

**Before the
STATE OF FLORIDA
PUBLIC SERVICE COMMISSION**

Petition of)
Dominion Telecom, Inc.)
for Waiver of Florida Public Service Commission)
Surety Bond Requirement)

Docket No. 020774-TI

PETITION FOR WAIVER OF SURETY BOND REQUIREMENT

Dominion Telecom, Inc. (“Dominion”), by its attorneys, hereby petitions the Florida Public Service Commission (“Commission”) for waiver of the surety bond requirement for interexchange carriers requiring advance payments and/or deposits from customers for amounts greater than the estimated charges for one month’s interexchange services. Pursuant to Florida Administrative Code Rule 25-24.490(2), “a company may apply to the Commission for a waiver of the bond requirement by demonstrating that it possesses the financial resources and income to provide assurance of continued operation under its certificate over the long term.” Rule 25-24.490(2), F.A.C. As described below and as demonstrated in the financial materials attached to its this Petition as **Exhibit C**, Dominion has more than ample financial resources to start-up and sustain operations over the long term and to assure that all prepaid amounts will be fulfilled and reimbursed during the normal course of business. Thus, Dominion believes that grant of this Petition for waiver is warranted.

In support of its Petition, Dominion states as follows:

I. THE APPLICANT

A. Corporate Information

1. Dominion is a privately held corporation, duly organized and existing under and by virtue of the laws of the Commonwealth of Virginia. The Company was incorporated on April 14, 1997, and is headquartered at: 4355 Innslake Drive, Glenn Allen, Virginia 23060. Its telephone number is (804) 565-7500. Dominion is a wholly owned subsidiary of Dominion Fiber Ventures LLC, a Delaware limited liability company and an affiliate of Dominion Resources, Inc., a fully integrated gas and energy holding company headquartered in Richmond, Virginia. A certified copy of Dominion's amended Articles of Incorporation is appended hereto as *Exhibit A*.

2. Dominion, formerly known as VPS Communications, Inc. ("VPSC"), was organized exclusively to provide state-of-the-art telecommunications services to customers in the State of Florida and throughout the United States. On August 8, 1997, the Virginia State Corporation Commission ("SCC") authorized VPSC to provide interexchange services in Virginia and on August 9, 1999, the SCC authorized VPSC to provide local exchange services in Virginia.

3. On August 2, 2000, VPSC changed its name to Dominion Telecom, Inc. There have been no predecessors of the Applicant; Applicant has operated under no other names.

4. As of the date of this filing, Dominion is authorized to provide interexchange and local exchange services in Virginia, New York, Rhode Island, Illinois, Indiana, Michigan, Massachusetts, South Carolina, Florida, Maryland and Connecticut; interexchange and competitive access services in Ohio; interexchange, local exchange and competitive access services in Pennsylvania; local exchange service in North Carolina; and is registered to provide

resold interexchange and local services in New Jersey. Dominion has applied for authority to operate as a competitive facilities-based interexchange and local exchange carrier in New Jersey and as an interexchange carrier in North Carolina (awaiting final order). In the near future, Dominion intends to apply for service authority in other states in the SBC and BellSouth regions.

5. Dominion received authorization from the Commission to provide interexchange and alternative local exchange services in Florida in Order Nos. PSC-02-0021-PAA-TI and PSC-02-0022-PAA-TX, respectively. Both Orders were issued by the Commission on January 4, 2002.

B. Dominion Officers and Directors

6. The following is a list of Dominion's officers and directors:

Edgar M. Roach, Jr.	President, Chief Executive Officer, Director
M. Stuart Bolton, Jr.	Senior Vice President – Financial Management
G. Scott Hetzer	Senior Vice President and Treasurer
Gregg T. Kamper	Senior Vice President and General Manager
Charles Vassallo	Vice President – Strategy, Planning and Analysis and Support Services
Patricia McIntyre	Vice President – Sales and Customer Development
Michael W. Lanier	Vice President – Network Engineering and Construction
Patricia A. Wilkerson	Vice President and Secretary
Albert W. (Rocky) Attimore	Vice President – Network Operations and Maintenance

7. The full business experience of Dominion's management team is set forth in detail in ***Exhibit B***, which also contains the biographies and a brief description of the business

experience of key management and operational personnel who will be responsible for Dominion's provision of telecommunications services in Florida and throughout the United States.

