FILE

15

RECEIVED-DOCKETING DIV
2004 JUL 20 AM 10:46
PUCO

July 19, 2004
Via Overnight Delivery

210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Renée Jenkins,
Secretary of Commission
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43266-0573

90-9030-TP-TRF

RE: Application for Tariff Revision of TALK AMERICA INC.
PUCO Tariff No. 2 - Local Services 04-_____-TP-TRF

Dear Ms. Jenkins:

Enclosed for filing please find one original and ten (10) copies of the Application to Revise Talk America Inc local tariff. This filing introduces the 3Q 2004 Promotion. The Company respectfully requests this tariff revision to become effective on June 21, 2004.

The following documents are included with this filing:

Telecommunications Application Form
Exhibit A - Superseded Tariff Pages
Exhibit B - Revised Tariff Pages
Exhibit C - Customer Notice
Exhibit D - Rationale for Tariff Revision

Questions regarding this filing may be directed to my attention at (407) 740-8575 or via e-mail at sthomas@tminc.com. Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for this purpose. Thank you for your assistance.

Sincerely,

Sharon Thomas
Consultant to Talk America Inc.

ST/im
Enclosures

cc:	Office of Ohio Utilities Consumer Counsel
	Trish Kirby, Talk America, Inc.
File:	Talk America - OH Local
TMS:	OHL0402

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business
Technician ___ Date Processed 7/20/04

TELECOMMUNICATIONS APPLICATION FORM

(Effective: 7/23/2003)

(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

In the Matter of the Application of)
TALK AMERICA INC.) **Case No. 04 - _____ -TP-TRF**
to Resell Telecommunications Services)
)

RECEIVED-DOCKETING DIV
2004 JUL 20 AM 10: 46
PUCO

Name of Registrant(s)	TALK AMERICA INC.				
Address of Registrant(s)	6805 Route 202, New Hope, Pennsylvania, 18938				
Company Web Address	talk.com				
Regulatory Contact Person(s)	Sharon Thomas, Technologies Management, Inc.	Phone	407-740-8575	Fax	407-740-0613
Regulatory Contact Person's Email Address	sthomas@tminc.com				
Contact Person for Annual Report	Francie McComb, TALK AMERICA INC.	Phone	215-862-1517		
Consumer Contact Information	Francie McComb, TALK AMERICA INC.	Phone	215-862-1517		

Date July 19, 2004 TRF Docket No. 90-9030-CT-TRF

Motion for protective order included with filing? ☐ Yes ■ No
Motion for waiver(s) filed affecting this case? ☐ Yes ■ No [Note: waiver(s) tolls any automatic timeframe]
Company Type (check all applicable):
■ CTS (IXC) ☐ ILEC ■ CLEC ☐ CMRS ■ AOS
☐ Other (explain) _____

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. ***It is preferable NOT to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.***

I. Please indicate the reason for submitting this form *(check one)*

☐ 1 **(AAC)** Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
☐ 2 **(ABN)** Abandonment of all Services
☐ a. CLEC (90-day approval, 10 copies) ☐ b. CTS (14-day approval, 10 copies) ☐ c. ILEC (NOT automatic, 10 copies)
☐ 3 **(ACE)** New Operating Authority for providers other than CMRS (30-day approval, 7 copies); *for CMRS, see item No.15 on this page.*
☐ a. Switched Local ☐ b. Non-switched local ☐ c. CTS ☐ d. Local and CTS ☐ e. Other (explain)_____
☐ 4 **(ACO)** LEC Application to Change Ownership (30-day approval, 10 copies)
☐ 5 **(ACN)** LEC Application to Change Name (30-day approval, 10 copies)
☐ 6 **(AEC)** Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)
NOTE: see item 25 (CTR) on page two of this form for all other contract filings
☐ 7 **(AMT)** LEC Merger (30-day approval, 10 copies)
☐ 8 **(ARB)** Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
☐ 9 **(ATA)** Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
☐ a. Tier 1 (and Carrier-to-Carrier tariff filings as set-forth in 95-845-TP-COI)
☐ i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)
☐ ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
☐ iii. New End User Service (NOT preceded by a 30-day filing submittal, 30-day approval, 10 copies)
☐ iii. New End User Service (NOT preceded by a 30-day filing submittal, 30-day approval, 10 copies)
☐ iv New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
☐ v Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
☐ vi Grandfather service (30-day approval, 10 copies)
☐ vii Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
☐ viii *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*
☐ b. Reclassification of Service Among Tiers (NOT automatic, 10 copies)
☐ c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)
☐ 10 **(ATC)** Application to Transfer Certificate (30-day approval, 7 copies)
☐ 11 **(ATR)** LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
☐ 12 **(ATW)** Application to Withdraw a Tier 1 Service
☐ a. CLEC (60-day approval, 10 copies) ☐ b. ILEC (NOT automatic, 10 copies)
☐ 13 **(CIO)** Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)

