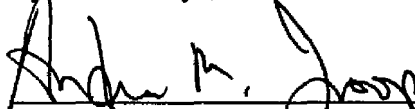
- Going forward, the Debtor should be required to pay weekly in advance for its estimated usage of Qwest's telecommunications services following August 1, 2001;
- The Debtor also should be required to true up its advance payments at the end of each month to ensure estimated payments are consistent with actual usage;
- In addition, the Debtor should be required to furnish Qwest with a security deposit in the amount of \$450,000, its estimated monthly usage of Qwest's telecommunications services; and
- Finally, Qwest should be immediately authorized to terminate service to the Debtor should the Debtor fail to timely make any of the payments set forth above.

WHEREFORE, Qwest Communications Corporation respectfully requests that the Court enter an Order:

- A. Denying the Motion; and
- B. Providing Qwest with the adequate assurances of payment set forth above.

**QWEST COMMUNICATIONS CORPORATION**

By its attorneys,



Andrew M. Troop (BBO #547179)  
Francis C. Morrissey (BBO #567589)  
HUTCHINS, WHEELER & DITTMAR  
A Professional Corporation  
101 Federal Street  
Boston, Massachusetts 02110  
Telephone: (617) 951-6600  
Telecopier: (617) 951-1295

(Local counsel to Qwest Communications Corporation)

DATED: July 31, 2001



and

Evan D. Smiley, Esquire  
ALBERT, WEILAND & GOLDEN, LLP  
650 Town Center Drive  
Suite 950  
Costa Mesa, California 92626  
Telephone: (714-966-1000)  
Telecopier: (714-966-1002)

(Counsel to Qwest Communications Corporation)

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(EASTERN DIVISION)

_____	)	
In re:	)	
	)	
ESSENTIAL.COM, INC.	)	Chapter 11
	)	
	)	Case No. 01-15339 WCH
Debtor.	)	
_____	)	

**AFFIDAVIT OF JEROME JACEK IN SUPPORT OF QWEST COMMUNICATIONS CORPORATION'S OPPOSITION TO THE DEBTOR'S MOTION FOR CONTINUATION OF PAYMENTS TO TELECOMMUNICATIONS PROVIDERS IN THE ORDINARY COURSE OF BUSINESS**

I, Jerome Jacek, being duly sworn, deposes and states as follows:

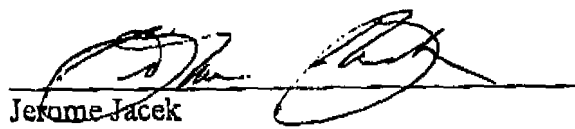
1. I am currently a Collections Manager for Qwest Communications Corporation ("Qwest"), a Delaware corporation.
2. I have been employed with Qwest in this capacity for more than one year, and have been employed in the accounts receivable management field for approximately 20 years.
3. I know each of the following facts to be true of my own personal knowledge and, if called as a witness, could and would competently testify with respect thereto.
4. This affidavit is submitted in support of Qwest's opposition to the motion of Essential.Com, Inc. (the "Debtor") for continuation of payments to telecommunications providers in the ordinary course of business.
5. In April 2000, Qwest and the Debtor entered into a Wholesale Services Agreement (the "Agreement") under which Qwest agreed to sell telecommunications services to the Debtor at wholesale prices. The term of the Agreement is through April 2002, after which time the Agreement continues on a month to month basis and may be terminated on thirty days written notice.

6. Qwest is also a servicing agent for Touch America, Inc., a corporation that provides long distance telecommunications services to the Debtor. Touch America acquired Qwest's long distance service in 2000.

7. As of the June 29, 2001 (the "Petition Date"), the Debtor claims that it owed Qwest a total of \$836,744.16. Qwest's records reflect that the Debtor owed Qwest \$1,201,679 as of the Petition Date. Prior to the Petition Date, the Debtor's average monthly usage with Qwest totaled from \$380,000 to \$420,000.00.

