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CK# 24182
\$50.00
RECEIVED
ADMINISTRATIVE

SEP 17 1999

September 16, 1999

TN REGULATORY AUTHORITY

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219-0412
(615) 741-3939

JR

99-00694

RE: The Other Phone Company, Inc., d/b/a Access One Communications
Application for Certificate to Provide Facilities Based Competing Local
Telecommunications Services

CLC

Dear Sir or Madame:

Enclosed for filing are the original and thirteen (13) copies of the above-referenced application of The Other Phone Company, Inc., d/b/a Access One Communications, for authority to provide facilities based competing local telecommunications services in Tennessee.

Also enclosed is our check in the amount of \$50.00 for the application filing fee.

Please acknowledge receipt of this filing by returning, date-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

If any questions arise regarding this filing, please do not hesitate to call me at (407) 740-8575. Thank you for your assistance.

Sincerely,

Aaron Kurdle
Consultant to Access One

cc: Kevin Griffo
File Access One - TN- Local

TNL9901

FILE

BEFORE THE TENNESSEE REGULATORY AUTHORITY

RECEIVED

EXEC. SECRETARY OFF.

SEP 20 1999

In the matter of the Application of)
The Other Phone Company, Inc.,)
d/b/a Access One Communications)
for Amended Authority to Provide)
Facilities Based Competing Local)
Telecommunications Services)

TN REGULATORY AUTHORITY

99-00694

**APPLICATION FOR AMENDED AUTHORITY TO PROVIDE
FACILITIES BASED LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), The Other Phone Company, Inc., d/b/a Access One Communications ("Access One ") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Access One amended authority to provide facilities based local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Access One was previously granted authority to provide resold local exchange services on November 03, 1998, in Docket Number 98-00351. Access One is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of facilities based competing local telecommunications services.

In support of its Application, Access One submits the following:

1. The full name and address of the Applicant is:

The Other Phone Company, Inc.,
d/b/a Access One Communications
4205 Vineland Road, Suite L15
Orlando, Florida 32811
Telephone: (407) 648-5230
Facsimile: (407) 648-5340

Questions regarding this application should be directed to:

Aaron Kurdle
Technologies Management, Inc.
210 Park Avenue North
Winter Park, FL 32789
Telephone: (407) 740-8575
Facsimile: (407) 740-0613

Contact name and address at the Company is:

Kevin Griffo, Director, President, COO
The Other Phone Company, Inc.,
d/b/a Access One Communications
4205 Vineland Road, Suite L15
Orlando, Florida 32811
Telephone: (407) 648-5230
Facsimile: (407) 648-5340

2. Names and addresses of all officers in Tennessee.

The names and addresses of the Applicant's principal corporate officers and other senior managers responsible for Tennessee local operations are listed in Attachment A of this application. At least initially, none of Access One's corporate officers will be located in Tennessee.

3. Corporate Information.

The Other Phone Company, Inc., d/b/a Access One Communications was incorporated in the State of Florida on April 19, 1996. A copy of Access One 's Articles of Incorporation and amendments are provided in Attachment B, and a copy of Access One 's Authority to transact business in the State of Tennessee is provided in Attachment C.

4. Repair and Maintenance Information.

Access One understands the importance of effective customer service for local service consumers. Access One has made arrangements for its customers to call the company at its toll-free customer service number. The correct toll-free number will be printed on the customers' monthly billing statements. In addition, customers may contact the company in writing at the headquarters address.

5. Status of Access One in other states.

See Attachment D.

6. Financial, Managerial and Technical Qualifications.

Access One possesses the managerial, technical and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below.

6.A. Financial Qualifications

In support of its financial qualifications, The Other Phone Company, Inc., d/b/a Access One Communications highlights the following information:

The Other Phone Company, Inc. ("Access One") has sufficient financial capability to provide the requested telecommunication services in Tennessee, the financial capability to maintain these services, and the financial capability to meet its lease and ownership obligations. Attached are the following financial documents to support Access One's financial capability:

1. Audited financial statements of CLEC Holding Corp. and Subsidiaries - CLEC Holding Corp. and Subsidiaries is the holding company for Access One. Access One makes up approximately 99% of CLEC Holding Corp.
2. Unaudited Balance Sheet of Access One as of January 31, 1998.
3. Unaudited Income Statement of Access One for three months ended January 31, 1998.

Access One has incurred normal start-up costs of entering the local exchange telecommunications market. As with most ventures, Access One expects profitability to be achieved within 12-18 months on entering a new market. Access One has the financial strength to absorb start-up losses. Some of Access One's highlights are:

- * Current asset ratio of 1.39.%
- * Cash & cash equivalents of \$1,640,242. The short term investment of \$1,500,000 was sold in February 1998.
- * Property, plant & equipment balance of \$117,884 which consists of the Company's investment in infrastructure to commence operations.

- * Debt financing - 47%. Equity financing - 53%.
- * Long term debt and lines of credit balance of \$1,623,498 with the ability to access additional sources of debt financing.
- * Positive equity balance of \$2,153,375.
- * Cash infusion by shareholders of \$2,254,651.
- * Only 43% of the authorized shares have been issued. Thus, significant additional equity cash infusions will be made from the issuance of stock in the future.
- * Net Income (Loss) Before Income Tax of (\$224,556) for the three months ended January 31, 1998. This loss consists of entering new markets. Access One is in the process of analyzing and streamlining its sales approach to the market and its underlying costs of providing service. A direct result of the streamlining will be a more effective way to provide comprehensive customer service and a reduction of the costs to provide the service.

The Company has established a strong team to support its venture into the telecommunications market. The Company has and will outsource business functions to obtain expertise and provide a financial and technical competitive advantage in the industry.

Summary

As noted in the analysis documented above, the Company has prepared prudently for its venture into the resold local exchange services market. The Company is positioning itself to add large amounts of revenue growth while keeping expenses under control. The Company has sufficient financial capability to provide the requested telecommunication services, sufficient financial capability to meet all lease and ownership obligations, and sufficient financial capability to maintain a large Customer base.

6.B. Managerial Qualifications

As shown in Attachment F to this Application, Access One has the managerial experience to successfully operate a telecommunications enterprise in Tennessee. Access One's managers have been able to implement a number of innovative measures to meet consumer needs. The backgrounds of these key executives, combined with the telecommunications history of the Access One family, is clear evidence that Access One possesses the managerial qualifications required to provide local service.

6.C. Technical Qualifications

Access One's services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs in the same manner and form as required of incumbent local exchange telecommunications companies with which Access One seeks to compete. Access One will meet the minimum basis local standards, including quality of service and billing standards required of all LECs regulated by the TRA. Access One will comply with TRA rules, including Chapter 1220-4-8.

The Other Phone Company, Inc., d/b/a Access One Communications has provided quality telecommunications services to over 10,000 customers throughout Florida. The company has a proven track record for providing high quality services and responsive customer service. The Other Phone Company, Inc., d/b/a Access One Communications possesses all the necessary capabilities to operate as a provider of local services.

Access One has a great deal of knowledge on how the capabilities of an ILEC can be used by a CLEC and will be able to take full advantage of the resources, expertise and technical capabilities of its underlying carriers, the incumbent local exchange carriers. Consequently, the quality of service that Access One's local exchange customers receive will be at least equivalent to that provided by these LECs.

