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MAILING ADDRESS:
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JEFFERSON CITY, MISSOURI (MO)
65110-4595

MARY ANN YOUNG
ATTORNEY AT LAW
OF COUNSEL
(573) 634-8109
FAX (573) 634-8224

May 12, 2000

Mr. Dale Hardy Roberts
Executive Secretary-Chief Regulatory Law Judge
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102-0360

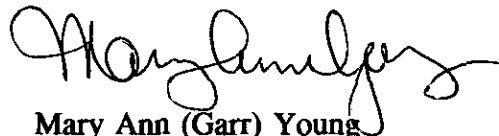
RE: Case No. TA-2000-752
Digital Access Corporation of Missouri, Inc.'s Application for Certificates of Service
Authority and for Competitive Classification

Dear Mr. Roberts:

Enclosed please find an original and eight copies of the Application for Certificates of Service Authority and for Competitive Classification of Digital Access Corporation of Missouri, Inc. (Digital Access), for filing with the Commission. The application seeks waiver of the requirement to file concurrent tariffs. Also enclosed please find an original and eight copies of the Motion for Protective Order of Digital Access which seeks Highly Confidential treatment of Exhibit C to the Application. In accordance with 4 CSR 240-2.085(2), an original and eight copies of Highly Confidential Exhibit C are filed herewith in separate sealed envelopes.

Thank you for your assistance in processing this filing. Copies are being served on the Office of Public Counsel and General Counsel, counsel for Southwestern Bell Telephone Company, Sprint and GTE Midwest, Inc. If there are any questions, please call me at 634-8109.

Sincerely,



Mary Ann (Garr) Young

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Legal Department, SWBT
Linda Gardner, Sprint
Tracy Pagliara, GTE

RECEIVED³

MAY 12 2000

Records
Public Service Commission

FILED

MAY 12 2000

Missouri Public
Service Commission

TA-2000-752

**BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION**

FILED³
MAY 12 2000

Missouri Public
Service Commission

In the Matter of the Application of)
Digital Access Corporation of Missouri, Inc.)
for a Certificate of Service Authority to)
Provide Basic Local Service,)
Nonswitched Local Exchange Service)
and Interexchange Telecommunications)
Services within the State of)
Missouri and for Competitive Classification)

Case No. TA 2000-752

**APPLICATION OF DIGITAL ACCESS CORPORATION OF MISSOURI, INC.
FOR CERTIFICATES OF SERVICE AUTHORITY
AND FOR COMPETITIVE CLASSIFICATION**

Digital Access Corporation of Missouri Inc. ("Digital Access" or "Applicant"), by its undersigned counsel, and pursuant to Sections 392.361, 392.410 392.430, 392.450 RSMo., the federal Telecommunications Act of 1996, and 4 CSR 240-2.060, hereby applies for authority to provide switched and dedicated, resold and facilities-based basic local, nonswitched local exchange and interexchange telecommunications services in the State of Missouri and for competitive classification. Applicant, a Delaware corporation, files this verified Application respectfully requesting that the Missouri Public Service Commission (the "Commission") issue an Order that:

- (a) grants Applicant a Certificate of Service Authority to provide switched and dedicated, resold and facilities-based basic local exchange telecommunications services.
- (b) grants Applicant a Certificate of Service Authority to provide resold and facilities-based interexchange telecommunications services and nonswitched local exchange services.
- (c) grants competitive status to Applicant and Applicant's services.
- (d) waives certain Commission rules and statutory provisions pursuant to § 392.420 RSMo.

3

M.P.S.C.

Application of Digital Access Corporation of Missouri, Inc.

Page 2

In support of its application Digital Access states as follows:

1. The legal name and principal office or place of business of the Applicant are:

Digital Access Corporation of Missouri, Inc.
3 Bala Plaza East, Suite 605
Bala Cynwyd, PA 19004

Applicant is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware. Digital Access is qualified to do business in the State of Missouri. Attached to this application, as Exhibit A, is a copy of Digital Access's Certificate of Authority to Transact Business as a Foreign Corporation in the State of Missouri.