□ 14 **(NAG)** Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
□ 15 **(RRC)** For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
□ 16 **(SLF)** Self-complaint Application
□ a. CLEC only -Tier 1 (60-day automatic, 10 copies)
□ b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
□ 17 **(UNC)** Unclassified (explain) _____ (NOT automatic, 15 copies)
□ 18 **(ZTA)** Tariff Application Involving only Tier 2 Services
□ a. New End User Service (0-day notice, 10 copies)
□ b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)
□ c. Withdrawal of service (0-day notice, 10 copies)
□ 19 Other (explain) _____ (NOT automatic, 15 copies)

*THE FOLLOWING ARE TRF FILINGS ONLY, **NOT** NEW CASES (0-day notice, 3 copies)*
■ 20 Introduction or Extension of Promotional Offering
□ 21 New Price List Rate for Existing Service
□ a. Tier 1 □ b. Tier 2
□ 22 Designation of Registrant's Process Agent(s)
□ 23 Update to Registrant's Maps
□ 24 For Tier 2 Services – indicate which option you intend to adopt to maintain the tariff
■ Paper Tariff □ Electronic Tariff If electronic, provide the tariff's web address: _____

*THE FOLLOWING ARE CTR FILINGS ONLY, **NOT** NEW CASES (0-day notice , 7 copies)*
□ 25 Application to establish, revise, or cancel an end-user contract. (*NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)*
CTR Docket No._____ - _____ - TP – CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

□	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing.
□	[3]	Completed Service Requirements Form.
□	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
□	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
□	[3]	Brief description of service(s) proposed.
□	[3a-b,3d]	Explanation of whether applicant intends to provide □ resold services, □ facilities-based services, or □ both resold and facilities-based services.
□	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
□	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
□	[3a-b,3d]	Description of the proposed market area.
□	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
□	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including, at a minimum, a pro forma income statement and a balance sheet. If the pro forma income statement is based upon a certain geographical area(s) or information in other jurisdictions, please indicate.
□	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
□	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
□	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
□	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
□	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
□	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): □ interconnection agreement, □ retail tariffs, or □ resale tariffs.
□	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
□	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
□	[3a,3b,3d, 9a,(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
□	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.

□	[3,4,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established.
□	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners.
□	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
□	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A.
□	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists, marked as Exhibit B.
□	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.
□	[1-2,4-7,9,12-13,16,18-24]	Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is □ business; □ residence; or □ both. Also indicate whether it is a □ switched or □ dedicated service. Include this information in either the cover letter or Exhibit C.
■	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 20-21]	Specify which notice procedure has been utilized: □ direct mail; □ bill insert; □ bill notation or □ electronic mail. NOTE: Tier 1 price list increases **must** be within an approved range of rates.
■	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been provided to customers. For SLF's the customer notice will be addressed in a Commission Order.
□	[1,2,5,9a(v),11-13, 21(increase only)]	Affidavit attesting that customer notice has been provided.
□	[2,12]	Copy of Notice which has been provided to ILEC(s).
□	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
□	[2,4,10,12-13,]	List of Ohio counties specifically involved or affected.
□	[14]	The interconnection agreement adopted by negotiation or mediation.
□	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
□	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
□	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
□	[5,13]	New title sheet with proposed new company name.
□	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve. (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.crm?doc_id=357.
□ □ □	[1,3a-b,3d,7, 10,13, 23]	Maps depicting the proposed serving and calling areas of the applicant. **<u>If Mirroring Large ILEC</u>** exchanges for both serving area and local calling areas: • ***Serving area*** must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • ***Local calling areas*** must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges. **<u>If Self-defining</u>** serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • ***Serving Area*** must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • ***Local Calling Areas*** must be described in the tariff through textual delineation and clear maps. Maps for self-defined <u>serving ***and*** local calling areas</u> are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
□		Other information requested by the Commission staff.
	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff:
		□ Paper Tariff □ Electronic Tariff If electronic, provide the tariff's web address:

