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May 23, 2002

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

Re: Davel Communications, Inc. and PhoneTel Technologies, Inc.  
Application for Approval of Merger and Transfer of Control

Dear Judge Roberts:

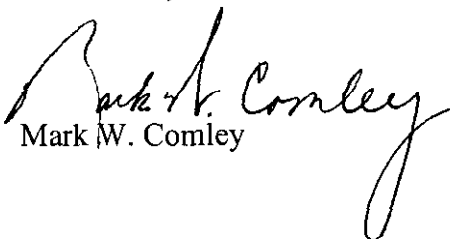
Enclosed for filing please find the original and eight copies of an Application, along with a Motion for Expedited Treatment.

Please contact me if there are any questions concerning this filing. Thank you very much for your attention.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:

  
Mark W. Comley

MWC:ab

Enclosure

cc: Office of Public Counsel  
General Counsel's Office  
Paul W. Tripp  
Lin Harvey

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI**

Application of Davel Communications, Inc. )  
and PhoneTel Technologies, Inc. and )  
their respective Subsidiaries for Approval )  
of Merger and Transfer of Control )

Case No. \_\_\_\_\_

**APPLICATION**

COME NOW Davel Communications, Inc. ("Davel") and PhoneTel Technologies, Inc. ("PhoneTel") (collectively the "Applicants") and pursuant to Section 392.300 RSMo 2000, respectfully request that the Missouri Public Service Commission grant approval of the merger and transfer of control later described herein. In support of their application, the Applicants state the following:

***I. The Applicants***

1. Davel is a Delaware corporation with its principal place of business at 10120 Windhorst Rd, Tampa, Florida 33619. Since Deval is a foreign corporation it is required, pursuant to 4 CSR 240-2.060 (1)(C) to attach a certificate from the Secretary of State that it is authorized to do business in Missouri. However, for good cause Deval seeks a waiver of that requirement under the provisions of 4 CSR 240-2.015. Specifically, Deval does not transact any business in the State of Missouri except through its operating subsidiary, Telaleasing Enterprises, Inc. ("TEI"). TEI is wholly owned by Davel, and is an Illinois corporation which holds authority in Missouri to provide pay telephone services through Case No. TA-89-82, dated December 13, 1988. TEI is qualified to conduct business in Missouri as a foreign corporation. A copy of TEI's Certificate of Good Standing, which was issued by the Secretary of State for the State of Missouri, is attached hereto as

**Exhibit A.** The merger described below notwithstanding, Davel does not intend to transact any business in the State of Missouri before or after the merger and is therefore not required to register with the Secretary of State pursuant to Section 351.572, RSMo 2000. Davel submits there is good cause to waive in this instance 4 CSR 240-2.060 (1)(C)'s requirement that the applicant submit a certificate of authority to do business in Missouri from the Secretary of State.

2. PhoneTel is an Ohio corporation with its principal place of business at 1001 Lakeside Avenue, 7<sup>th</sup> Floor, Cleveland Ohio 44114-2301. PhoneTel is qualified to conduct business in Missouri as a foreign corporation. A copy of PhoneTel's Certificate of Good Standing, which was issued by the Secretary of State for the State of Missouri, is attached hereto as **Exhibit B**. PhoneTel holds authority in Missouri to provide pay telephone services through Case No. TA-90-922, dated May 9, 1990. Cherokee Communications, Inc., a wholly owned subsidiary of PhoneTel, received authority to provide pay telephone services through Case No. TA-93-339, dated November 30, 1993.

3. The Applicants locate their payphones in places where there is significant demand for payphone services, such as convenience stores, service stations, grocery stores, hospitals and shopping centers. For the public good, the Applicants have electronically linked almost all their payphones to centralized proprietary management information systems, enabling them to address potential service problems and equipment malfunctions without significant downtime.