As the foregoing illustrates, Access One possesses considerable telecommunications expertise, acquired by providing service to consumers. Thus, Access One is certainly technically qualified to provide local exchange service in Tennessee.

7. Proposed Service Area.

The applicant proposes to offer its services throughout the State of Tennessee in areas currently served by BellSouth and Sprint/United which are designated open to competition. Marketing efforts will be concentrated on major metropolitan areas.

8. Types of Local Exchange Service to be provided.

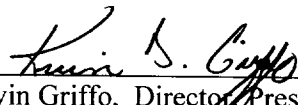
Access One expects to offer a broad variety of facilities based and resold local exchange services, primarily to business customers in Tennessee. Access One's initial line of local services will be comparable to that currently offered by the incumbent LECs. Initially, Access One plans to offer basic access line service, PBX and DID Services, Optional Calling Features, Directory Assistance, Directory Services, and Operator Services, as well as all services required under Chapter 1220-4-8-.04 (3)(b) and (c), as indicated in the tariff currently on file with the TRA.

10. Statement of Compliance.

Access One agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority. Wherefore, The Other Phone Company, Inc., d/b/a Access One Communications, asks the Tennessee Regulatory Authority to amend its current resale authority by granting authority to provide facilities based local telecommunications service. Coincident with the grant of this authority, the applicant will relinquish its resale authority.

Respectfully submitted this 17 day of September, 1999.

Respectfully submitted,
The Other Phone Company, Inc.,
d/b/a Access One Communications



Kevin Griffo, Director, President, COO
The Other Phone Company, Inc.,
d/b/a Access One Communications
4205 Vineland Road, Suite L15
Orlando, Florida 32811
Telephone: (407) 648-5230
Facsimile: (407) 648-5340

Dated: 10/8/99

Table of Attachments

Attachment A	Names and Addresses of Access One Officers
Attachment B	Certificate of Incorporation
Attachment C	Certificate of Authority to Transact Business in the State of Tennessee
Attachment D	Status of Access One in other States
Attachment E	Financial Statements
Attachment F	Biographies of Senior Executive Team
Attachment G-	Small and Minority Owned Telecommunications Business Participation Plan
Attachment H	Dialing Parity Plan
Attachment I	Pre-Filed Testimony

The Other Phone Company, Inc.,
d/b/a Access One Communications

Attachment A

Names and Addresses of
Access One Officers

The Other Phone Company, Inc.,
d/b/a Access One Communications

OFFICERS/DIRECTORS

The following individuals serve as officers and directors of Access One and may be reached through the company's corporate office at 4205 Vineland Road, Suite L-15, Orlando, FL 32811.

DIRECTORS

Kenneth G. Baritz	Chairman
Kevin D. Griffio	Director

OFFICERS

Kenneth G. Baritz	Chief Executive Officer
Kevin D. Griffio	Chief Operating Officer and President
Elizabeth Stallings	Vice President - Finance and Administration

**The Other Phone Company, Inc.,
d/b/a Access One Communications**

Attachment B

Certificate of Incorporation

ARTICLES OF INCORPORATION
OF
THE OTHER PHONE COMPANY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is THE OTHER PHONE COMPANY, INC. and its address is 6436 N.W. 53 ST. Lauderhill, Fl 33319, or such other place of business as shall be designated by the Board of Directors.

ARTICLE II
PURPOSE

The general nature of the business and the objects and purposes proposed to be transacted and carried on are any and all activities or businesses permitted under the laws of the State of Florida or under the laws of the United States, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business or necessary or desirable in order to accomplish the foregoing.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which the Corporation, is authorized to issue is 500. Such shares shall be of a single class and shall have a par value of One Dollar per share.

these articles of incorporation
have been prepared by
Anna Mae Walsh Burke, P.A.
2601 East Oakland Park Blvd # 500
Fort Lauderdale, Fl 33306

ARTICLE IV

DIRECTORS

The number of directors constituting the board of directors of the Corporation will be no more than two (2). The method of electing said directors is provided by the By-laws. The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as the initial Board of Directors is as follows:

John Murray, III
6436 N.W. 53 St
Lauderhill, Fl 33319

ARTICLE V

INDEMNIFICATION

The Corporation shall indemnify each director, officer, and shareholder of the Corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE VI

REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said act:

First, that THE OTHER PHONE COMPANY, INC. desiring to organize as a corporation under the laws of the State of Florida with its principle office, as indicated herewith in the articles of incorporation at 6436 N.W. 53 St, Lauderdale, Fl 33319. has named Anna Mae Walsh Burke, Esq., as its agent to accept service of process within this state.

The address of the Corporation's initial registered office is suite 500, ADAMS BUILDING. 2601 E. Oakland Park Blvd. Fort Lauderdale, Fl 33306.

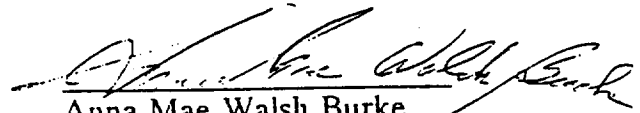
ARTICLE VII

The Corporation shall have perpetual existence.

ARTICLE VIII

The name and address of the Incorporator is as follows: Anna Mae Walsh Burke, Esq.
#500, 2601 E. Oakland Park Blvd, Fort Lauderdale, Fl 33306..

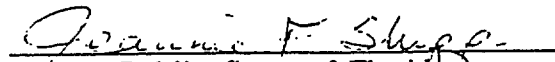
Executed by the undersigned on April 19, 1996.


Anna Mae Walsh Burke

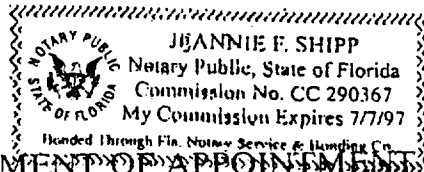
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, personally appeared Anna Mae Walsh Burke, to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 19th day of April, 1996. *Personally Known.*


Notary Public, State of Florida

My Commission Expires:



ACKNOWLEDGEMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent of THE OTHER PHONE COMPANY, INC.. at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


ANNA MAE WALSH BURKE

CORPORATE BYLAWS

ARTICLE I. MEETINGS OF SHAREHOLDERS

Section 1. Annual Meeting. The annual shareholder meeting of the above named corporation will be held on the the 1st day of ~~August~~, of each year or at such other time and place as designated by the Board of Directors of the above named corporation provided that if said day falls on a Sunday or legal holiday, then the meeting will be held on the first business day thereafter. Business transacted at said meeting will include the election of directors of the above named corporation.

Section 2. Special Meetings. Special meetings of the shareholders will be held when directed by the President, Board of Directors, or the holders of not less than 10 percent of all the shares entitled to be cast on any issue proposed to be considered at the proposed special meeting; provided that said persons sign, date and deliver to the above named corporation one or more written demands for the meeting describing the purposes(s) for which it is to be held. A meeting requested by shareholders of the above named corporation will be called for a date not less than 10 nor more than 60 days after the request is made, unless the shareholders requesting the meeting designate a later date. The call for the meeting will be issued by the Secretary, unless the President, Board of Directors or shareholders requesting the meeting designate another person to do so.

Section 3. Place. Meetings of shareholders will be held at the principal place of business of the above named corporation or at such other place as is designated by the Board of Directors.