2. The name and address of Applicant's in-state attorney are:

Mary Ann (Garr) Young
William D. Steinmeier, P.C.
2031 Tower Drive
P.O. Box 104595
Jefferson City MO 65110-4595
Telephone: (573) 634-8109
Facsimile: (573) 634-8224
E-mail: myoung@0654aol.com

All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to this case should be also addressed to:

Cara E. Sheppard
Fleischman and Walsh, LLP
1400 Sixteenth Street, N.W. - Suite 600
Washington, DC 20036
Telephone: (202) 939-7900
Facsimile: (202) 588-0095

M.P.S.C.

Application of Digital Access Corporation of Missouri, Inc.

Page 3

Also, Applicant may be reached at its principal place of business:

Samuel W. Morris, Vice President and Secretary
Digital Access Corporation of Missouri, Inc.
3 Bala Plaza East, Ste 605
Bala Cynwyd, PA 19004
Telephone: (800) 452-1044
Facsimile: (610) 660-8417
E-mail: digital@epb.com

3. Applicant proposes to provide switched and dedicated basic local exchange telecommunications service on a facilities and resold basis, throughout all exchanges within the state of Missouri presently served only by incumbent local exchange companies (ILECs) Southwestern Bell Telephone Company (SWBT), Sprint Missouri, Inc. d/b/a Sprint (Sprint) and GTE Midwest Incorporated (GTE). Applicant seeks authority to provide service in all exchanges of these ILECs as described in their basic local tariffs, in areas which follow the ILEC exchange boundaries and which are no smaller than an exchange. Digital Access will also provide data transmission services via high-speed, high quality data connections. Digital Access also seeks authority to provide the full range of nonswitched local exchange and interexchange telecommunications services to subscribers to and from all points in the State of Missouri.

4. Pursuant to this application, Digital Access seeks to offer several forms of basic local, nonswitched local exchange, and long distance telecommunications services. The Company will describe and provide rates for these services in the tariffs it will file with the Commission once its interconnection agreement or agreements are in place.

M.P.S.C.

Application of Digital Access Corporation of Missouri, Inc.

Page 4

5. Digital Access possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Description of the backgrounds of Applicant's management, which demonstrate Digital Access's extensive experience and expertise, are attached hereto and incorporated herein by reference as Exhibit B. Applicant also possesses the necessary financial resources to provide its telecommunications services in the state of Missouri. In particular, Digital Access has access to the financing and capital necessary to conduct the telecommunications operations it seeks authority to provide by this application. During an initial transition period, Digital Access will rely upon the sizable financial assets of its parent company, Digital Access LLC, and its affiliate Digital Access, Inc., to ensure that it has sufficient capital to maintain its operations. Attached, under seal, as Exhibit C, are Digital Access, Inc.'s financial statements and a letter signed by Digital Access, LLC's Acting Chief Financial Officer which demonstrates that Digital Access LLC's investors have committed capital investments which will fund the development and deployment of the Digital Access network. This statement of committed capital demonstrates that the Applicant meets the Missouri Public Service Commission's financial criteria. Digital Access requests that the financial statements attached as Exhibit C be treated as highly confidential by the Commission, and Digital Access is filing a Motion for Protective Order concurrently with this Application pursuant to 4 CSR 240-2.085. Digital Access is a privately held corporation and its financial statements are not public information. Digital Access requests that the financial statements filed under seal with this application remain confidential and not be made available to anyone not a party to this proceeding.

6. Applicant requests classification as a competitive telecommunications company within the State of Missouri. Applicant believes that its proposed services will be subject to sufficient

M.P.S.C.

Application of Digital Access Corporation of Missouri, Inc.

Page 5

competition to justify a lesser degree of regulation. Granting this Application will allow greater price and service options for telephone users.

7. Digital Access hereby agrees to offer basic local telecommunications service as a separate and distinct service in accordance with applicable law. Digital Access will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications services in Digital Access proposed service areas for basic local telecommunications services in accordance with applicable law.

8. Digital Access will comply with all applicable Commission rules and is willing to meet all relevant service standards, including, but not limited to billing, quality of service, and tariff filing and maintenance.