## ***II. Designated Contacts***

4. The designated contact for questions concerning this application is:

Mark W. Comley  
**NEWMAN, COMLEY & RUTH, PC**  
601 Monroe Street, Suite 301  
Jefferson City, Missouri 65102-0537  
Phone (573) 634-2266

Fax (573) 636-3306  
[comleym@ncrpc.com](mailto:comleym@ncrpc.com)

Copies of any correspondence should also be sent to the following designated Davel and PhoneTel representatives:

Paul W. Tripp, Associate General Counsel  
**Davel Communications, Inc.**  
10120 Windhorst Rd.  
Tampa, Florida 33619  
Phone (813) 628-8000  
Fax (813) 740-9406  
[ptripp@davelgroup.com](mailto:ptripp@davelgroup.com)

Lin Harvey, Director of Regulatory Affairs  
**PhoneTel Technologies, Inc.**  
1001 Lakeside Avenue, 7<sup>th</sup> Floor  
Cleveland, Ohio 44114-2301  
Phone (216) 875-4296  
Fax (216) 875-4338  
[lh Harvey@phtl.com](mailto:lh Harvey@phtl.com)

### ***III. Request for Approval of the Merger***

5. On February 19, 2002, Davel entered into a definitive merger agreement with PhoneTel, whereby PhoneTel would become a wholly owned subsidiary of Davel as further described below and in the Merger Agreement.<sup>1</sup> The transaction involves a change in control for PhoneTel and Davel upon consummation of the merger.

6. As a wholly owned subsidiary, PhoneTel, like TEI, will maintain its separate legal and corporate identities and will continue to operate under its existing names and certifications, where granted, for the foreseeable future. The Applicants believe that by combining their expertise and resources, operations will be streamlined, service quality enhanced, and more innovative services

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<sup>1</sup>A copy of the Merger Agreement is available upon request.

provided--all in the public interest and to the benefit of their customers.

7. Consummation of the merger is conditioned upon, among other things, (i) the approval by the respective shareholders of PhoneTel and Davel; (ii) the receipt of regulatory approvals and the effectiveness of a Form S-4 to be filed with the SEC; and (iii) certain other requirements and conditions which must be met in accordance with mergers of this type. The merger agreement may be terminated by the parties in certain circumstances, including if the merger has not been consummated by August 31, 2002.

8. As of the date of this application, Davel and PhoneTel have not established a date for their respective shareholder meetings to obtain shareholder approval of the merger. However, the companies currently anticipate that the transaction will be presented to their respective shareholders as soon as reasonably practicable.

9. Each of the Applicants will continue to hold authority to provide service under their existing certificates. This merger will result only in a change of ownership and will have no adverse effect on customers in the State of Missouri. Furthermore, because the payphones available for public use will remain the same, the transfer will be undertaken in a transparent and seamless fashion that will not affect the provision of services.

#### ***IV. Public Interest Considerations***

10. The Applicants submit that Commission approval of the merger is in the public interest.

11. Upon consummation of the merger, Applicants will continue operating under their current names and approved tariffs and no certificate holder names will change. Moreover, the Applicants will continue to provide high quality, affordable telecommunications services to the

public. As such, this merger will not in any way disrupt service nor cause inconvenience or confusion to the Applicants' customers. The Applicants' workforces and facilities will be combined as a result of the merger; however, the merger will be virtually seamless to customers in terms of the services they now receive since the payphones available for public use will remain the same. Approval of the merger will produce significant operational, financial and marketing advantages, which are necessary to effectively compete in the challenging payphone marketplace environment. The transaction will create operating efficiencies, enhanced development and market resources, shared management information and other support systems synergies, and greater financial resources for Davel and PhoneTel. Further, the principals and senior management personnel of the applicants have broad-based technical and managerial experience in telephone service operations. In addition, the Applicants' work forces are highly trained and motivated to provide the highest quality service to the public. In all, both the customers and the communities served will benefit from the proposed merger.


