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April 7, 2004

VIA ELECTRONIC MAIL SERVICE & HAND-DELIVERY
The Honorable Bruce Duke
Executive Director
South Carolina Public Service Commission
PO Drawer 11649
Columbia SC 29211

RE: Joint Petition of Dominion Telecom, Inc., Dominion Fiber Ventures, LLC and Elantic Networks, Inc. for Approval of a Change in Control of Dominion Telecom, Inc. and for Approval of a Name Change from Dominion Telecom, Inc. to Elantic Telecom, Inc.
Docket No. 2004-79-C, ELS File No. 837-10224

Dear Mr. Duke:

Enclosed is the original and twenty-five (25) copies of the **Verified Testimony of Patricia McIntyre** filed on behalf of Dominion Telecom, Inc., Dominion Fiber Ventures, LLC and Elantic Networks, Inc. in the above-referenced matter.

As the return date has passed without intervention, the Applicants request that the matter be scheduled for final disposition by the Commission at its next weekly meeting, which will take place on **Tuesday April 13th**. The parties hereby waive their right to a formal hearing in this matter.

Please acknowledge your receipt of this document by file-stamping the copy of this letter enclosed, and returning it with the bearer of these documents.

Very truly yours,

/S/

John J. Pringle, Jr.

JJP
cc: John D. Sharer, Esquire/Vishwa B. Link, Esquire (via electronic mail and first-class mail)
Charles A. Zdebski, Esquire (via electronic mail and first-class mail)
Stephen T. Perkins, Esquire (via electronic mail and first-class mail)
Leonard Q. Slap, Esquire (via electronic mail and first-class mail)
Enclosures

BEFORE THE
SOUTH CAROLINA
PUBLIC SERVICE COMMISSION
DOCKET NO. 2004-79-C

In re:

Application of	)
Dominion Telecom, Inc.,	)
Dominion Fiber Ventures, LLC	)
and	)
Elantic Networks, Inc.	)
For Approval of a Change in Control	)
of Dominion Telecom, Inc.	)

VERIFIED TESTIMONY OF
PATRICIA MCINTYRE

Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.

A. My name is Patricia McIntyre. My business address is 4355 Innslake Drive, Glen Allen, Virginia 23060.

Q. BY WHOM ARE YOU EMPLOYED AND IN WHAT CAPACITY?

A. I am employed by Dominion Telecom, Inc. ("Dominion Telecom") as Director--Sales and Business Development.

Q. PLEASE IDENTIFY DOMINION TELECOM.

A. Dominion Telecom, a wholly owned subsidiary of Dominion Fiber Ventures, is a Virginia public service corporation which has received authority to do business in the State of South Carolina. Dominion Telecom was granted a certificate of public convenience and necessity to provide interexchange telecommunications services in South Carolina and a certificate of public convenience and necessity to provide competitive local exchange services in South Carolina in Docket No. 2001-375-C.

Q. WHAT ARE YOUR RESPONSIBILITIES WITH DOMINION TELECOM?

A. I am responsible for overseeing Dominion Telecom's daily operations.

Q. PLEASE PROVIDE A BRIEF BACKGROUND OF YOUR TELECOMMUNICATIONS EXPERIENCE.

A. I joined Dominion Telecom in March 2001 and have more than 20 years of telecommunications sales, marketing and operations experience. Prior to joining Dominion Telecom, I held various leadership positions within AT&T, including sales, product management, segment marketing and strategy, and customer care.

In addition, I was a sales leader at AT&T Paradyne and an Assistant Vice President of Communications at Oppenheimer and Company, Inc. I am responsible for sales and business development for Dominion Telecom. I hold a bachelor's degree in Finance and Economics from American University, and am a graduate of the Senior Executive Program from Columbia University. For more information, please see my resume at Attachment A.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A. The purpose of my testimony is to support the parties' application for Commission approval of the transfer of control of Dominion Telecom from Dominion Fiber Ventures, LLC ("Dominion Fiber Ventures") to Elantic Networks, Inc. ("Elantic Networks").

Q. ARE YOU FAMILIAR WITH THE APPLICATION SUBMITTED TO THIS COMMISSION IN THIS DOCKET?

A. Yes, I am.

Q. IS THE INFORMATION AND DOCUMENTATION CONTAINED IN THE APPLICATION TRUE AND CORRECT TO THE BEST OF YOUR KNOWLEDGE AND DO YOU RATIFY AND CONFIRM THE STATEMENTS AND REPRESENTATIONS MADE IN THAT APPLICATION?

A. Yes.

Q. DO YOU WISH TO INCORPORATE BY REFERENCE ANY EXHIBITS?

A. Yes. I wish to incorporate by reference the underlying Application in this proceeding and its associated exhibits.

Q. WHAT RELIEF HAVE THE PARTIES REQUESTED THAT THE SOUTH CAROLINA PUBLIC SERVICE COMMISSION CAN GRANT AS A RESULT OF THIS PROCEEDING?