8. All of the above-referenced officers may be reached through Dominion's principal office at the following address:

4355 Innslake Drive
Glen Allen, Virginia 23060
Telephone: (804) 565-7500
Facsimile: (804) 565-7644
Toll free: (888) 854-2138

II. DESIGNATED CONTACTS

9. The designated contacts for this application are:

Andrea Pruitt Edmonds
Melissa S. Conway
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
Telephone: (202) 955-9600
Facsimile: (202) 955-9792
Email: aedmonds@kelleydrye.com
mconway@kelleydrye.com

10. Copies of all correspondence, notices, inquiries and orders also should be sent to the following representatives of the Applicant:

Alan Dole
Director of Regulatory Affairs
DOMINION TELECOM, INC.
4355 Innslake Drive
Glen Allen, Virginia 23060
Telephone: (804) 565-7695
Facsimile: (804) 565-7644

and

Mr. John D. Sharer, Esq.
Managing Counsel
DOMINION RESOURCES SERVICES, INC.
Law Department – PH-1
P.O. Box 26532
Richmond, Virginia 23261-6532
Telephone: (804) 819-2271
Facsimile: (804) 819-2183

III. DOMINION’S INCREASING REVENUE, CAPITALIZATION AND FINANCIAL COMMITMENTS DEMONSTRATE THAT A WAIVER SHOULD BE GRANTED

11. As described in its original applications for service authority, Dominion has access to sufficient capital to fund the development and operation of its telecommunications network in Florida, and to meet any financial obligations associated with its provision interexchange services. *Exhibit C* includes Dominion’s audited financial statements for the years ended December 31, 2000 and 2001. At year end 2001, Dominion had total operating revenues of \$66.6 million as compared to \$6.7 million at year end 2000.

12. Dominion is a privately held company and, thus, does not issue annual reports or submit any financial filings with the Securities and Exchange Commission. These financial statements are being submitted *under seal* with a request for confidential treatment due to the sensitive nature of financial information.

13. In March 2001, a transaction with a group of private financial investors, along with private debt placement, contributed approximately \$500 million in cash to Dominion’s telecommunications operations. This cash infusion is reflected in the financial statements appended hereto. Finally, Dominion is an affiliate of Dominion Resources, Inc. (“DRI”), a fully integrated gas and electric holding company headquartered in Richmond, Virginia.

14. In addition to having nearly \$500 million in capitalization and financial commitments, Dominion is investing millions in the construction of its state-of-the-art fiber optic

network that utilizes SONET and dense wave division (“DWDM”) technology for maximum reliability and flexibility. Upon its substantial completion in 2003, Dominion’s network is expected to consist of over 16,000 route miles and 400,000 fiber miles, including well over 1,000 route miles and over 14,000 total fiber miles in the State of Florida. Such a substantial investment in Florida’s telecommunications infrastructure provides additional evidence that Dominion is committed to continued operation under its certificate over the long term.

III. CONCLUSION

15. Dominion’s increasing revenues, over \$500 million in capitalization and financial commitments and substantial investment in its Florida fiber optic network should provide the Commission with adequate assurance that it will be able to launch and sustain operations over the long term. Thus, Dominion respectfully requests that the Commission grant this Petition for Waiver of Surety Bond Requirement.

Respectfully submitted,

DOMINION TELECOM, INC.

By: Andrea Pruitt Edmonds

Andrea Pruitt Edmonds

Melissa S. Conway

KELLEY DRYE & WARREN LLP

1200 19th Street, N.W.

Suite 500

Washington, D.C. 20036

(202) 955-9600

Its Attorneys

Dated: July 19, 2002

EXHIBIT A

CERTIFIED AMENDED ARTICLES OF INCORPORATION

SCC710
(01/00)

ARTICLES OF AMENDMENT OF
VPS Communications, Inc.

ONE

The name of the corporation is VPS Communications, Inc. (the Corporation).

TWO

Article 1 of the Articles of Incorporation of the Corporation shall be amended as follows:

NAME

The name of the Corporation is Dominion Telecom, Inc. (the "Corporation").

THREE

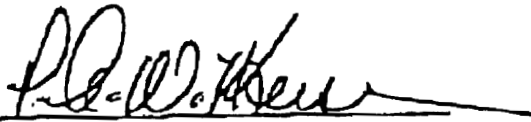
The foregoing amendment was adopted on August 1, 2000.

FOUR

The amendment was adopted by unanimous consent of the shareholders.