Applicant requests, pursuant to § 392.420 RSMo. that the Commission waive the application of the following rules and statutory provisions as they relate to the regulation of Applicant's nonswitched local exchange and interexchange services:

Statutes

392.210
392.240(1)
392.270
392.280
392.290
392.300.2
392.310
392.320
392.330
392.340

Commission Rules

4 CSR 240-10.020
4 CSR 240-30.010(2)(C)
4 CSR 240-30.040
4 CSR 240-33.030
4 CSR 240-35

M.P.S.C.

Application of Digital Access Corporation of Missouri, Inc.

Page 6

Applicant requests, pursuant to RSMo. § 392.420, that the Commission waive the application of the following rules and statutory provisions as they relate to the application of Applicant's basic local services:

<u>Statutes</u>	<u>Commission Rules</u>
392.210.2	4 CSR 240-10.020
392.240 (1)	4 CSR 240-30.010(2)(C)
392.270	4 CSR 240-30.040
392.280	4 CSR 240-32.030(4)(C)
392.290	4 CSR 240-33.030
392.300.2	4 CSR 240-35
392.310	
392.320	
392.330	
392.340	

The above referenced rules and statutory provisions have been waived for other carriers in prior cases. Since Applicant is providing similar services as those companies who have been previously granted such waivers, Applicant respectfully requests waiver of the above referenced rules and statutory provisions, consistent with the principle of competitive equality.

9. Digital Access further requests a temporary waiver of 4 CSR 240-2.060(6)(C). This rule requires that an application for a certificate of service authority to provide interexchange, local exchange or basic local exchange service shall include in its application a proposed tariff with a forty-five day effective date. Digital Access finds it difficult at this time to develop tariffs to fully comply with this rule because, among other things, Digital Access has not yet executed or received Commission approval of any interconnection and/or resale agreements with incumbent local exchange companies. Applicant also desires to coordinate the timing of offering all of its services, and therefore

M.P.S.C.

Application of Digital Access Corporation of Missouri, Inc.

Page 7

asks that the waiver of 4 CSR 240-2.060(6)(C) apply to its nonswitched local exchange and interexchange tariffs as well as its basic local exchange tariff. At such time as all facts necessary for the development of such tariffs are known to Applicant, it will promptly file said tariffs bearing no less than a 45-day effective date with the Commission in a manner consistent with recent Commission practice in similar cases.

10. The Commission has already approved numerous applications for companies proposing to provide competitive local exchange carrier ("CLEC") services in Missouri. Digital Access submits that the public interest will be served by Commission approval of this application because Digital Access's proposed services will create and enhance competition and expand customer service options in the local exchange marketplace and high-speed data market. Digital Access's certification as a CLEC will not have a negative impact on the prices, network design or financial viability of the incumbent LECs, the principal providers of local exchange services in Missouri. To the contrary, introduction of a new competitive entrant will promote the availability, affordability, and quality of exchange telephone services. The public convenience and necessity, therefore, will be served by the prompt approval of this application authorizing Digital Access to provide the services described herein.

WHEREFORE, applicant Digital Access Corporation of Missouri, Inc. respectfully requests that the Commission grant it certificates of service authority to provide basic local, nonswitched local exchange and interexchange telecommunications services as herein requested, classify Digital Access and its proposed services as competitive, grant a waiver of the aforesaid statutes and regulations, and

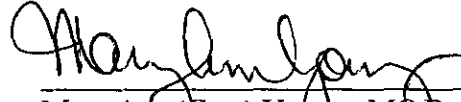
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Application of Digital Access Corporation of Missouri, Inc.

Page 8

grant the separately filed Motion for Protective Order applicable to Digital Access's financial statements.

Respectfully submitted,



Mary Ann (Garr) Young MO Bar No. 27951

WILLIAM D. STEINMEIER, P.C.