Section 4. Record Date and List of Shareholders. The Board of Directors of the above named corporation shall fix the record date; however, in no event may a record date fixed by the Board of Directors be a date prior to the date on which the resolution fixing the record date is adopted.

After fixing a record date for a meeting, the Secretary shall prepare an alphabetical list of the names of all the above named corporation's shareholders who are entitled to notice of a shareholders' meeting, arranged by voting group with the address of and the number and class and series, if any, of shares held by each. Said list shall be available for inspection in accordance with Florida Law.

Section 5. Notice. Written notice stating the place, day and hour of the meeting, and the purpose(s) for which said special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting to each shareholder of record entitled to vote at such meeting. If mailed, such notice will be deemed to be effective when deposited in the United States mail and addressed to the shareholder at the shareholder's address as it appears on the stock transfer books of the above named corporation, with postage thereon prepaid.

The above named corporation shall notify each shareholder, entitled to a vote at the meeting, of the date, time and place of each annual and special shareholders' meeting no fewer than 10 or more than 60 days before the meeting date. Notice of a special meeting shall describe the purpose(s) for which the meeting is called. A shareholder may waive any notice required hereunder either before or after the date and time stated in the notice; however, the waiver must be in writing, signed by the shareholder entitled to the notice and be delivered to the above named corporation for inclusion in the minutes or filing in the corporate records.

Section 6. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, a new record date for the adjourned meeting is made or is required, then, a notice of the adjourned meeting will be given on the new record date as provided in this Article to each shareholder of record entitled to notice of such meeting.

Section 7. Shareholder Quorum and Voting. A majority of the shares entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of shareholders.

If a quorum, as herein defined, is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter thereof will be the act of the

shareholders unless otherwise provided by law.

Section 8. Voting of Shares. Each outstanding share will be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Section 9. Proxies. A shareholder may vote either in person or by proxy provided that any and all proxies are executed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy will be valid after the duration of 11 months from the date thereof unless otherwise provided in the proxy.

Section 10. Action by Shareholders Without a Meeting. Any action required or permitted by law, these bylaws, or the Articles of Incorporation of the above named corporation to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, provided that the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted, as provided by law. The foregoing action(s) shall be evidenced by written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes of each voting group entitled to vote thereon and delivered to the above named corporation in accordance with Florida Law. Within 10 days after obtaining such authorization by written consent, notice shall be given to those shareholders who have not consented in writing or who are not entitled to vote. Said notice shall fairly summarize the material features of the authorized action and if the action requires the providing of dissenters' rights, said notice will comply with the disclosure requirements pertaining to dissenters' rights of Florida Law.

ARTICLE II. DIRECTORS

Section 1. Function. All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the Board of Directors.

Section 2. Qualification. Directors must be natural persons of 18 years of age or older but need not be residents of this state and need not be shareholders of the above named corporation.

Section 3. Compensation. The Board of Directors will have authority to fix the compensation for directors of the above named corporation.

Section 4. Presumption of Assent. A director of the above named corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless such director votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 5. Number. The above named corporation will have ____ director(s).

Section 6. Election and Term. Each person named in the Articles of Incorporation as a member of the initial Board of Directors will hold office until said directors will have been qualified and elected at the first annual meeting of shareholders, or until said directors earlier resignation, removal from office or death.

At the first annual meeting of shareholders and at each annual meeting thereafter, the shareholders will elect directors to hold office until the next annual meeting. Each director will hold office for a term for which said director is elected until said director's successor will have been qualified and elected, said director's prior resignation, said director's removal from office or said director's death.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors will be filled by the affirmative vote of a majority of the shareholders or of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill a vacancy will hold office only until the next election of directors by the shareholders.

Section 8. Removal and Resignation of Directors. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

A director may resign at any time by delivering written notice to the Board of Directors or its chairman or to the above named corporation by and through one of its officers. Such a resignation is effective when the notice is delivered unless a later effective

date is specified in said notice.

Section 9. Quorum and Voting. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 10. Executive and Other Committees. A resolution, adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the Board of Directors to the extent provided in such resolution, except as is provided by law. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The board may, by resolution adopted by a majority of the full Board of Directors, designate one or more directors as alternate members of any such committee who may act in the place and instead of any absent member or members at any meeting of such committee.

Section 11. Place of Meeting. Special or regular meetings of the Board of Directors will be held within or without the State of Florida.

Section 12. Notice, Time and Call of Meetings. Regular meetings of the Board of Directors will be held without notice on such dates as are designated by the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors will be given to each director by either personal delivery, telegram or cablegram at least two (2) days before the meeting or by notice mailed to the director at least five (5) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting will constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of, regular or special meetings of the Board of Directors need be specified in the

notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the Chairman of the Board, the President of the above named corporation or any two directors.

Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent will have the same effect as a unanimous vote.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the above named corporation will consist of a president, a vice president, a secretary and a treasurer, each of whom will be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person.

Section 2. Duties. The officers of the above named corporation will have the following duties:

The President will be the chief executive officer of the above named corporation, who generally and actively manages the business and affairs of the above named corporation subject to the directions of the Board of Directors. Said officer will preside at all meetings of the shareholders and Board of Directors.

The Vice President will, in the event of the absence or inability of the President to exercise his office, become acting president of

the organization with all the rights, privileges and powers as if said person had been duly elected president.

The Secretary will have custody of, and maintain all of the corporate records except the financial records. Furthermore, said person will record the minutes of all meetings of the shareholders and Board of Directors, send all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or the President. Furthermore, said officer shall be responsible for authenticating records of the above named corporation.

The Treasurer shall retain custody of all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of shareholders and whenever else required by the Board of Directors or the President, and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal and Resignation of Officers. An officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the Board's judgment the best interests of the above named corporation will be served thereby.

Any officer may resign at any time by delivering notice to the above named corporation. Said resignation is effective upon delivery unless the notice specifies a later effective date.

Any vacancy in any office may be filled by the Board of Directors.

ARTICLE IV. STOCK CERTIFICATES

Section 1. Issuance. Every holder of share(s) in the above named corporation will be entitled to have a certificate representing all share(s) to which he is holder. No certificate representing share(s) will be issued until such share(s) is/are fully paid.

Section 2. Form. Certificates representing share(s) in the above named corporation will be signed by the President or Vice President and the Secretary or an Assistant Secretary and will be sealed with the seal of the above named corporation.

Section 3. Transfer of Stock. The above named corporation will register a stock certificate presented for transfer if the certificate is properly endorsed by the holder of record or by his duly authorized agent.

Section 4. Lost, Stolen, or Destroyed Certificates. If a

shareholder claims that a stock certificate representing shares issued and recorded by the above named corporation has been lost or destroyed, a new certificate will be issued to said shareholder, provided that said shareholder presents an affidavit claiming the certificate of stock to be lost, stolen or destroyed. At the discretion of the Board of Directors, said shareholder may be required to deposit a bond or other indemnity in such amount and with such sureties, if any, as the board may require.