8. Since the Petition Date, Qwest estimates that based upon historical usage, the Debtor is using services at a rate of \$14,167.00 per day. Accordingly, through the hearing date, Qwest estimates that it will hold an unpaid administrative claim in the amount of \$467,511.00.

Signed under this pains and penalties of perjury this 30<sup>th</sup> day of July, 2001.

  
Jerome Jacek

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS

_____ )	
In re )	Chapter 11
)	Case No. 01-15339-WCH
)	
ESSENTIAL.COM, INC., )	
)	
Debtor. )	
_____ )	

**MOTION FOR ADMISSION PRO HAC VICE OF EVAN D. SMILEY**

To the Honorable William J. Hillman, Chief United States Bankruptcy Judge:

Pursuant to MLBR 9010-1(b), Francis C. Morrissey, an attorney admitted to practice before the United States District Court for the District of Massachusetts and the Supreme Judicial Court of Massachusetts and an associate with the law firm of Hutchins, Wheeler & Dittmar, A Professional Corporation (“HW&D”) hereby moves the Court to enter an order permitting Evan Smiley to practice *pro hac vice* before the United States Bankruptcy Court for the District of Massachusetts to represent Qwest Communications Corporation in this Chapter 11 case. In support of this motion, the movant respectfully represents as follows:

1. Evan Smiley is an attorney with the law firm of Albert, Weiland & Golden, LLP (“AW&G”). AW&G maintains an office at 650 Town Center Drive, Suite 950, Costa Mesa, California 92626 and its telephone number is (714) 966-1000.
2. Mr. Smiley and AW&G represent Qwest Communications Corporation (“Qwest”), a creditor in the above-captioned case. HW&D serves as local counsel to Qwest.
3. Mr. Smiley is admitted to practice before the highest court for the State of California and the United States District Court for the Central, Southern, Eastern and Northern Districts of California. Mr. Smiley is a member in good standing and eligible to practice in every

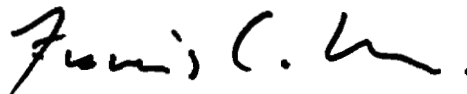
Districts of California. Mr. Smiley is a member in good standing and eligible to practice in every jurisdiction in which he has been admitted to practice. There are no disciplinary proceedings pending against Mr. Smiley in any jurisdiction and he has never been suspended or disbarred in any jurisdiction.

4. A Certificate in support of this motion to admit Mr. Smiley *pro hac vice* is attached hereto and incorporated herein by reference as Exhibit "A."

WHEREFORE, Francis C. Morrissey respectfully requests that the Court:

- A. Enter an order permitting Evan Smiley to appear *pro hac vice* in this Chapter 11 case, and
- B. Grant such other relief as is deemed appropriate and just.

Respectfully submitted,



Francis C. Morrissey (BBO #567589)  
HUTCHINS, WHEELER & DITTMAR  
A Professional Corporation  
101 Federal Street  
Boston, MA 02110  
Telephone: (617) 951-6600  
Telecopier: (617) 951-1295

Dated: July 30, 2001

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS

In re	)	
	)	Chapter 11
	)	Case No. 01-15339-WCH
	)	
ESSENTIAL.COM, INC.,	)	
	)	
Debtor.	)	

**CERTIFICATE IN SUPPORT OF  
MOTION FOR ADMISSION PRO HAC VICE**

I, Evan Smiley, do hereby certify under the pains and penalties of perjury as follows:

1. I am an attorney with the law firm of Albert, Weiland & Golden, LLP (“AW&G”). AW&G maintains an office at 650 Town Center Drive, Suite 950, Costa Mesa, California 92626.
2. I am admitted to practice before the highest court for the State of California and the United States District Court for the Central, Southern, Eastern and Northern Districts of California.
3. I am a member in good standing in every jurisdiction in which I have been admitted to practice.
4. There are no disciplinary proceedings pending against me in any jurisdiction.
5. I am familiar with the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Massachusetts.