2031 Tower Drive

P.O. Box 104595

Jefferson City Mo 65110-4595

Telephone: (573) 634-8109

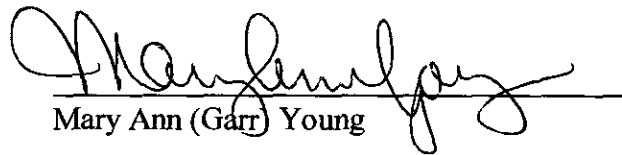
Facsimile: (573) 634-8224

E-mail: myoung@0654aol.com

ATTORNEY FOR DIGITAL ACCESS
CORPORATION OF MISSOURI, INC.

Certificate of Service

I hereby certify that a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to the Office of Public Counsel and the General Counsel's office on this 12th day of May 2000.



Mary Ann (Garr) Young

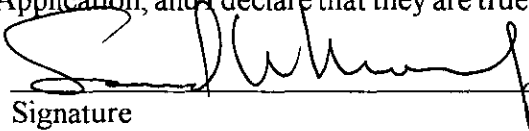
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Application of Digital Access Corporation of Missouri, Inc.

Page 9--

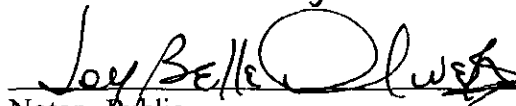
VERIFICATION

I, Samuel W. Morris, Jr., am the Senior Vice President of Digital Access Corporation of Missouri, Inc., the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.


Signature

Sworn to before me, the undersigned Notary Public, on this 25th day of April, 2000.

STATE OF Pennsylvania
COUNTY OF Montgomery


Notary Public

Joy Belle Oliver
Print Name

My Commission Expires on: June 19, 2000

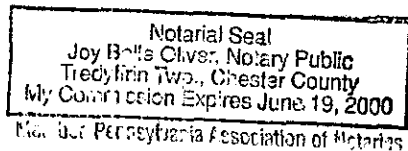


EXHIBIT A
DIGITAL ACCESS CORPORATION OF MISSOURI, INC.

Certificate of Authority to Transact Business in Missouri



State of Missouri
Office of Secretary of State

Rebecca McDowell Cook
Secretary of State

PO Box 778
Jefferson City 65102

Corporations
(573) 751-4153

Dear Corporation:

We have enclosed the Certificate of Incorporation/Authority and Articles of Incorporation/ Application for Authority which have been filed in this Office. We wish you every success in the new business enterprise.

The law requires that the first annual registration report for the corporation be completed and returned to this Office as of the due date shown on the report. This annual report will be sent to the corporation's registered agent within the next few weeks. The first annual report provided to your corporation will show a tax year based on the date of incorporation/qualification. This may or may not be the actual tax year for your corporation, so please indicate the correct year on the annual report. Please return the report to the following address:

Secretary of State
P.O. Box 1366
Jefferson City MO 65102

If you have further questions or need other assistance, please contact the Corporations Division Annual Reports Desk at (573) 751-2300 or by e-mailing us at annrep@mail.sos.state.mo.us.

Sincerely,

Rebecca M. Cook
Secretary of State

Ltr. #11(1-00)

No. F00481833

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
DIGITAL ACCESS CORPORATION OF MISSOURI, INC.

using in Missouri the name
DIGITAL ACCESS CORPORATION OF MISSOURI, INC.

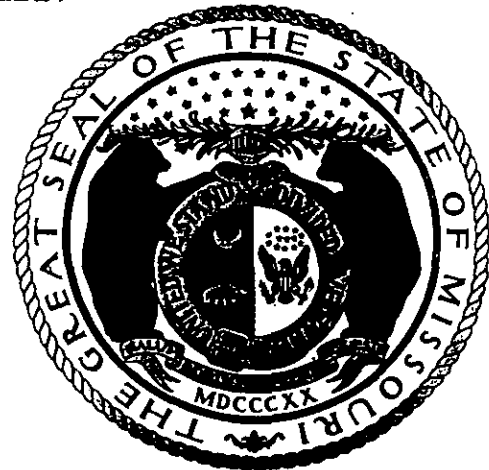
has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of DELAWARE.

NOW, THEREFORE, I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 30th day of MARCH, 2000.