12. The Commission's ability to effectively regulate and audit the merged companies is unaffected by the merger. In short, the merger will not diminish, nor impact, the jurisdiction of the Commission and the capacity of the Commission to effectively regulate and/or audit the Applicants.

13. Neither of the Applicants has pending or final judgments or decisions against it or its affiliates from any state or federal agency or court that involve customer services or rates. No annual report or assessment fees are overdue to the Commission from the Applicants. No impact is anticipated on the tax revenues of any political subdivision in which the merging companies are located.

**WHEREFORE**, Davel Communications, Inc. and PhoneTel Technologies, Inc. respectfully

request that the Missouri Public Service Commission grant approval of the proposed merger.

Respectfully submitted,



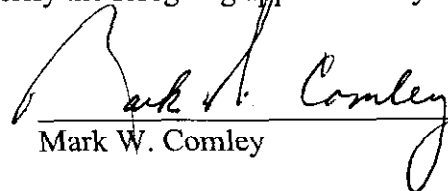
Mark W. Comley #28847  
NEWMAN, COMLEY & RUTH P.C.  
601 Monroe Street, Suite 301  
P.O. Box 537  
Jefferson City, MO 65102  
Telephone: (573) 634-2266  
Facsimile: (573) 636-3306

Attorneys for DAVEL COMMUNICATIONS, INC.  
AND PHONETEL TECHNOLOGIES, INC.

### VERIFICATION

STATE OF MISSOURI     )  
                                      ) ss.  
COUNTY OF COLE     )

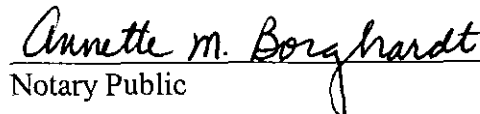
I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for DAVEL COMMUNICATIONS, INC. AND PHONETEL TECHNOLOGIES, INC., Applicants in the above captioned proceeding; that I have read the above and foregoing Application and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.



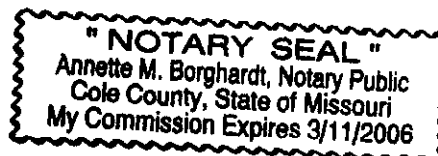
Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 23<sup>rd</sup> day of May, 2002.

My Commission expires:



Annette M. Borghardt  
Notary Public

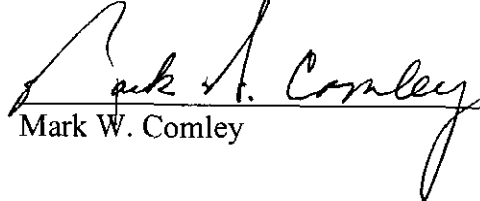


### Certificate of Service

I hereby certify that on this 23<sup>rd</sup> of May, 2002, a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to:

Office of Public Counsel  
P.O. Box 7800  
Jefferson City, MO 65102-7800

Office of the Commission General Counsel  
P.O. Box 360  
Jefferson City, MO 65102

  
\_\_\_\_\_  
Mark W. Comley



No. F00320823

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that


TELALEASING ENTERPRISES, INC.

using in Missouri the name

TELALEASING ENTERPRISES, INC.

an ILLINOIS corporation filed its Evidence of Incorporation with this State on the 27th day of OCTOBER, 1988, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 9th day of MAY, 2002.

  
Secretary of State



No. F00337810

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, MATT BLUNT, Secretary of State of the State of Missouri,  
do hereby certify that the records in my office  
and in my care and custody reveal that


PHONETEL TECHNOLOGIES, INC.

using in Missouri the name

PHONETEL TECHNOLOGIES, INC.

an OHIO corporation filed its Evidence of Incorporation  
with this State on the 26th day of FEBRUARY, 1990, and is in  
good standing, having fully complied with all requirements  
of this office.

IN TESTIMONY WHEREOF, I have set my  
hand and imprinted the GREAT SEAL of  
the State of Missouri, on this, the  
22nd day of MAY, 2002.

  
Secretary of State