---

Evan D. Smiley (CA BAR No. 161812)  
ALBERT, WEILAND & GOLDEN, LLP  
650 Town Center Drive, Suite 950  
Costa Mesa, CA 92626  
(714) 966-1000  
(714) 966-1002 (fax)  
Counsel for Qwest Communications Corporation

Dated: July 30, 2001

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION

In re

ESSENTIAL.COM, INC.,

Debtor.

Chapter 11

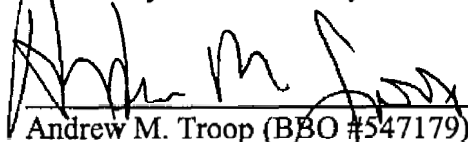
Case No. 01-15339-WCH

**CERTIFICATE OF SERVICE**

I, Andrew M. Troop, hereby certify that on Tuesday, July 31, 2001, I caused true copies of the following pleadings to be sent by facsimile delivery to the Debtor's Counsel, Alex M. Rodolakis, Esquire, Hanify & King, One Federal Street, Boston, MA 02110 (facsimile number: 617/423-0498), and to Counsel to the United States Trustee, Gary L. Donahue, Esquire, 10 Causeway Street, Boston, MA 02222 (facsimile number: 617/565-6368):

1. *Opposition of Qwest Communications Corporation to the Debtor's Motion for Continuation of Payments to Telecommunications Providers in the Ordinary Course of Business;*
2. *Affidavit of Jerome Jacek in Support of Qwest Communications Corporation's Opposition to the Debtor's Motion for Continuation of Payments to Telecommunications Providers in the Ordinary Course of Business; and*
3. *Motion for Admission Pro Hac Vice of Evan D. Smiley.*

DATED: July 31, 2001



Andrew M. Troop (BBO #547179)  
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(Local counsel to Qwest Communications  
Corporation)



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION

In re

ESSENTIAL.COM, INC.,

Debtor.

Chapter 11

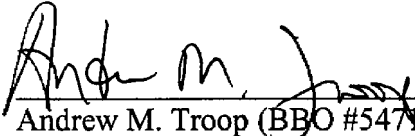
Case No. 01-15339-WCH

**SUPPLEMENTAL CERTIFICATE OF SERVICE**

I, Andrew M. Troop, hereby certify that on Tuesday, July 31, 2001, I caused true copies of the following pleadings to be sent by first-class mail, postage prepaid, to the parties identified on the attached Exhibit A:

1. *Opposition of Qwest Communications Corporation to the Debtor's Motion for Continuation of Payments to Telecommunications Providers in the Ordinary Course of Business;*
2. *Affidavit of Jerome Jacek in Support of Qwest Communications Corporation's Opposition to the Debtor's Motion for Continuation of Payments to Telecommunications Providers in the Ordinary Course of Business; and*
3. *Motion for Admission Pro Hac Vice of Evan D. Smiley.*

DATED: July 31, 2001

  
\_\_\_\_\_  
Andrew M. Troop (BBO #547179)

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A Professional Corporation  
101 Federal Street  
Boston, Massachusetts 02110  
Telephone: (617) 951-6600  
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(Local counsel to Qwest Communications Corporation)

EXHIBIT A

Jonathan D. Yellin, Esq.  
Riemer & Braunstein LLP  
Three Center Plaza  
Boston, MA 02108

Evan Smiley, Esq.  
Albert, Weiland, and Golden, LLP  
650 Town Center Drive  
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Office of the United States Trustee  
Federal Building, Room 1184  
10 Causeway Street  
Boston, MA 02222

Bell Atlantic Corporation – VT, RI, ME  
General Counsel  
1095 Avenue of the Americas  
41<sup>st</sup> Floor  
New York, NY 10036  
(Certified Mail Return Receipt Requested)