A. The parties request that the Commission approve the transfer of control of Dominion Telecom from Dominion Fiber Ventures to Elantic Networks, which the parties hope will take place on or about May 1, 2004.

Q. PLEASE DESCRIBE THE TRANSACTION THROUGH WHICH THE TRANSFER WILL BE AFFECTED.

A. The parties have proposed to complete a series of transactions whereby Elantic Telecom, Inc. ("Elantic Telecom"), formerly known as Dominion Telecom, will become a subsidiary of Elantic Networks. In particular, the parties have proposed that a recently

established merger subsidiary, Elantic Networks Merger Sub, Inc. ("Merger Sub"), owned by Elantic Networks, will be merged with and into Dominion Telecom. Upon the merger, the separate existence of Merger Sub will cease and the name of the surviving corporation will be changed from Dominion Telecom to Elantic Telecom. In connection with the proposed merger, each share of stock of Dominion Telecom will be automatically converted into the right to receive certain consideration. Following the merger, Elantic Networks will own all of the stock of the surviving company.

Q. WILL THE COMMISSION NEED TO ALTER ANY AUTHORITIES CURRENTLY IN PLACE IN ORDER TO GRANT THE PARTIES' APPLICATION?

A. No. The only change will be the change of name from Dominion Telecom to Elantic Telecom. Elantic Telecom will continue to operate under the certificates granted by this Commission in Docket No. 2001-375-C.

Q. WILL THE TRANSFER ADVERSELY AFFECT SOUTH CAROLINA CUSTOMERS?

A. No. To the extent Dominion Telecom obtains South Carolina customers, the transfer should have no adverse effect on such customers and should be transparent to any such customers. The transfer should have no immediate impact on any customers in terms of services that they may receive from Dominion Telecom. Dominion Telecom expects to be able to provide high quality, affordable telecommunications services to the public in a similar manner as it has been able to since it obtained certification from the Commission.

Q. WILL DOMINION TELECOM CONTINUE TO POSSESS THE TECHNICAL, MANAGERIAL AND FINANCIAL RESOURCES NECESSARY TO PROVIDE LOCAL EXCHANGE AND INTEREXCHANGE TELECOMMUNICATIONS SERVICES IN SOUTH CAROLINA?

A. Yes. Cavalier will manage and operate Dominion Telecom's network and it possesses the qualifications necessary to oversee the operations of Dominion Telecom. Cavalier's management and engineering team has over a century of experience in the telecommunications industry. Cavalier currently offers "plain old telephone service," digital subscriber line, and related telephone and data services in six jurisdictions: Virginia, Pennsylvania, Maryland, New Jersey, Delaware and the District of Columbia. Cavalier brings a wide array of telephone and data service offerings to over 200,000 access lines and over 150,000 business and residential customers. Cavalier also owns, operates, and maintains over 2,200 miles of fiber-optic network throughout its footprint, and interconnects directly with several leading wireless carriers, several interexchange carriers, numerous competitive local exchange carriers, and the incumbent local exchange carrier. Cavalier is collocated in approximately 205 collocation sites throughout its footprint, as well as half dozen major carrier hotels. In addition, upon consummation of the merger, Cavalier will utilize Dominion Telecom's employees together with its own work force of over 850 employees to continue to bring quality service to Dominion Telecom's customers.

Cavalier's financial stability has rested largely on the experience of its principals, a close and long-standing relationship with the same investors funding Elantic Networks, and an aggressive approach to building and assembling its own fiber networks to avoid dependence on other entities for revenue. Currently, Cavalier has annualized revenues of

$192 million. Cavalier expects to continue to serve existing Dominion Telecom customers, to expand its service offerings to those customers, and to build on the customer base that Dominion Telecom has already started assembling.

Elantic Networks' investors are M/C Venture Partners IV, L.P., Banc of America Capital Investors SBIC, L.P., BB&T Capital Partners, LLC, M/C Venture Partners V, L.P., M/C Ventures Investors L.L.C. and Chestnut Street Partners, Inc. Elantic Networks has sufficient funding to complete the merger and for the initial working capital needs of Dominion Telecom.

Q. IN YOUR OPINION, IS THE GRANTING OF THIS APPLICATION IN THE PUBLIC INTEREST?

A. Yes. The transfer should enhance the services that Dominion Telecom may provide to South Carolina customers.

Q. DOES THAT CONCLUDE YOUR TESTIMONY?

A. Yes, it does. I would like to thank the Commission for the opportunity to testify in this proceeding, and stand ready to provide any additional information that the Commission deems necessary in order to grant the relief requested.