Secretary of State

\$155.00





State of Missouri
Rebecca McDowell Cook, Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirtland, State Information Center
600 W. Main Street, Room 312, Jefferson City, MO 65101

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

MAR 30 2000

Application for Certificate of Authority
For a Foreign For-Profit Corporation
(Submit in duplicate with filing fee of \$155.00)

1. The corporation's name is Digital Access Corporation of Missouri
and it is organized and existing under the laws of Delaware
2. The name it will use in Missouri is Digital Access Corporation of Missouri, Inc.
3. The date of its incorporation was March 3, 2000, and the period of its duration is perpetual
month/day/year
4. The address of its principal place of business Three Bala Plaza East
Suite 502, Bala Cynwyd, PA 19004
Address City/State/Zip
5. The name and address of its registered agent and office in the State of Missouri is
Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company
221 Bolivar Street, Jefferson City, Missouri 65101
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are:
Providing telecommunications and media services.
7. The name of its officers and directors and their business addresses are as follows:
- | (Officers) | Name | Address | City/State/Zip |
|---|--|---------|----------------|
| President | <u>See attached officers/directors rider</u> | | |
| Vice President | <u></u> | | |
| Secretary | <u></u> | | |
| Treasurer | <u></u> | | |
| (Board of Directors) <u>See attached officers/directors rider</u> | | | |
| Director | <u></u> | | |
| Director | <u></u> | | |
| Director | <u></u> | | |
8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

Samuel W. Morris
(Authorized Signature)

Samuel W. Morris
(Printed Name)

Vice President
(Title)

3/24/00
(Date)

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

OFFICERS/DIRECTORS RIDER

Corporate Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Joseph W. Cece	President and Treasurer	Three Bala Plaza East Suite 502 Bala Cynwyd, PA 19004
Samuel W. Morris	Vice President and Secretary	Three Bala Plaza East Suite 502 Bala Cynwyd, PA 19004
Mark Fisher	Assistant Secretary	Three Bala Plaza East Suite 502 Bala Cynwyd, PA 19004

Directors

<u>Name</u>	<u>Title</u>	<u>Address</u>
Joseph W. Cece	Director	Three Bala Plaza East Suite 502 Bala Cynwyd, PA 19004

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "DIGITAL ACCESS CORPORATION OF MISSOURI, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3188024 8100

001111079


Edward J. Freel, Secretary of State

AUTHENTICATION: 0296849

DATE: 03-06-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/03/2000
001111079 - 3188024

CERTIFICATE OF INCORPORATION
OF
DIGITAL ACCESS CORPORATION OF MISSOURI, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to the provisions of the Delaware General Corporation Law, does hereby certify as follows:

FIRST: The name of the Corporation is Digital Access Corporation of Missouri, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, Delaware, 19805. The name of the Corporation's registered agent at such address is Corporation Service Company, in the County of New Castle.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1000) shares, par value \$1.00 per share, all of which are of one class and are designated as Common Stock.

FIFTH: The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
DanThu Phan	c/o Drinker Biddle & Reath LLP One Logan Square 18 th and Cherry Streets Philadelphia, PA 19103-6996

SIXTH: In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation, except as specifically otherwise provided therein.

SEVENTH: A director of the Corporation shall have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that Section 102(b)(7) (or any successor provision) of the Delaware General Corporation Law, as amended from time to time, expressly provides that the liability of a director may not be eliminated or limited. No amendment or repeal of this paragraph SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, does hereby execute this Certificate of Incorporation this 3rd day of March, 2000.


Dan Thu Phan, Incorporator

EXHIBIT B
DIGITAL ACCESS CORPORATION OF MISSOURI, INC.
Management Biographies

Digital Access Corporation of Missouri, Inc. has assembled an experienced team of industry professionals to achieve its mission of market leadership. The following summaries highlight its management's extensive background.

Joseph W. Cece, Chief Executive Officer

As CEO, Mr. Cece will focus his leadership capabilities on establishing a strong operational team and upon the appropriate operation and expansion of Digital Access. Mr. Cece will be responsible for overall leadership and for hiring key management representatives with appropriate industry experience.

Mr. Cece brings to Digital Access an extensive background in digital and Internet technologies. His career has been broad, encompassing a wealth of leadership experience in the development and roll-out of telephony, video and data services.