ARTICLE V. BOOKS AND RECORDS

Section 1. Books and Records. The above named corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the above named corporation. Furthermore, the above named corporation shall maintain accurate accounting records. Furthermore, the above named corporation shall maintain the following:

- (i) a record of its shareholders in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and series of shares held by each;
- (ii) The above named corporation's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
- (iii) The above named corporation's Bylaws or Restated Bylaws and all amendments thereto currently in effect;
- (iv) Resolutions adopted by the Board of Directors creating one or more classes or series of shares and fixing their relative rights, preferences and limitations if shares issued pursuant to those resolutions are outstanding;
- (v) The minutes of all shareholders' meetings and records of all actions taken by shareholders without a meeting for the past 3 years;
- (vi) Written communications to all shareholders generally or all shareholders of a class or series within the past 3 years including the financial statements furnished for the past 3 years to shareholders as may be required under Florida Law;
- (vii) A list of the names and business street addresses of the above named corporation's current directors and officers; and

(viii) A copy of the above named corporation's most recent annual report delivered to the Department of State.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

Section 2. Shareholder's Inspection Rights. A shareholder of the above named corporation (including a beneficial owner whose shares are held in a voting trust or a nominee on behalf of a beneficial owner) may inspect and copy, during regular business hours at the above named corporation's principal office, any of the corporate records required to be kept pursuant to Section 1, of this Article of these Bylaws, if said shareholder gives the above named corporation written notice of such demand at least 5 business days before the date on which the shareholder wishes to inspect and copy. The foregoing right of inspection is subject however to such other restrictions as are applicable under Florida Law, including, but not limited to, the inspection of certain records being permitted only if the demand for inspection is made in good faith and for a proper purpose (as well as the shareholder describing with reasonable particularity the purpose and records desired to be inspected and such records are directly connected with the purpose).

Section 3. Financial Information. Unless modified by resolution of the shareholders within 120 days of the close of each fiscal year, the above named corporation shall furnish the shareholders annual financial statements which may be consolidated or combined statements of the above named corporation and one or more of its subsidiaries as appropriate, that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flow for that year. If financial statements are prepared on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. If the annual financial statements are reported on by a public accountant, said accountant's report shall accompany said statements. If said annual financial statements are not reported on by a public accountant, then the statements shall be accompanied by a statement of the president or the person responsible for the above named corporation's accounting records (a) stating his reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and if not, describing the basis of preparation; and (b) describing any

respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. The annual financial statements shall be mailed to each shareholder of the above named corporation within 120 days after the close of each fiscal year or within such additional time as is reasonably necessary to enable the above named corporation to prepare same, if, for reasons beyond the above named corporation's control, said annual financial statement cannot be prepared within the prescribed period.

Section 4. Other Reports to Shareholders. The above named corporation shall report any indemnification or advanced expenses to any director, officer, employee, or agent (for indemnification relating to litigation or threatened litigation) in writing to the shareholders with or before the notice of the next shareholders' meeting, or prior to such meeting if the indemnification or advance occurs after the giving of such notice but prior to the time such meeting is held, which report shall include a statement specifying the persons paid, the amounts paid, and the nature and status, at the time of such payment, of the litigation or threatened litigation.

Additionally, if the corporation issues or authorizes the issuance of shares for promises to render services in the future, the above named corporation shall report in writing to the shareholders the number of shares authorized or issued and the consideration received by the above named corporation, with or before the notice of the next shareholders' meeting.

ARTICLE VI. DIVIDENDS

The Board of Directors of the above named corporation may, from time to time declare dividends on its shares in cash, property or its own shares, except when the above named corporation is insolvent or when the payment thereof would render the above named corporation insolvent, subject to Florida Law.

ARTICLE VII. CORPORATE SEAL

The Board of Directors will provide a corporate seal which will be in circular form embossing in nature and stating "Corporate Seal", "Florida", year of above named incorporation and name of said above named corporation.

ARTICLE VIII. AMENDMENT

These Bylaws may be altered, amended or repealed, and altered,

amended or new Bylaws may be adopted by a majority vote of the full Board of Directors.

ARTICLE IX. CORPORATE INDEMNIFICATION PLAN

The above named corporation shall indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the above named corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the above named corporation or is or was serving at the request of the above named corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida Law.

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the above named corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the above named corporation or is or was serving at the request of the above named corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida Law.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The above named corporation will have the power to make further indemnification as provided under Florida Law except to indemnify any person against gross negligence or willful misconduct.

The above named corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida Law.

The Other Phone Company, Inc.,
d/b/a Access One Communications

Attachment C

Certificate of Authority to Transact Business in the State of Tennessee

FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

The Other Phone Company, Inc.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is The Other Phone Company, Inc.

If different, the name under which the certificate of authority is to be obtained is _____

(NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).)

2. The state or country under whose law it is incorporated is Florida

3. The date of its incorporation is April 22, 1996 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is 3427 NW 55th Street
Ft. Lauderdale Florida 33309
Street City State/Country Zip Code

5. The complete street address (including the country and zip code) of its registered office in this state is
500 Tallan Building, Two Union Square Chattanooga, TN Hamilton 37402-2571
Street City/State County Zip Code

The name of its registered agent at that office is
Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Kenneth Baritz, CEO - 3427 NW 55th St., Ft. Lauderdale, FL 33309

Kevin Gritto, Pres - same address

Liz Stallings, VP - same address

7. The names and complete business addresses (including Zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Kenneth Baritz, Chm. - 3427 NW 55th St., Ft. Lauderdale, FL 33309

Kevin Gritto, Pres. - same address

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, 19____ (date), _____ (time).

(NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.)

(NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The Certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.)

3/27/98
Signature Date

Chm. and CEO
Signer's Capacity

The Other Phone Company, Inc.
Name of Corporation

x Kenneth Baritz
Signature

Kenneth Baritz
Name (typed or printed)

Secretary of State**Corporations Section**

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 04/06/98
REQUEST NUMBER: 3488-0746
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 04/02/98 1100
EFFECTIVE DATE/TIME: 04/02/98 1100
CONTROL NUMBER: 0348830

TO:
CSC
ATTN: JJW
PO BOX 5828
TALLAHASSEE, FL 32314-5828

RE:
THE OTHER PHONE COMPANY, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 04/06/98

FROM:
CSC/USC (1201 HAYS ST)
1201 HAYS STREET

TALLAHASSEE, FL 32301-0000

RECEIVED: FEES \$300.00 \$300.00
TOTAL PAYMENT RECEIVED, 9600.00

RECEIPT NUMBER: 00002284703
ACCOUNT NUMBER: 00254020

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



Secretary of State**Corporations Section**

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 06/25/98
REQUEST NUMBER: 3525-1131
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 06/25/98 1010
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0348830

TO:
THE OTHER PHONE COMPANY, INC.
3427 NW 55TH STREET
FT LAUDERDALE, FL 33309

RE:
ACCESS ONE COMMUNICATIONS
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE ON DATE: 06/25/98
NAME

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

NASHVILLE, TN 37212-0000

	RECEIVED:	FEES	
		\$20.00	\$0.00
	TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00002330506
ACCOUNT NUMBER: 00000499

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



The Other Phone Company, Inc.,
d/b/a Access One Communications

Attachment D

Status of Access One in other States

The Other Phone Company, Inc., d/b/a Access One Communications is authorized to provide local service on a facilities based and/or resale basis in the States of Florida, Georgia, Mississippi, Louisiana, South Carolina, North Carolina, Tennessee, and Kentucky. No application has been denied.