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS:
[x] Sales tax
[x] Minimum Telephone Service Standards (MTSS)
[x] Surcharges
MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:
[x] 1+ IntraLATA Presubscription
SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- Emergency Services Calling Plan [Required if toll service provided]
- Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- Service Connection Assistance (SCA) [Required for all LECs]
- Local Number Portability and Number Pooling [Required for facilities-based LECs]
- Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

IV. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

Sharon Thomas, Consultant to TALK AMERICA INC., Technologies Management, Inc. 210 Park Avenue North
Winter Park, Florida 32789

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

V. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

Francie McComb, TALK AMERICA INC. 6805 Route 202, New Hope, Pennsylvania 18938 215-862-1517

AFFIDAVIT
Minimum Telephone Service Standards

I am a consultant to the applicant corporation, TALK AMERICA INC, and am authorized to make this statement on its behalf. I attest that these tariffs comply with the Minimum Telephone Service Standards (MTSS) for the state of Ohio. I understand that the Minimum Telephone Service Standards, as modified and clarified from time to time, supercede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 19, 2004 Winter Park, Florida

Sharon Thomas, Consultant
TALK AMERICA INC

** This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx

VERIFICATION

I, Sharon Thomas, Consultant to TALK AMERICA INC verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

Sharon Thomas, Consultant
TALK AMERICA INC

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division *(or to the Telecommunications Division Chief if a prefiling submittal)*
180 East Broad Street, Columbus, OH 43215-3793

Exhibit A

Superseded Tariff Sheets

CHECK SHEET

The Page and pages listed below are inclusive and effective as of the date shown. Original and revised pages as named below contain all changes from the original tariff that are in effect on the date shown on each page.

Revision Sheet No.	Level		Revision Sheet No.	Level	Revision Sheet No.	Level
Title	Original		28	Original	62	Original
Preface			29	First	63	Original
1	Thirty-fifth	*	30	Original	64	Original
2	Thirty-fourth	*	31	Original	65	Original
3	Original		32	Original	66	Original
4	Original		33	Original	67	Original
5	First		34	First	68	Original
6	Original		35	First	69	Original
7	Original		36	Original	70	Original
Section 1			37	Original	71	Original
1	Original		38	Original	72	Original
2	Original		39	Original	73	Original
3	Original		40	Original	74	Original
4	Original		41	Original	75	Original
5	Original		42	Original	76	Original
6	Original		43	Original	77	Original
7	Original		44	Original	78	Original
8	Original		45	Original	79	Original
Section 2			46	Original	80	Original
9	Original		46.1	Original	81	Original
10	Original		46.2	Original	82	Original
11	Original		*Section 3*		83	Original
12	First		47	Original	84	Original
13	Original		48	Original	85	Original
14	Original		49	Original	86	Original
15	Original		*Section 4*		87	Original
16	Original		50	Original	88	Original
17	Original		51	Original	89	Original
18	Original		52	Original	90	Original
19	Original		53	Original	91	Original
20	Original		54	Original	92	Original
21	Original		57	Original	93	Original
22	Original		55	Original	94	Original
23	Original		56	Original	95	Original
24	Original		58	Original	96	Original
25	Original		59	Original	97	Original
26	First		60	Original	98	Original
27	First		61	Original		