ATTACHMENT A

RESUME OF PATRICIA MCINTYRE

Patricia McIntyre

363 Perrow Lane **Manakin Sabot, VA 23103** **804.784.3258** **patriciamcintyre@comcast.net**

OBJECTIVE AND QUALIFICATIONS

Results oriented, dynamic executive with comprehensive experience and solid record of accomplishments in sales, marketing, operations specifically related to technical and operational work environment. Proven leader with expertise in leading union, non-union and management employees, for start-up, growing and mature organizations.

Proficiencies include:

- Large Team Management
- Sales and Marketing
- Oral and Written Communications
- Profit and Loss up to $300M
- Product Management
- Contract Negotiation

PROFESSIONAL EXPERIENCE

Dominion Telecom Richmond, VA 2001 - Present

Vice President, Sales, Business Development and Marketing

As an executive in a venture funded start-up company devised and rolled out many strategic and tactical sales and marketing initiatives to ensure execution, including product pricing and positioning, marketing strategy and brand awareness, staffing design, hiring and firing, defined functional roles and responsibilities and process design. In addition, identified, negotiated and closed contracts with clients.

- Developed a sales and marketing strategy for a team of 30 professionals to grow revenue base 300% and customer base 100% through target marketing and brand positioning to Service Providers and Government entities.
- Designed sales processes and internal supplier processes for increased customer satisfaction from first contact to order to bill.
- Created and implemented an alternate channel distribution model that incorporated Authorized Agents and Affiliates to augment the core distribution strategy, targeted to deliver 5% of revenue growth in 2003.
- Performed due-diligence review of acquisition candidates, sales and development opportunities. Identified key areas of opportunity and jeopardy to support CEO in negotiations. Acquisition targeted to return investment in 12 months.

AT&T Somerset, NJ 1996 - 2001

General Manager, Wholesale Market Sales

Managed a team 150 of sales professionals, both union and management, including direct

customer facing, call center and collections personnel selling voice and data services, IP and bandwidth to IXC carriers, Wireless providers, RBOCs and CLECs.

- Negotiated multi-year contracts worth $150M in annual revenue and grew revenue base an average of 18% annually.
- Implemented customer service transformation using both process and quality tools to ensure Operational Excellence, leading to a 33% headcount reduction, while improving customer satisfaction.
- Re-engineered order process through introduction of automation tools which exceeded order, implementation, and revenue assurance objectives by 10%.

AT&T Bridgewater, NJ 1992 - 1996
District Manager Product Management and Strategy
Developed targeted marketing plans, based on segmentation of the market, which led to revenue growth 15% above objective.

- Led the sales and marketing transformation by implementing sales partnerships (e.g. marketing, advertising, finance) to expand offerings to 3-tiered target market designed, trialed and launched 8 new products in 9 months.
- Developed an integrated marketing plan for Electronic Commerce services, resulting in $2M new revenue the first year. Exceeded all product performance objectives by 25% including P&L, sales, supplier metrics and customer satisfaction.
- Led Quality Functional Deployment Team to identify customer needs and DMOQ's for product direction, increasing customer base from 2K to 300K in 12 months.
- Led a cross-business unit team to define simplified product attributes and supplier unit cost improvement opportunities for outbound switched services which decreased calls into the billing center for new customers by 50%.

AT&T(formerly Paradyne) New York, NY 1989 – 1992
AT&T Albany & New York, NY 1979 – 1986
Client Business Manager
Built strong relationships with Fortune 500 and State Government Accounts, selling a broad mix of voice and data telecommunication products and services.

- Consistently exceeded sales quotas up to 180%.
- Managed and grew new account sales of $1.5M to exceed sales quota by 149% in data communications and network managed equipment.
- Awarded Eastern Region Leadership Award and selected as a member of Eastern Region Leadership Forum which focused on personal/career development.

Oppenheimer & Co. New York, NY 1986 – 1989
Assistant Vice President – Communications
Provided critical uninterrupted voice and data communications for a Fortune 500 company.

- Managed $15M communications budget for headquarters location and 7 branch offices supporting 3,000 users.
- Directed team of 25 analysts responsible for day-to-day operations; voice communications, market data, data communications network and personal computers.

- Issued, evaluated and implemented requests for proposals for PBX Systems and Corporate Voice and Data Networks which saved 20% in operational expenses.

EDUCATION

American University, **B.S., Finance and Economics**
Columbia University, Completed Senior Executive Program

VERIFICATION

STATE OF VIRGINIA)
)
COUNTY OF Henrico)

Patricia McIntyre, first duly sworn, on ~~his~~ her oath and in her capacity as Director--Sales and Business Development of Dominion Telecom, Inc., states that she is authorized to execute on behalf of the parties this Testimony, and has knowledge of the matters stated in this Testimony, and that said matters are true and correct to the best of her knowledge and belief.

Patricia McIntyre
Dominion Telecom, Inc.

Subscribed and sworn to before me this 6th day of April, 2004.

Cheryl C Jones
Notary Public

My Commission Expires: September 30, 2005