Prior to joining Digital Access in January 2000, Mr. Cece served as president and chief operating officer for Suburban Cable, a wholly owned subsidiary of Lenfest Communications, Inc. (LCI). While at the nation's ninth largest MSO serving more than 1.2 million subscribers in three states, Mr. Cece was responsible for all of the company's operations, including the rebuild of the 20,000-mile network. During his tenure, the company successfully launched two new services - high speed Internet access (Suburban@Home) and Suburban Digital video.

Preceding his post at LCI, Mr. Cece served as president of digital services for Cablevision Systems Corporation (CSC).. He was responsible for executive management of the company's emerging digital services, including commercial and residential telephony, high-speed Internet access and digital video programming. His work included the launch of both Optimum Online, the company's high-speed Internet access service, and Optimum Telephone, one of the cable industry's first deployments of residential phone service.

Before assuming responsibility for all of CSC's digital services, Mr. Cece launched the start-up and operation of CSC's telecommunications subsidiary, Cablevision Lightpath, Inc., a CLEC in the New York Metropolitan Region. Mr. Cece grew his business unit from \$1 million in annual revenues to more than \$60 million. He also executed the first inter-carrier compensation agreement between a cable operator and an RBOC (NYNEX).

Mr. Cece received a Bachelor of Science degree in accounting, summa cum laude, from Fairleigh Dickinson University.

Salvatore A. Grasso, Acting Chief Financial Officer

Mr. Grasso is the Acting Chief Financial Officer to Digital Access Corporation of Missouri, Inc. Mr. Grasso simultaneously acts as Managing Director for Bachow and Associates, one of Digital Access's investors. He will use his experience to assist Digital Access with his extensive experience in developing operating budgets, and plans of action and management information systems to enhance company performance and correct deficiencies.

Prior to joining Bachow & Associates in February 1987, he was an accounting manager for Comcast Cable Communications, Inc. Mr. Grasso has a Bachelor of Science degree in Accounting from St. Joseph's University and is a Certified Public Accountant.

Samuel W. Morris, Jr., Vice President and Secretary

Mr. Morris will serve as Vice President and Secretary of Digital Access. In this position, Mr. Morris is responsible for overseeing all external affairs of Digital Access, including franchising, public relations, government affairs and legal affairs.

Prior to joining Digital Access on March 20, 2000, Mr. Morris was Senior Vice President-General Counsel of Lenfest Communications, Inc., a diversified entertainment and communications company based in Oaks, Pennsylvania. In that role, Mr. Morris had responsibility for franchising, external affairs and all legal matters for Suburban Cable, Lenfest Communications' 1.1-million-customer multiple cable system operator. Lenfest Communications was sold to Comcast Corporation in January, 2000. Mr. Morris joined Lenfest Communications in November, 1993.

Prior to joining Lenfest Communications, Mr. Morris had been a founding and senior partner of Hoyle, Morris & Kerr, a full-service law firm in Philadelphia, Pennsylvania since January of 1985. Prior to that, he had been a partner in Dilworth, Paxson, Kalish & Kauffman, a Philadelphia law firm.

Mr. Morris is a member of the American, Pennsylvania Bar Associations and the Delaware Valley chapter of the American Corporate Council Association. He is a graduate of Harvard College and the National Law Center, George Washington University.

Bruce A. Weintraub, Vice President - Network Development

Mr. Weintraub will serve Digital Access as Vice President - Network Development. He is responsible for engineering and deploying the next-generation technologies to be utilized in the development of this multi-media digital communications company.

During Mr. Weintraub's 18 year tenure in the telecommunications industry, he has overseen the design, deployment, and operation of over 5,200 miles of cable plant, servicing over 600,000 households and has engineered and managed rebuilds and upgrades for Warner-Amex, Arlington Cable Partners, Hauser Communications, SBC-Media Ventures, and Prime Communications. Mr. Weintraub started his career in this industry with General Instrument; first as a field engineer, then moving quickly into the role of Field Service Manager with responsibilities for the United States,

Canada, and the UK. He has served most recently as the Vice President, Engineering and Network Integration for Prime Communications.

