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August 8, 2001

BY HAND

Clerk's Office
United States Bankruptcy Court
Thomas P. O'Neill Federal Building
10 Causeway Street
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**Re: Essential.com, Inc.
Chapter 11 Case No. 01-15339-WCH**

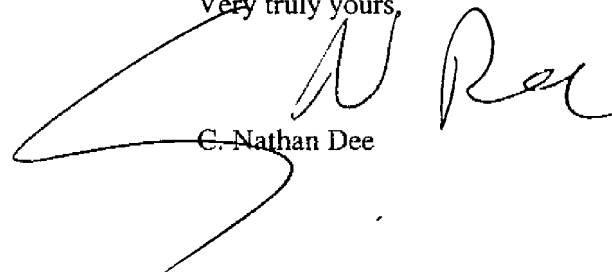
Dear Sir or Madam:

Enclosed for filing please find the following documents:

1. Debtor's Motion To Reject Certain Executory Contracts; and
2. Certificate of Service.

Kindly file these documents and return a time-stamped copy to the awaiting messenger.
Thank you in advance for your assistance.

Very truly yours,



C. Nathan Dee

CND/js
Enclosures
310702

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FPSC-COMMISSION CLERK

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)**

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

DEBTOR'S MOTION TO REJECT CERTAIN EXECUTORY CONTRACTS
(Brokerage Agreements and Reseller Contracts)

To the William C. Hillman, United States Bankruptcy Judge:

Pursuant to 11 U.S.C. § 365, Essential.com, Inc., the debtor and debtor-in-possession (the "Debtor"), respectfully requests that this Court authorize the Debtor to reject those executory contracts set forth on the attached Exhibit A (collectively the "Agreements"), as more fully described and defined in paragraph 5, below.

The Debtor has reviewed its operations and has determined that the Agreements have no value above the costs associated with curing the arrearages necessary to assume and assign the Agreements. Moreover, the Agreements are not necessary to the consummation of any sale of the Debtor's customer base (the "Customer Base") or any other asset which may have equity for creditors. Accordingly, the Debtor requests that the Agreements be rejected. In support of this motion, the Debtor avers as follows:

Background

I. Factual Background

1. On June 29, 2001 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code ("Code") in this Court.

Background

I. Factual Background

1. On June 29, 2001 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code ("Code") in this Court.

2. The Debtor continues to operate as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Code.

3. On July 18, 2001, the United States Trustee appointed an official committee of unsecured creditors (the "Committee").

4. The Debtor, which launched its Internet site in June of 1999, is in the business of reselling telecommunications services to small businesses and consumers. The Debtor has been in the business of reselling telecommunications services, including long distance and local voice telephone service, and dial-up internet service, since 1995.

5. As of the Petition Date, the Debtor had approximately 70,000 active subscribers in its customer base (the "Customer Base") that consists predominantly of households and small businesses. The individuals and businesses that make up the Customer Base rely on the Debtor, in many instances, for local and long distance telephone services. The Debtor's Customer Base is its primary asset.

6. The Debtor has explored various alternatives for reorganization during the pendency of the case, including the potential sale of all or substantially all of its assets.

7. The Debtor has moved this Court to approve the sale of its Customer Base. On August 1, 2001, the Court approved the notice, counter offer and bidding procedures and scheduled the sale of the Debtor's Customer Base for August 9, 2001.

II Rejection of Reseller Contracts, Brokerage Contracts and Marketing Agreement

8. Prior to the Petition Date the Debtor entered into the Contracts, which can be categorized into the following three groups:

- a. **Reseller Contracts.** The reseller contracts are executory contracts whereby the Debtor contracts with a telephone, internet, television or utility provider to be able to purchase services at a set rate. The Debtor is then able to resell such services at a higher rate;
- b. **Brokerage Contracts.** Pursuant to the brokerage Contracts, the Debtor acts as a broker to sell telephone, internet, television or utility services on behalf of the providers of such services, and is paid a commission for such brokerage services.
- c. **Marketing Agreement.** Pursuant to a marketing agreement dated November 8, 1999, Linkshare, Inc., ("Linkshare") provided the Debtor with technology and services to facilitate marketing links between the Debtor's website and other members of the Linkshare network.

9. If the Debtor does not reject the Contracts, it may incur unnecessary administrative costs.

10. The assumption of the Contracts is not necessary to consummate the sale of the Customer Base or any other asset. Moreover, the Contracts have no value above the costs associated with curing the arrearages necessary to assume and assign the Contracts.

11. As of the Petition Date, the Debtor ceased any reseller operations, brokerage operations and marketing efforts with respect to the Contracts.

12. The Debtor requests that the Court authorizes the Debtor to reject the Contracts as of the date of the filing of the Motion.

III. Description of Non-Residential Commercial Lease

13. Pursuant to the Woburn Lease, the Debtor occupied 1,915 square feet of office space in a non-residential office building. As of the Petition Date, the Debtor's monthly lease payment was \$2,350.28. The Debtor used the Woburn property primarily for storage purposes and the space is unused and empty. By its terms, the Woburn Lease expires February 28, 2003.