The undersigned Vice President and Corporate Secretary declares that the facts herein stated are true as of the 1st day of August 2000.

VPS Communications, Inc.

By: 
P. A. Wilkerson
Vice President and Corporate Secretary

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

August 2, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of Dominion Telecom, Inc. (formerly VPS COMMUNICATIONS, INC.) to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective August 2, 2000, at 08:53 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

00-08-02-0529
AMENACPT
CIS0352

ARTICLES OF INCORPORATION
OF
VPS COMMUNICATIONS, INC.

I.

NAME

The name of the Corporation is VPS Communications, Inc.
(the "Corporation").

II.

PURPOSE

The Corporation shall be a public service company within the meaning of Section 13.1-620 of the Virginia Stock Corporation Act (the "Act"). The purpose for which the Corporation is organized is to acquire, own, hold, maintain, manage, operate, improve, develop, finance, pledge, encumber, mortgage, sell, exchange, lease, dispose of and otherwise deal with any property used or usable in connection with the provision by the Company of interstate and intrastate telecommunications services, together with such other activities as may be necessary, advisable, related to or incidental in connection therewith. The Corporation may also engage in any other lawful business not required by the Act to be specifically stated in the Articles of Incorporation.

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P. 003

III.

AUTHORIZED SHARES

The number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Common Stock, no par value. No holder of shares of any class of the Corporation shall have any preemptive or preferential right to purchase or subscribe to (i) any shares of any class of the Corporation, whether now or hereafter authorized; (ii) any warrants, rights, or options to purchase any such shares; or (iii) any securities or obligations convertible into any such shares or into warrants, rights, or options to purchase any such shares.

IV.

REGISTERED AGENT

The initial registered office shall be located at One James River Plaza, 7th and Cary Streets, Richmond, Virginia 23219, and the initial registered agent shall be J. Kennerly Davis, Jr., who is a resident of Virginia and a director of the Corporation, and whose business address is the same as the address of the initial registered office.

V.

DIRECTORS

The number of Directors constituting the initial Board of Directors shall be five (5), and the names and addresses of

the persons who are to serve as the initial Directors are as follows:

Edgar M. Roach, Jr.
One James River Plaza
7th & Cary Streets
Richmond, Virginia 23219

Robert E. Rigby
One James River Plaza
7th & Cary Streets
Richmond, Virginia 23219

J. Kennerly Davis, Jr.
One James River Plaza
7th & Cary Streets
Richmond, Virginia 23219

William S. Mistr
One James River Plaza
7th & Cary Streets
Richmond, Virginia 23219

Lawrence E. DeSimone
One James River Plaza
7th & Cary Streets
Richmond, Virginia 23219

VI.

LIMIT ON LIABILITY AND INDEMNIFICATION

(1) Definitions. In this Article:

"applicant" means the person seeking indemnification pursuant to this Article.

"expenses" includes counsel fees.

"liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

"proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

(2) Limitation on Liability. In any proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, no director or officer of the Corporation shall be liable to the Corporation or its shareholders for monetary damages with respect to any transaction, occurrence or course of conduct, whether prior or subsequent to the effective date of this Article, except for liability resulting from such person's having engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law.

(3) Mandatory Indemnification. The Corporation shall indemnify (i) any person who was or is a party to any proceeding, including a proceeding brought by a shareholder in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, by reason of the fact that he is or was a director or officer of the Corporation, or (ii) any director or officer who is or was serving at the request of the Corporation as a director, trustee, partner or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability incurred by him in connection

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P.006

with such proceeding unless he engaged in willful misconduct or a knowing violation of the criminal law. A person is considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. The Board of Directors is hereby empowered, by a majority vote of a quorum of disinterested directors, to enter into a contract to indemnify any director or officer in respect of any proceedings arising from any act or omission, whether occurring before or after the execution of such contract.

(4) Effectiveness: Amendments. The provisions of this Article shall be applicable to all proceedings commenced after the adoption hereof by the shareholders of the Corporation, arising from any act or omission, whether occurring before or after such adoption. No amendment or repeal of this Article shall have any effect on the rights provided under this Article with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article and shall promptly pay or reimburse all reasonable expenses, including attorneys' fees, incurred by any such director or officer in connection with such actions and determinations or proceedings of any kind arising therefrom.

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P. 007

(5) Effect of Judgment. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct described in Section (2) or (3) of this Article.