**The Other Phone Company, Inc.,
d/b/a Access One Communications**

Attachment E

Financial Statements

Statement of Financial Capability

The purpose of this document is to highlight the financial strengths of the Company and serve as the Company's Statement of Financial Capability.

The Other Phone Company, Inc, d/b/a Access One Communications ("Access One") has sufficient financial capability to provide the requested telecommunication services in Tennessee, the financial capability to maintain these services, and the financial capability to meet its lease and ownership obligations. Attached are the following financial documents to support Access One's financial capability:

1. Audited financial statements of CLEC Holding Corp. and Subsidiaries - CLEC Holding Corp. and Subsidiaries is the holding company for Access One. Access One makes up approximately 99% of CLEC Holding Corp.
2. Unaudited Balance Sheet of Access One as of January 31, 1998.
3. Unaudited Income Statement of Access One for three months ended January 31, 1998.

Access One has incurred normal start-up costs of entering the local exchange telecommunications market. As with most ventures, Access One expects profitability to be achieved within 12-18 months on entering a new market. Access One has the financial strength to absorb start-up losses. Some of Access One's highlights are:

- * Current asset ratio of 1.39.%
- * Cash & cash equivalents of \$1,640,242. The short term investment of \$1,500,000 was sold in February 1998.
- * Property, plant & equipment balance of \$117,884 which consists of the Company's investment in infrastructure to commence operations.
- * Debt financing - 47%. Equity financing - 53%.
- * Long term debt and lines of credit balance of \$1,623,498 with the ability to access additional sources of debt financing.
- * Positive equity balance of \$2,153,375.
- * Cash infusion by shareholders of \$2,254,651.
- * Only 43% of the authorized shares have been issued. Thus, significant additional equity cash infusions will be made from the issuance of stock in the future.
- * Net Income (Loss) Before Income Tax of (\$224,556) for the three months ended January 31, 1998. This loss consists of entering new markets. Access One is in the process of analyzing and streamlining its sales approach to the market and its underlying costs of providing service. A direct result of the streamlining will be a more effective way to provide comprehensive customer service and a reduction of the costs to provide the service.

The Company has established a strong team to support its venture into the telecommunications market. The Company has and will outsource business functions to obtain expertise and provide a financial and technical competitive advantage in the industry.

Summary

As noted in the analysis documented above, Access One has prepared prudently for its venture into the resold local exchange services market. The Company is positioning itself to add large amounts of revenue growth while keeping expenses under control. The Company has sufficient financial capability to provide the requested telecommunication services, sufficient financial capability to meet all lease and ownership obligations, and sufficient financial capability to maintain a large Customer base.

THE OTHER PHONE COMPANY, INC.
BALANCE SHEET
January 31, 1998

ASSETS

CURRENT ASSETS

Checking Account	\$	35,540.67
BLOCKED ACCOUNT (RFC)		14,325.41
PETTY CASH		252.00
Prepaid Insurance		7,647.07
Prepaid Billing Fees		(303.99)
Prepaid Commissions		6,391.71
Prepaid Finance Cost		30,273.00
Deferred Marketing Expenses		229,972.07
Undeposited Cash		(1,419.17)
Cash Transfers		100.00
Accounts Receivable		938,497.60
A/R - Equipment Lease - CHS		17,080.15
Allowance for Bad Debt		(27,040.50)
Allowance for Discounts		<u>(55,541.43)</u>

TOTAL CURRENT ASSETS **\$ 1,195,774.59**

PROPERTY AND EQUIPMENT

Furniture & Fixtures	\$	61,518.00
Computer Equip.		97,213.33
Office Equipment		15,642.44
Payphones		32,296.53
Accumulated Depreciation		<u>(49,862.00)</u>

TOTAL PROPERTY AND EQUIPMENT **\$ 156,808.30**

OTHER ASSETS

Billing Software	\$	20,175.00
Accum Amort.		(2,208.06)
Refundable Security Deposits		<u>3,673.94</u>

TOTAL OTHER ASSETS **\$ 21,640.88**

TOTAL ASSETS **\$ 1,374,223.77**
=====

THE OTHER PHONE COMPANY, INC.

BALANCE SHEET

January 31, 1998

LIABILITIES AND EQUITY

CURRENT LIABILITIES

Accounts Payable	\$	615,256.04
Accrued Expenses		6,250.00
Interest Payable		1,458.00
Interco Payable - CLEC		139,191.34
Payroll Payable		9,872.88
Employee Health Ins Payable		472.50
Customer Security Deposits		493.64
Taxes payable on sales		80,243.59
PAYROLL TAXES PAYABLE		<u>3,221.54</u>

TOTAL CURRENT LIABILITIES \$ 856,459.53

NON-CURRENT LIABILITIES

N/P NATIONS BANK - L.O.C.	\$	0.01
N/P Receivables Funding		<u>684,235.15</u>

TOTAL NON-CURRENT LIABILITIES \$ 684,235.16

EQUITY

Common Stock	\$	500.00
Paid-In-Capital		22,164.92
Retained Earnings		143,813.38
NET INCOME (LOSS)		<u>(332,949.22)</u>

TOTAL EQUITY \$ (166,470.92)

TOTAL LIABILITIES AND EQUITY \$ 1,374,223.77
=====

CLEC HOLDING CORP. AND SUBSIDIARIES

**CONSOLIDATED FINANCIAL STATEMENTS
AND INDEPENDENT AUDITOR'S REPORT**

YEAR ENDED OCTOBER 31, 1997

CLEC HOLDING CORP. AND SUBSIDIARIESYear Ended October 31, 1997

C O N T E N T S

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Consolidated Balance Sheet	Exhibit A	2
Consolidated Statement of Operations	Exhibit B	3
Consolidated Statement of Stockholders' Equity	Exhibit C	4
Consolidated Statement of Cash Flows	Exhibit D	5
Notes to Consolidated Financial Statements		6-15



Certified Public Accountants, Chartered in Illinois, 1961

INDEPENDENT AUDITOR'S REPORT

Board of Directors and Stockholders
CLEC Holding Corp. and Subsidiaries
Roseland, New Jersey

We have audited the accompanying consolidated balance sheet of **CLEC HOLDING CORP. AND SUBSIDIARIES** as of October 31, 1997, and the related consolidated statements of operations and stockholders' equity and cash flows for the year then ended. These consolidated financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of **CLEC HOLDING CORP. AND SUBSIDIARIES** as of October 31, 1997, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

Blackman Kallick Bartelstein, LLP

Chicago, Illinois
February 18, 1998

A member of the **BK** network

Blackman Kallick Bartelstein, LLP

100 North Dearborn Street, Chicago, Illinois 60610-4001 Phone: (312) 407-1000 Fax: (312) 407-1001 www.bkbart.com

CONSOLIDATED BALANCE SHEET FOLLOWS

CLEC HOLDING CORP. AND SUBSIDIARIES

Consolidated Balance Sheet

October 31, 1997

ASSETS

Current Assets

Cash	\$ 140,242
Investment securities (Note 3)	1,500,000
Receivables	
Customers (Net of allowance for doubtful accounts of \$29,361)	387,152
Other	16,041
Prepaid expenses and other	39,470
Deferred line installation costs, net (Note 5)	<u>94,334</u>
Total Current Assets	2,177,239

Equipment (Net of accumulated depreciation
and amortization) (Note 4)

117,884

Other Assets - Goodwill (Net of accumulated amortization
of \$18,135)

1,953,623\$ 4,248,746

The accompanying notes are an integral part of the consolidated financial statements.