14. The current deadline for the Debtor to assume or reject its non-residential real estate lease is August 28, 2001.

15. The Debtor requests that the Court authorize the Debtor to reject the lease as of the Rejection Date.

16. The Woburn Lease does not appear to have any value above its costs associated with curing the arrearages necessary to assume and assign the Woburn Lease.

17. The Debtor requests that on date of the filing of this Motion, the Debtor be deemed to have surrendered possession of the Woburn Lease and the landlord shall be free to retake possession and relet the property.

IV. Terms for Rejection of the Contracts and the Woburn Lease

18. Pursuant to 11 U.S.C. § 365, the Debtor may assume or reject any executory contract or unexpired lease. The Debtor submits that grounds exist for the rejection of the Contracts and the Woburn Lease (collectively the "Agreements") because the Debtor no longer requires the services, products or space relating to the Agreements, the Agreements are not necessary for sale of the Debtors assets and because the Agreements do not appear to have any value. Moreover, the rejection of the Agreements will avoid potential administrative costs by the Debtor's bankruptcy estate.

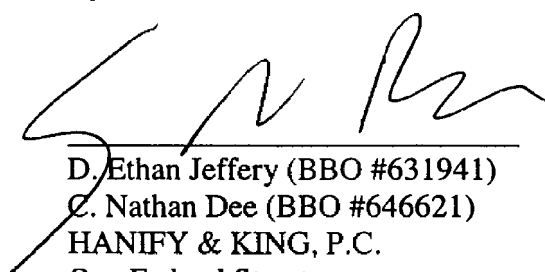
19. Copies of this Motion will be served upon the United States Trustee, the twenty largest unsecured creditors, the secured creditors of the Debtor, all parties having filed notices of appearance in this case and the parties to the Agreements. The Debtor requests that such notice be deemed sufficient and appropriate notice.

WHEREFORE, the Debtor respectfully requests that the Court enter an Order:

- a. Approving the notice of this Motion as due and proper;
- b. Authorizing the Debtor to reject the Agreements as of the date of the filing of this Motion; and
- c. Granting it such other relief as is just and proper.

Respectfully submitted,

ESSENTIAL.COM, INC.,
By its counsel,



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C. Nathan Dee (BBO #646621)
HANIFY & KING, P.C.
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(617) 423-0400
Fax: (617) 556-8985

Dated: August 8, 2001
308868

Exhibit A

List of Brokerage Agreements, Reseller Contracts and Marketing Agreement to be Rejected

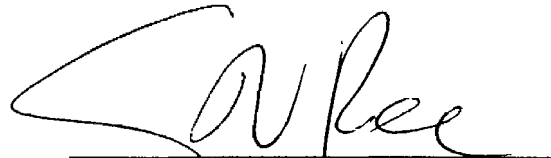
Service Provider	Type of Service	Type of Agreement	Date Signed
Zip Link	ISP	Reseller	Mar-99
Energy USA	Propane	Broker	Apr-99
Service Edge	Electricity	Broker	Jun-99
InternetConnect	DSL	Reseller	Aug-99
Metrocall	Voice Mail	Reseller	Dec-99
Omnipoint	Wireless	Broker	Oct-99
Petro	Heating Oil	Broker	Nov-99
Smart Energy	Electricity	Reseller	Jan-00
Exelon	Electricity	Reseller	Mar-00
AT&T Wireless	Wireless	Broker	Apr-00
Suburban Propane	Propane	Broker	Feb-00
NYSEG/Energy East	Electricity	Broker	Mar-00
Amerigas	Natural Gas	Broker	Jul-00
C & W	LD	Reseller	Feb-98
AT&T	LD	Reseller	Dec-98
EarthLink	ISP	Broker	May-99
SBC	Local	Reseller	Oct-99
American Voice Mail	Voice Mail	Reseller	Oct-99
Conectiv	Electricity	Reseller	Oct-99
Bell South	Local	Reseller	Nov-99
US West (Now Qwest)	Local	Reseller	Nov-99
Weatherwise	Heating Oil Ins.	Broker	Nov-99
PacBel	Local	Reseller	Dec-99
Rhoads Energy	Electricity	Broker	Dec-99
Rhoads Energy	Heating Oil	Broker	Dec-99
RCN	ISP	Reseller	Jan-00
Shell Energy	Natural Gas	Broker	Jan-00
Ameritech	Local	Reseller	Feb-00
Core Communications	DSL	Reseller	Feb-00
Go Green	Electricity	Reseller	Feb-00
AGF	Natural Gas	Broker	Feb-00
SNET	Local	Reseller	Mar-00
Keyspan	Electricity	Reseller	Aug-00
LinkShare	Marketing	Merchant Agreement	Nov-99

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

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

CERTIFICATE OF SERVICE

I, C. Nathan Dee, hereby certify that on August 8, 2001, I caused to be served a copy of the *Debtor's Motion To Reject Certain Executory Contracts* by first class mail, postage prepaid mail, unless otherwise indicated, to the parties listed on the attached list.



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Dated: August 8, 2001

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