By: Aloysius T. Lawn, Vice President
6805 Route 202
New Hope, PA 18938

CHECK SHEET

Revision Sheet No.	Level	Revision Sheet No.	Level	Revision Sheet No.	Level	
Section 5		115.4	Original	*Section 10*		
99	Original	115.5	Original	143	Original	
100	Original	115.6	Original	144	Original	
101	Original	116	Original	145	Original	
102	First	116.1	Third	146	First	
103	Original	116.2	First	146.0.1	Original	
104	Second	116.3	First	146.0.2	Original	
105	Original	116.4	First	146.0.2.1	Original	
106	Original	116.5	Original	146.0.3	Original	
107	Original	117	Second	146.1	Original	
108	Fourth	117.1	Original	*Section 11*		
108.0.1	Original	*Section 6*		147	First	
108.1	First	118	Original	148	First	
109	Original	119	Original	149	First	
110	Original	120	Original	149	First	
110.1	Original	121	Original	150	Original	
110.2	Original	122	First	151	Fourth	
110.3	First	*Section 7*		151.1	Original	
110.3.1	Second	123	Original	151.0.1	Original	
110.3.2	Fourth	124	Original	151.2	Original	
110.3.3	Third	125	Original	151.3	Second	
110.3.4	First	126	Original	151.4	Fifth	
110.3.5	First	127	Original	151.5	Sixth	
110.3.6	First	128	Original	151.6	Fifth	
110.3.7	First	129	Original	151.7	Second	
110.3.8	Second	130	First	151.8	Second	
110.3.9	Second	131	Original	151.9	Second	
110.3.10	Second	*Section 8*		151.10	Third	
110.3.11	Second	132	Original	151.11	Third	
110.3.12	First	133	Original	151.12	First	
110.3.13	First	134	Original	151.13	Second	
110.3.14	First	135	Original	151.14	Original	
110.4	Original	136	Original	152	First	
110.5	Original	137	Original	153	Original	
110.5	Original	138	Original	154	Original	
111	First	139	Original	155	Second	
112	Original	140	Original	155.1	First	
113	Original	141	Original	155.2	Original	
114	Original	*Section 9*		156	Original	
115	First	142	Original	156.1	First	
115.1	Original			156.2	Third	
115.2	Original			157	Fourth	*
115.3	Original			158	Second	

By: Aloysius T. Lawn, Vice President
6805 Route 202
New Hope, PA 18938

Exhibit B

Revised Tariff Sheets

CHECK SHEET

The Page and pages listed below are inclusive and effective as of the date shown. Original and revised pages as named below contain all changes from the original tariff that are in effect on the date shown on each page.

Revision Sheet No.	Level		Revision Sheet No.	Level	Revision Sheet No.	Level
Title	Original		28	Original	62	Original
Preface			29	First	63	Original
1	Thirty-sixth	*	30	Original	64	Original
2	Thirty-fifth	*	31	Original	65	Original
3	Original		32	Original	66	Original
4	Original		33	Original	67	Original
5	First		34	First	68	Original
6	Original		35	First	69	Original
7	Original		36	Original	70	Original
Section 1			37	Original	71	Original
1	Original		38	Original	72	Original
2	Original		39	Original	73	Original
3	Original		40	Original	74	Original
4	Original		41	Original	75	Original
5	Original		42	Original	76	Original
6	Original		43	Original	77	Original
7	Original		44	Original	78	Original
8	Original		45	Original	79	Original
Section 2			46	Original	80	Original
9	Original		46.1	Original	81	Original
10	Original		46.2	Original	82	Original
11	Original		*Section 3*		83	Original
12	First		47	Original	84	Original
13	Original		48	Original	85	Original
14	Original		49	Original	86	Original
15	Original		*Section 4*		87	Original
16	Original		50	Original	88	Original
17	Original		51	Original	89	Original
18	Original		52	Original	90	Original
19	Original		53	Original	91	Original
20	Original		54	Original	92	Original
21	Original		57	Original	93	Original
22	Original		55	Original	94	Original
23	Original		56	Original	95	Original
24	Original		58	Original	96	Original
25	Original		59	Original	97	Original
26	First		60	Original	98	Original
27	First		61	Original		