LIABILITIES AND STOCKHOLDERS' EQUITY**Current Liabilities**

Short-term borrowings

Bank (Note 6)

\$ 250,000

Related parties (Note 7)

749,521

Long-term debt due within one year (Note 8)

213,748

Accounts payable

304,109

Accrued expenses

54,318

Total Current Liabilities

1,571,696

Long-Term Debt (Net of portion included in current liabilities)
(Note 8)410,229

Total Liabilities

1,981,925

Minority Interest

113,446**Stockholders' Equity (Deficit)**Common stock - \$.001 par value; authorized - 25,000,000 shares;
issued and outstanding - 10,715,000 shares (Notes 3 and 13)

10,715

Additional paid-in capital

2,243,936

Accumulated deficit

(101,276)

Total Stockholders' Equity

2,153,375\$ 4,248,746

CLEC HOLDING CORP. AND SUBSIDIARIES

Consolidated Statement of Operations

Year Ended October 31, 1997

Revenue	\$ 479,516
Cost of Service	<u>347,683</u>
Gross Profit	<u>131,833</u>
Operating Expenses	
Selling	33,163
Administrative	<u>184,716</u>
Total Operating Expenses	<u>217,879</u>
Loss from Operations	<u>(86,046)</u>
Other Expense (Income)	
Interest expense	16,471
Other income	<u>(99)</u>
Total Other Expense, Net	<u>16,372</u>
Loss before Minority Interest in Loss of Consolidated Subsidiary	(102,418)
Minority Interest in Loss of Consolidated Subsidiary	<u>1,142</u>
Net Loss	<u>\$ (101,276)</u>
Average Shares Outstanding	<u>3,229,460</u>
Loss Per Share	<u>\$(.031)</u>

The accompanying notes are an integral part of the consolidated financial statements.

CLEC HOLDING CORP. AND SUBSIDIARIES

Consolidated Statement of Stockholders' Equity

Year Ended October 31, 1997

	Date of Transaction	Common Stock \$.001 Par Value (25,000,000 Shares Authorized)	
		Shares	Amount
Balance, November 1, 1996		10,000,000	\$ -
Reverse Stock Split (Note 13)	8/97	(7,500,000)	-
Reclassification of Par Value (Note 1)	8/97	-	2,500
Cash Contribution	8/97	-	-
Stock Issued to Reimburse Stockholder for Expenses (\$.047 per share)	8/97	750,000	750
Stock Sold for Cash - Rule 504 Offering (\$1.00 per share)	Various	165,000	165
Stock Sold for Cash (Note 1)	9/97	4,000,000	4,000
Stock Sold for Cash (\$.50 per share)	10/97	300,000	300
Stock Issued in Exchange for 425,000 Shares of Sirco Common Stock (Note 3)	10/97	3,000,000	3,000
Stock Issuance Costs	Various	-	-
Net Loss for Year		-	-
Balance, October 31, 1997		<u>10,715,000</u>	<u>\$ 10,715</u>

The accompanying notes are an integral part of the consolidated financial statements

<u>Additional Paid-in Capital</u>	<u>Accumu- lated Deficit</u>	<u>Total</u>
\$ -	\$ -	\$ -
-	-	-
(2,500)	-	-
100	-	100
34,250	-	35,000
164,835	-	165,000
429,251	-	433,251
149,700	-	150,000
1,497,000	-	1,500,000
(28,700)	-	(28,700)
-	(101,276)	(101,276)
<u>\$ 2,243,936</u>	<u>\$ (101,276)</u>	<u>\$ 2,153,375</u>

CLEC HOLDING CORP. AND SUBSIDIARIES**Consolidated Statement of Cash Flows****Year Ended October 31, 1997****Cash Flows from Operating Activities**

Net loss	\$ (101,276)
Adjustments to reconcile net loss to net cash used in operating activities	
Depreciation and amortization	22,595
Amortization of deferred line installation costs	30,281
Provision for losses on receivables - Customers	16,590
Minority interest in loss of consolidated subsidiary	(1,142)
Expenses reimbursed through issuance of common stock	35,000
Increase in	
Accounts receivable	(194,840)
Prepaid expenses and other	(54,504)
Increase in	
Accounts payable	159,901
Accrued expenses	21,627
Total Adjustments	35,508
Net Cash Used in Operating Activities	(65,768)

Cash Flows from Investing Activities

Purchase of equipment	(17,969)
Acquisition of OPC	1,000,000
Net Cash Used in Investing Activities	(1,017,969)

Cash Flows from Financing Activities

Principal payments under long-term debt	(59,631)
Proceeds from issuance of long-term debt	502,442
Net payments of capital lease obligations	(191)
Proceeds from issuance of common stock and contribution to capital	719,651
Net Cash Provided by Financing Activities	1,162,271

Net Increase in Cash

78,534

Cash, Beginning of Year

61,708

Cash, End of Year

\$ 140,242

The accompanying notes are an integral part of the consolidated financial statements.

CLEC HOLDING CORP. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

Year Ended October 31, 1997

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Acquisitions

CLEC Holding Corp. (CLEC), formerly PRS SUB II, was incorporated under the laws of the State of New Jersey on October 22, 1991. On that date, 1,000 shares of common stock were issued to PRS for no cash consideration. PRS subsequently went bankrupt, and on May 1, 1996, CLEC was authorized to issue shares of stock in accordance with the Bankruptcy Court Order. One million shares were issued to the creditors of CLEC: 500,000 shares were issued to the stockholders of PRS, and 8,500,000 shares were issued to a new stockholder or his assigns. In August 1997, CLEC increased the number of authorized shares of its common stock from 1,000 to 100,000,000 and a value of \$.001 was determined to be par value. An amount equal to \$2,500 par value of issued shares has been reclassified from additional paid-in capital to common stock related to the setting of a par value. On August 22, 1997, a 1 for 4 reverse stock split of the company's common stock was effectuated. In August 1997, \$100 was contributed to CLEC. Also in August 1997, the Board of Directors approved the issuance of 750,000 shares of common stock to reimburse a stockholder for \$35,000 of expenses incurred on behalf of the company. This issuance was authorized at a time before the Board of Directors knew if the Rule 504 Offering and future acquisition would be successful. On August 25, 1997, a Rule 504 Offering was made. One hundred sixty-five thousand shares of common stock were issued for \$165,000 related to this offering. On September 30, 1997, 4,000,000 shares of stock were issued to acquire OPC Acquisition Corp. (Acquisition). In October 1997, the company issued 300,000 shares of common stock to unrelated parties for \$165,000. On October 22, 1997, CLEC issued 3,000,000 shares of common stock for 425,000 shares of Sirco International Corp. (Sirco) common stock. See Note 3.

On September 9, 1997, Acquisition acquired 95% of the common stock of OPC for \$2,177,178. This transaction was accounted for as a purchase. In conjunction with the purchase, \$1,000,000 of the investment was paid in cash. The following portions of the investment were acquired through debt: promissory note to seller of \$247,079, note to seller of \$680,099, and the assumption of the NationsBank debt of \$250,000. See Notes 6, 7 and 8. Acquired assets and liabilities were recorded at their estimated fair value at the date of acquisition. The excess of the cost of the acquisition over the net assets acquired has been ascribed to goodwill. The consolidated financial statements include the results of operations of OPC since September 9, 1997. OPC did not commence operations until after January 1, 1997.