(6) Standard of Conduct. Any indemnification under section (3) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he has met the applicable standard of conduct set forth in section (3).

The determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(b) If a quorum cannot be obtained under subsection (a) of this section, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;

(c) By special legal counsel:

(i) Selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) of this section; or

(ii) If a quorum of the Board of Directors cannot be obtained under subsection (a) of this

section and a committee cannot be designated under subsection (b) of this section, selected by majority vote of the full Board of Directors, in which selection directors who are parties may participate; or

(d) By the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate, except that if the determination is made by special legal counsel, such evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this section (6) to select counsel.

Notwithstanding the foregoing, in the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this Article shall be made by special legal counsel agreed upon by the Board of Directors and the applicant. If the Board of Directors and the applicant are unable to agree upon such special legal counsel the Board of Directors and the applicant each shall select a nominee, and the nominees shall select such special legal counsel.

(7) Reimbursement of Expenses. (a) The Corporation may pay for or reimburse the reasonable expenses incurred by any applicant who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under section (6) if the applicant furnishes the Corporation:

(i) a written statement of his good faith belief that he has met the standard of conduct described in section (3); and

(ii) a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet such standard of conduct.

(b) The undertaking required by paragraph (ii) of subsection (a) of this section shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Authorizations of payments under this section shall be made by the persons specified in section (6).

(8) Additional Powers. The Board of Directors is hereby empowered, by majority vote of a quorum consisting of disinterested Directors, to cause the Corporation to indemnify or contract to indemnify any person not specified in section (2) or (3) of this Article who was, is or may become a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request

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P. 010

of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in section (3). The provisions of sections (4) through (7) of this Article shall be applicable to any indemnification provided hereafter pursuant to this section (8).

(9) Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by him in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

(10) Non-Exclusivity. Every reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article on the Board of Directors shall not be

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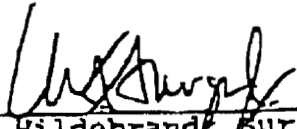
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P. 011

exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); provided, however, that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable laws of the Commonwealth of Virginia.

(11) Severability. Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

Dated: April 11, 1997



W. Hildebrandt Burgner, Jr.,
Incorporator



COPY

Commonwealth of Virginia



TRACKING NUMBER
OT-1200-0002

STATE CORPORATION COMMISSION

Richmond,

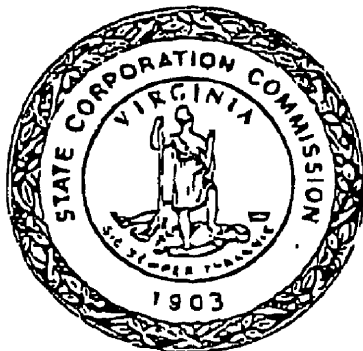
April 14, 1997

This is to Certify that the certificate of incorporation of

VPS Communications, Inc.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

April 14, 1997



State Corporation Commission

William J. Bridg
Chairman of the Commission

EXHIBIT B

MANAGEMENT BIOGRAPHIES

The following is a list of Dominion's management team, including its officers and directors:

Edgar M. Roach, Jr.

*Director & Chief Executive Officer - Dominion Telecom
Chief Executive Officer - Dominion Delivery*

Edgar M. Roach Jr. was named chief executive officer of Dominion's delivery business on January 28, 2000 and chief executive officer of VPS Communications (now Dominion Telecom) on April 28, 2000. Mr. Roach, a native of Pinehurst, North Carolina, previously served as chief executive officer of Dominion Virginia Power. Mr. Roach was named to that position on May 1, 1999. Mr. Roach was named vice president-Regulation and General Counsel in January 1995 and assumed the position of senior vice president-Finance, Regulation and General Counsel on January 1, 1996. Mr. Roach was named executive vice president and chief financial officer of Dominion Resources on December 15, 1997.

M. Stuart Bolton Jr.

Senior Vice President, Financial Management.

Mr. Bolton was elected vice president and controller of Dominion Virginia Power on January 1, 1999. Mr. Bolton was named senior vice president at Dominion Virginia Power on January 28, 2000. Mr. Bolton joined Virginia Power in June 1975 as a tax accountant in the treasurer's department and has held numerous management positions in his 27-year career with the company.

G. Scott Hetzer

Senior Vice President and Treasurer.