Bell Atlantic – West Virginia, Inc.  
c/o Bell Atlantic Network Services, Inc.  
1320 North Courthouse Road  
Arlington, VA 22201  
Attn: Director, Resale Initiatives  
(Certified Mail Return Receipt Requested)

Bell Atlantic – Pennsylvania, Inc.  
c/o Bell Atlantic Network Services, Inc.  
1320 North Courthouse Road  
Arlington, VA 22201  
Attn: Director, Resale Initiatives  
(Certified Mail Return Receipt Requested)

Bell Atlantic – Delaware, Inc.  
C/o Bell Atlantic Network Services, Inc.  
1320 North Courthouse Road  
Arlington, VA 22201  
Attn: Director, Resale Initiatives  
(Certified Mail Return Receipt Requested)

Bell Atlantic – New Jersey, Inc.  
c/o Bell Atlantic Network Services, Inc.  
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(Certified Mail Return Receipt Requested)

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(Certified Mail Return Receipt Requested)

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Senior Attorney  
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Don Mason  
Director – Oregon Regulatory  
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Portland, OR 97204

USW  
Director Interconnection Compliance  
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Denver, CO 80202

U S WEST Law Department  
Attn: General Counsel, Interconnection  
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Denver, CO 80202

Executive Secretary  
Minnesota Public Utilities Commission  
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Contract Administration  
Attn: Contract Management  
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311 S. Akard Street  
Dallas, TX 75202-5398

Douglas L. Smart, President & CEO  
MDI, Inc. d/b/a NorthWay Internet  
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North Andover, MA 01895

Contract Administration  
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Dallas, TX 75202-5398

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Bankruptcy Department  
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Boston, MA 02110

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Account Executive  
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Somerset, NJ 08873

Tom Connor, President  
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COMDISCO, INC.  
6111 North River Road  
Rosemont, IL 60018  
Attn: Venture Group

Dennis A. Clarke  
Cummings Properties LLC  
200 West Cummings Park  
Woburn, MA 01803

Burlington Woods Office Trust No. 1  
C/o Finard & Company, LLC  
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Burlington, MA 01803

Lucent Technologies Inc.  
100 Burt Road  
Andover, MA 01810

StorageNetworks  
100 Fifth Avenue  
Waltham, MA 02451  
Attn: Chief Financial Advisor

Debbie Howard  
Contract Administrator  
Exodus Communications, Inc.  
2831 Mission College Blvd.  
Santa Clara, CA 95054-1838

New England Copy Specialists Inc.  
39 Sixth Road  
Woburn, MA 01888

Share Group, Inc.  
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Somerville, MA 02144

August Fromuth  
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Binghamton, NY 13901

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EarthLink Network, Inc.  
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Pasadena, CA 91107

Julie S. Mantis  
EarthLink Networks, Inc.  
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Pasadena, CA 91107

Mr. Raymond E. Disch, President  
Power Works, L.L.C.  
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Trenton, NJ 08608

Linkshare Corporation  
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New York, NY 10003

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Norristown, PA 19403

Linda G. Applestein  
Director, Marketing  
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Norristown, PA 19403

Mr. David Cuthbert  
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Wellesley Hills, MA 02481

Ms. Rebecca L. Lynch  
Consolidated Edison Co. of New York, Inc.  
9 Irving Place, 9<sup>th</sup> Floor South  
New York, NY 10003

Jon Sorenson  
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81-10 Courtland Avenue, Suite 97  
Stamford, CT 06902

Petroleum Heat & Power  
385 University Ave  
Westwood, MA 02090

Valerie F. Finneran  
Suburban Propane, L.P.  
240 Route 10 West  
Whippany, NJ 07981

Michael DeBerdine III  
Rhodes Energy Corporation  
1300 Loop Road  
Lancaster, PA 17601

Mr. Dave Manly  
EnergyUSA  
2000 West Park Drive, Suite 300  
Westborough, MA 01581

Mr. John Sutherland  
KeySpan Energy Services, Inc.  
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