On September 30, 1997, CLEC exchanged 4,000,000 shares of CLEC common stock for all outstanding shares of Acquisition. Because the entities were under common control, the transfer was accounted for at historical cost in a manner similar to that in pooling-of-interests accounting. The consolidated financial statements include the results of operations of Acquisition from its inception. Acquisition was incorporated under the laws of the State of Florida on August 29, 1997.

CLEC HOLDING CORP. AND SUBSIDIARIES**Notes to Consolidated Financial Statements****Year Ended October 31, 1997****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Organization and Acquisitions (Continued)**

OPC is the only operating company included in the preceding transactions. Its operations were included in these consolidated financial statements from September 9, 1997 through October 31, 1997. In addition, although it is an operating company, OPC is still in its early stages of growth. As OPC continues to grow, certain expenses are incurred to get the internal structure of the company in place. Management expected the loss shown in these consolidated financial statements. However, management also expects the company to continue to grow and obtain new lines. Once the internal structure of the company is in place and the number of lines has increased to a greater level, management expects many more business opportunities to become available to the company which should result in profitable operations for the company in the future.

Principles of Consolidation

The consolidated financial statements include the accounts of CLEC Holding Corp. and its subsidiaries (the company) after eliminating material intercompany balances and transactions.

Investment Securities

Marketable equity securities have been categorized as available for sale and as a result are stated at fair value. Marketable equity securities available for current operations are classified in the balance sheet as current assets while securities held for noncurrent uses are classified as long-term assets. Unrealized holding gains and losses are included as a component of stockholders' equity until realized.

Equipment

The company's policy is to depreciate or amortize the cost of equipment over the estimated useful lives of the assets as indicated in the following tabulation by use of the straight-line and accelerated methods.

	<u>Years</u>	<u>Method</u>
Furniture and Fixtures	7	Declining balance
Office Equipment	5-7	Declining balance
Computer Equipment	5	Declining balance
Billing Software	3	Straight-line

CLEC HOLDING CORP. AND SUBSIDIARIES**Notes to Consolidated Financial Statements****Year Ended October 31, 1997****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****Loss per Share**

Loss per share is based upon the weighted average number of shares outstanding during the period. Common stock equivalents relating to stock options are excluded from the computation, as their effect is anti-dilutive.

Goodwill

The excess of the cost of subsidiaries over the equity in underlying net assets at the dates of acquisition (goodwill) is being amortized over 15 years.

Deferred Charges

Deferred line installation costs include commissions and line charges incurred in the establishment of local access lines for customers and are being amortized on the straight-line method over the one-year life of the verbal contract with the new customer. Customers are given a coupon for one month of free local service after their sixth month of service. Deferred line installation costs also include the amounts related to the coupon allowance. These amounts are being amortized over one year.

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the basis of allowance for doubtful accounts, allowance for coupons and deferred line installation costs for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes also are recognized for operating losses that are available to offset future taxable income.

Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

CLEC HOLDING CORP. AND SUBSIDIARIES**Notes to Consolidated Financial Statements****Year Ended October 31, 1997**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**Revenue Recognition**

The company recognizes service revenues in the period in which telephone services are provided. Where the company operates as a commission agent only, revenues are recorded at the net commission remitted or to be remitted by the provider.

Fair Value of Financial Instruments

Non-derivative financial instruments included in the consolidated balance sheet are cash, investment securities and notes payable. These instruments were carried at amounts approximating fair value as of October 31, 1997.

Effects of Recent Accounting Pronouncements

In February 1997, the FASB issued SFAS 128 "Earnings per Share." This Statement establishes and simplifies standards for computing and presenting earnings per share. SFAS 128 will be effective for the company's first quarter of fiscal 1998 and requires restatement of all previously reported earnings per share data that are presented. Early adoption of this Statement is not permitted. SFAS 128 replaces primary and fully diluted earnings per share with basic and diluted earnings per share. The amount reported as net loss per common share for the year ended October 31, 1997, would not be materially different than that which would have been reported for basic earnings per share in accordance with SFAS 128.

NOTE 2 - NATURE OF OPERATIONS

The company provides local and long-distance telecommunications services to business and residential customers in Florida. The company's business is highly competitive and is subject to various federal, state and local regulations.

NOTE 3 - INVESTMENT SECURITIES

On October 22, 1997, the company exchanged 3,000,000 shares of common stock for 425,000 shares of Sirco common stock. Sirco stock was thinly traded during the time frame of this transaction (varying between \$6 and \$7 in the week surrounding October 22, 1997) and therefore its trading prices were not used to determine the fair value of the stock exchange. As the company has issued the majority of its common stock at \$.50 per share, this value was used for the Sirco investment. Because the stock continued to be thinly traded as of October 31, 1997, the company

CLEC HOLDING CORP. AND SUBSIDIARIES**Notes to Consolidated Financial Statements****Year Ended October 31, 1997****NOTE 3 - INVESTMENT SECURITIES (Continued)**

determined the valuation of \$1,500,000 to be appropriate. This investment is classified as available for sale with a cost of \$1,500,000. See Note 14 for disclosure of the sale of these securities subsequent to October 31, 1997

NOTE 4 - EQUIPMENT

Furniture and fixtures	\$ 28,921
Office equipment	19,184
Computer equipment	71,169
Billing software	<u>19,295</u>
	138,569
Accumulated depreciation and amortization	<u>(20,685)</u>
	<u>\$ 117,884</u>

NOTE 5 - DEFERRED LINE INSTALLATION COSTS

Deferred line installation costs consist of the following

Commissions on new lines	\$ 125,100
New line connection charges	48,221
Discount coupons	<u>31,482</u>
	204,803
Accumulated amortization	<u>(80,257)</u>
	124,546
Allowance for discounts	<u>(30,212)</u>
	<u>\$ 94,334</u>

NOTE 6 - SHORT-TERM BORROWINGS - BANK

As of October 31, 1997, the company was obligated under a line of credit with NationsBank for \$250,000. Borrowings under this line of credit bear interest at 7.00% and are secured by a \$250,000 certificate of deposit held by the 5% stockholder of OPC. As of October 31, 1997, there are no maximum additional available borrowings on this line of credit. The agreement expired on December 5, 1997. See Note 14.

CLEC HOLDING CORP. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

Year Ended October 31, 1997

NOTE 7 - SHORT-TERM BORROWINGS - RELATED PARTIES

As of October 31, 1997, the company was obligated under several notes with related parties. All hold common stock in the company.

Short-term borrowings - related parties consists of the following:

Note payable to John Murray, payable in one payment of \$250,000 on November 10, 1997; interest is imputed at 7.00%; secured by all assets of OPC as of September 9, 1997 and the 475 shares of OPC common stock purchased	\$ 249,521
Note payable to Ken Baritz, payable in one payment of \$250,000 on December 9, 1997 or on demand; interest at 12.00% *	250,000
Note payable to Joel Dupre, payable in one payment of \$150,000 on December 9, 1997 or on demand; interest at 12.00% *	150,000
Note payable to Universal Claims Administrators, Inc., payable in one payment of \$100,000 on December 9, 1997 or on demand; interest at 12.00% *	<u>100,000</u>
	<u>\$ 749,521</u>

*These notes are secured by a second position behind John Murray in 475 shares of the common stock of OPC.