Mr. Weintraub is a Senior Member of the Society of Cable Telecommunications Engineers, and is Chairman of the Construction and Maintenance Sub-committee for the SCTE. He is past-president of the Chesapeake Chapter of the SCTE and has been the liaison for the National Institute of Standards and Technology to the National Cable Television Association Engineering Committee.

Stephen V. Minshew, Vice President of Information and Technology

Mr. Minshew is Vice President of Information Technology, and is responsible for providing information technology services to the Digital Access enterprise, including networks and systems such as computers, servers, wide-area and local-area networks, and related infrastructure; corporate systems such as groupware, accounting, and human resources systems; and operating support systems (OSS) such as computer care & billing, order management, and network inventory and management.

Prior to joining Digital Access, Mr. Minshew consulted for AT&T where he used his knowledge of telephony and CATV OSSs to integrate TCI's Customer Care & Billing System into the legacy AT&T systems infrastructure.

Prior to his consulting role, Mr. Minshew was Vice President of Information Systems of OnePoint Communications, a 2nd-generation CLEC (video, telephony, and data) operating in 13 states, where he was responsible for all computer and telephony infrastructure enterprise-wide, including OSSs. As a member of the Executive Committee, he was responsible for defining, setting, and achieving the direction, strategy, and goals of the company.

Mr. Minshew holds a Masters in Business Administration, all-but-the-dissertation toward a Ph.D. in solid-state device physics, a Masters of Science in Electrical Engineering, and a Bachelors of Science in Electrical Engineering - all from Southern Methodist University. He is a member of the Institute of Electrical and Electronics Engineers, Tau Beta Pi (National Engineering Honorary), Eta Kappa Nu (National Electrical Engineering Honorary), Kappa Mu Epsilon (National Mathematics Honorary), and Beta Gamma Sigma (National Business Honorary).

Frank Gates, Senior Engineer

Mr. Gates is an engineer with 28 years in CATV. Mr. Gates has over 28 years of experience in the Communications industry including specific experience working with voice, video and data networks. More recently, Mr. Gates has focused his career on emerging technologies and their deployment, including but not limited to VoIP, cable phone, cable modem, DSS and digital technologies. Mr. Gates has overseen the development of over ten-thousand miles of new build and re-build microwave, coax and fiber architecture in most of the major United States markets and in Australia. He has developed HFC powering and related architecture with Lucent and Bell Labs and HFC Bandwidth allocations for Time Mirror's marketing strategy. As Chair of the SCTE Committee on CAD, design and symbology, Mr. Gates set national CAD standards for the industry.

Additionally, he is the owner/operator of his own engineering business and his team has designed over 100,000 multiple dwelling units.

Cathy S. Stolberg, Director of Human Resources

Mrs. Stolberg is Director of Human Resources at Digital Access, LLC. Mrs. Stolberg currently has the responsibility for overseeing all human resources functions including recruiting approximately 1,300 employees in five states, creating compensation and benefit programs to attract and retain quality employees, and instituting corporate-wide policies and procedures to create a culture of enthusiasm and team work.

Mrs. Stolberg brings 24 years of human resources, compensation and benefits administration experience with her to Digital Access.

Prior to joining Digital Access, Mrs. Stolberg was employed for twelve years by the Penn Virginia Corporation where she was responsible for all human resources functions. Penn Virginia Corporation, a national natural resource company with employees in five states, explored for coal reserves and produced natural gas.

Prior to joining Penn Virginia Corporation, Mrs. Stolberg was an Assistant Vice President with New Jersey National Bank, a self-employed financial planner through R.E.G. Financial Services focusing on executive compensation, and an auditor with the U.S. Department of Labor focusing on employee benefit plans.

Mrs. Stolberg has an MBA in Risk Management from Temple University and a BS in Accounting from Penn State University.

EXHIBIT C
DIGITAL ACCESS CORPORATION OF MISSOURI, INC.

Financial Statements (see separate sealed envelope)

This Exhibit is considered highly confidential by
Digital Access Corporation of Missouri, Inc.
and is being filed under seal in a separate envelope.