Mr. Hetzer was elected Senior Vice President and Treasurer of Dominion in May 1999. Mr. Hetzer formerly served as Vice President and Treasurer of Dominion since October 1997. Prior to joining Dominion, Mr. Hetzer held executive positions at Wheat First Butcher Singer, a full service investment banking firm headquartered in Richmond and NationsBank in the investment banking group.

Gregg T. Kamper

Senior Vice President and General Manager

As Senior Vice President and General Manager of Dominion Telecom, Gregg Kamper has led Dominion Telecom from a start-up company in 1997 to a semi-national broadband leader in the wholesale market. Mr. Kamper has used his more than 15 years experience in telecom and information services to forge a world-class organization focused on offering quality services in under-served second and third-tier markets.

Before joining Dominion, Mr. Kamper served as Director of Strategic Marketing at Citizens Communications where he was responsible for new product planning, customer research, advertising and promotions. Prior to Citizens, Mr. Kamper held a number of leadership positions within GTE Corporation including finance, marketing, corporate real estate and strategic planning positions. Mr. Kamper was responsible for evaluating merger and acquisition opportunities, developing retail strategies in the wireless and internet markets and helping to launch GTE's internet and data services initiatives.

Mr. Kamper is responsible for setting Dominion Telecom's vision, strategy and leading all management activities. Mr. Kamper is a member of the Virginia Telecom Industry Association, CompTel and other industry organizations. Recently, Mr. Kamper was appointed to the Virginia Governor's Task Force on E-Commerce and Trade. The purpose of this task force is to help promote and foster e-commerce within the state of Virginia.

Patricia McIntyre

Vice President, Sales and Customer Development

Ms. McIntyre joined Dominion Telecom in March 2001 and has more than 20 years of telecommunications sales, marketing and operations experience. Prior to joining Dominion Telecom, Ms. McIntyre held various leadership positions within AT&T, including sales, product management, segment marketing and strategy customer care. In addition, Ms. McIntyre was a sales leader at AT&T Paradyne and an Assistant Vice President of Communications at Oppenheimer and Company, Inc. Ms. McIntyre is responsible for sales and customer development for Dominion Telecom.

Chuck Vassallo

Vice President Strategy, Finance and Support Services

Mr. Vassallo has served as Vice President of Strategy, Financial Planning and Analysis, and Support Systems since August 2000 and has more than 15 years of experience in the telecommunications and information services industry. Prior to joining Dominion/Dominion Virginia Power in February 1997 as Director of Financial and Business Services and later leading the SAP implementation for the CNG merger, Mr. Vassallo held a number of management positions at GTE. While employed at GTE, Mr. Vassallo was responsible for business and investment planning. Prior to that, he held various management positions spanning

over eight years with several communications companies. Mr. Vassallo is responsible for the financial reporting and controls of Dominion Telecom.

Michael W. Lanier

Vice President, Network Engineering and Construction

Mr. Lanier joined Dominion Telecom in February 2000 and has more than 16 years of telecommunications technical experience. Prior to joining Dominion Telecom, he was Director of Telecommunications Engineering and Operations at Dominion/Dominion Virginia Power where he was responsible for introducing and implementing the latest telecommunications technologies within the utility's extensive fiber optic based infrastructure. Mr. Lanier is responsible for the planning, construction and on-going maintenance of Dominion Telecom's fiber optic network.

Albert W. (Rocky) Altimore.

VP, Network Operations and Maintenance.

Mr. Altimore joined DTI in March 2002 and has more than 24 years of IT and telecommunications experience. Prior to joining DTI, he held several leadership positions with Dominion Resources Services Inc (DRS). Mr. Altimore's most recent position in DRS was Director, IT-Field Operations. Mr. Altimore is responsible for the operations and maintenance of DTI's fiber optic network, including its network operations center.

Patricia Wilkerson

Vice President and Secretary.

Ms. Wilkerson was elected Vice President and Corporate Secretary of Dominion effective May 1, 1999. Ms. Wilkerson joined the company as a Virginia Power Community Affairs Representative in January 1978. Ms. Wilkerson held various positions in Virginia Power's Community Affairs and Treasury Groups before transferring to Dominion as Supervisor of Shareholder Relations in June 1985. Ms. Wilkerson has held various positions in Dominion's corporate department, including Manager-Shareholder Administration from September 1994 to January 1997.

EXHIBIT C

FINANCIAL DOCUMENTS

**Audited Financial Statements for the Years
Ended December 31, 2000 and 2001**

[Proprietary and Confidential Information. Filed under Seal.]