By: Aloysius T. Lawn, Vice President
6805 Route 202
New Hope, PA 18938

CHECK SHEET

Revision Sheet No.	Level	Revision Sheet No.	Level	Revision Sheet No.	Level	
Section 5		115.4	Original	145	Original	
99	Original	115.5	Original	146	First	
100	Original	115.6	Original	146.0.1	Original	
101	Original	116	Original	146.0.2	Original	
102	First	116.1	Third	146.0.2.1	Original	
103	Original	116.2	First	146.0.2.2	Original	*
104	Second	116.3	First	146.0.3	Original	
105	Original	116.4	First	146.1	Original	
106	Original	116.5	Original	*Section 11*		
107	Original	117	Second	147	First	
108	Fourth	117.1	Original	148	First	
108.0.1	Original	*Section 6*		149	First	
108.1	First	118	Original	149	First	
109	Original	119	Original	150	Original	
110	Original	120	Original	151	Fourth	
110.1	Original	121	Original	151.1	Original	
110.2	Original	122	First	151.0.1	Original	
110.3	First	*Section 7*		151.2	Original	
110.3.1	Second	123	Original	151.3	Second	
110.3.2	Fourth	124	Original	151.4	Fifth	
110.3.3	Third	125	Original	151.5	Sixth	
110.3.4	First	126	Original	151.6	Fifth	
110.3.5	First	127	Original	151.7	Second	
110.3.6	First	128	Original	151.8	Second	
110.3.7	First	129	Original	151.9	Second	
110.3.8	Second	130	First	151.10	Third	
110.3.9	Second	131	Original	151.11	Third	
110.3.10	Second	*Section 8*		151.12	First	
110.3.11	Second	132	Original	151.13	Second	
110.3.12	First	133	Original	151.14	Original	
110.3.13	First	134	Original	152	First	
110.3.14	First	135	Original	153	Original	
110.4	Original	136	Original	154	Original	
110.5	Original	137	Original	155	Second	
110.5	Original	138	Original	155.1	First	
111	First	139	Original	155.2	Original	
112	Original	140	Original	156	Original	
113	Original	141	Original	156.1	First	
114	Original	*Section 9*		156.2	Third	
115	First	142	Original	157	Fourth	
115.1	Original	*Section 10*		158	Second	
115.2	Original	143	Original			
115.3	Original	144	Original			

By: Aloysius T. Lawn, Vice President
6805 Route 202
New Hope, PA 18938

SECTION 10.0 - SPECIAL ARRANGEMENTS, *cont'd.*

10.3 Special Promotions, *cont'd*

10.3.5 3Q 2004 Promotion (N)

This promotion is offered to new Customers who subscribe within the promotional period to one of the Company's local plans listed below. The qualifying Customer will receive the discount indicated below each month for six (6) months. The discount will be applied to the bottom line of the bill. Discounts will apply to the primary access line only.

Residential Pricing Plans:	**Discount Amount**
United 1000	$ 5.00
United Unlimited	$10.00
United Unlimited Plus	$10.00
Talk 200 plan	$10.00
Talk Statewide	$10.00
Unlimited Nationwide	$10.00
Business Pricing Plans:	**Discount Amount**
Basic Business	$ 5.00
Strictly Business	$10.00
Business Bundle	$10.00
Business Unlimited Nationwide	$10.00

The eligible Customer who discontinues service from the Company, or whose service is discontinued by the Company, forfeits any remaining credits. The Customer who changes to another Company plan within the 6 month period will continue to receive the original discount amount for the remainder of the promotional period.

This offer is valid from July 21, 2004 through August 20, 2004. (N)

Exhibit C

Copy of Notice and Procedure

Not Applicable

Exhibit D

Rationale for Tariff Changes

This filing introduces a new promotion - 3Q 2004 Promotion which is available to business and residential customers from July 21, 2004 through August 20, 2004.