Interest expense was \$10,990 for the year ended October 31, 1997.

NOTE 8 - LONG-TERM DEBT

Long-term debt consists of the following:

Note payable to John Murray, payable in quarterly installments of \$62,500 which includes imputed interest at 7.00%, due July 1, 2000; secured by 475 shares of OPC common stock purchased	\$ 623,468
Other	<u>3,509</u>
Total long-term debt	623,977
Less current maturities	<u>(213,748)</u>
	<u>\$ 410,229</u>

CLEC HOLDING CORP. AND SUBSIDIARIES**Notes to Consolidated Financial Statements****Year Ended October 31, 1997****NOTE 8 - LONG-TERM DEBT (Continued)**

Interest expense was \$3,465 for the year ended October 31, 1997. Interest expense for amounts payable to a related party was \$2,869.

Maturities on long-term debt are as follows as of October 31, 1997:

Year Ending October 31	
1999	\$ 228,190
2000	<u>182,039</u>
	<u>\$ 410,229</u>

NOTE 9 - INCOME TAXES

The company incurred net losses of \$102,418. Accordingly, no provision for current federal or state income taxes has been made to the financial statements.

The net deferred tax asset in the accompanying balance sheet includes the following components:

Deferred tax liabilities	\$ (12,783)
Deferred tax assets	42,511
Valuation allowance	<u>(29,728)</u>
Net deferred tax asset	<u>\$ _____</u>

Because of the uncertainty associated with future realization of the deferred tax assets, the deferred tax asset has been offset in total by a valuation allowance.

The company has loss carryforwards totaling \$216,065 that may be offset against future taxable income. If not used, the carryforwards will expire in the year 2012.

NOTE 10 - OPERATING LEASES

The company has entered into leases for its office facilities. Total rental expense was \$ 6,733 for the year ended October 31, 1997.

CLEC HOLDING CORP. AND SUBSIDIARIES**Notes to Consolidated Financial Statements****Year Ended October 31, 1997**

NOTE 10 - OPERATING LEASES (Continued)

The following is a schedule by year of future minimum rental payments required under operating leases that have initial or remaining noncancelable lease terms in excess of one year, as of October 31, 1997:

Year Ending October 31:	
1998	\$ 39,839
1999	39,867
2000	<u>3,335</u>
Total Minimum Payments Required	<u>\$ 83,041</u>

NOTE 11 - COMMITMENTS AND CONTINGENCIES

The company has an employment agreement with the former president of OPC. The agreement is for one year expiring September 9, 1998. The agreement provides for a \$100,000 base salary with quarterly bonuses based on specific targets regarding new lines. This agreement also includes a noncompete restriction for a two-year period following termination from OPC. The company is currently in negotiations with John Murray, the minority stockholder, regarding terms for cancellation and settlement of said agreement.

On April 29, 1997, the company entered into an agreement with an independent telecommunications company (Bellsouth) to allow the company to resell the Bellsouth local telephone service in Florida. The agreement is for a two-year period with two one-year renewal options.

On April 29, 1997, the company entered into an agreement with an independent telecommunications company (AMNEX) to allow the company to resell the AMNEX long-distance service in Florida. The agreement is for a one-year period. AMNEX prepares billing and provides collection services. All amounts received from AMNEX are recorded net. See Note 1.

NOTE 12 - STOCK OPTIONS

On September 8, 1997, the company granted options to purchase 500,000 shares of common stock to two individuals and one company that provided loans to the company. See Note 7. The exercise price is \$1.20 for a period of three years. None of these options were exercised during the year ended October 31, 1997.

CLEC HOLDING CORP. AND SUBSIDIARIES**Notes to Consolidated Financial Statements****Year Ended October 31, 1997**

NOTE 12 - STOCK OPTIONS (Continued)

On October 22, 1997, the company, pursuant to the Sirco Stock Purchase Agreement, granted options to purchase up to 100,000 shares of common stock for up to three years at an exercise price of \$1.00 per share. These options were granted to Sirco's nominee to the Board of Directors. No options were exercised during the year ended October 31, 1997.

NOTE 13 - COMMON STOCK REVERSE SPLIT

In August 1997, the Board of Directors authorized a one-for-four reverse stock split of common shares. All share and earnings per common share amounts included in these financial statements have been adjusted for the reverse stock split.

NOTE 14 - SUBSEQUENT EVENTSLoan Conversion to Common Stock

On November 10, 1997, the Board of Directors authorized the conversion of Joel Dupre's bridge loan of \$150,000 (Note 7) plus accrued interest of \$3,000 into 306,000 shares of CLEC common stock.

Stock Issued

On December 1, 1997, pursuant to an employment agreement, the company issued 200,000 shares of unregistered common stock to the new president of OPC.

Amendment to Office Facilities Lease

On December 10, 1997, the company signed an amendment to the office facilities lease (Note 10) which extended the original lease for a 23-month period. The lease for the original office space will now expire on November 30, 1999. Commencing January 1, 1998, the monthly rent payment will be \$972.

New Financing

On December 1, 1997, CLEC effectuated a \$35,000 loan from Essex Insurance Company, a party related through common ownership to a stockholder in the company, for general business purposes, at an interest rate of 8%. This note was due in 60 days and was secured by 25,000 shares of Sirco common stock.

CLEC HOLDING CORP. AND SUBSIDIARIES**Notes to Consolidated Financial Statements****Year Ended October 31, 1997**

NOTE 14 - SUBSEQUENT EVENTSNew Financing (Continued)

On December 26, 1997, the company entered into a receivables sale agreement with Receivables Funding Corporation. This agreement expires on December 26, 1999. All eligible receivables of the company will be purchased by Receivable Funding Corporation. Eligible receivables are those created by the provision or sale of telecommunication services or equipment and are less than 90 days old.

In January 1998, CLEC effectuated a \$250,000 loan from Essex Insurance Company for the purpose of repaying a bridge note to Universal Claims Administrators, Inc. (Note 7) in the amount of \$100,000 plus \$3,000 accrued interest, \$35,000 in satisfaction of the December 1, 1997 Essex Insurance Company note and the balance for general business purposes. This loan will bear interest at a rate of 8%. This loan expires in 120 days and was secured by 150,000 shares of Sirco common stock. The company received a temporary release of collateral. It is management's intention to enter into a second stock purchase agreement with Sirco. Once acquired, 150,000 shares of Sirco stock will be put up as collateral on the Essex loan.

The Sirco shares were sold in January and February 1998. See below.

Sale of Investment Securities

On January 29, 1998 and February 12, 1998, the company sold all 425,000 shares of Sirco stock held by it at October 31, 1997. The value at October 31, 1997 was \$1,500,000. The sales price for these shares was \$687,500. A loss of \$812,500 was incurred.

Stock Options

On December 1, 1997, the company, pursuant to an employment agreement, granted options to purchase 800,000 shares of common stock at an exercise price of \$.50 per share. These options were issued to the new president of OPC. These options will expire in five years.

In December 1997, January 1998 and February 1998, the company, pursuant to employment agreements, granted options to purchase 200,000 shares of common stock at an exercise price of \$1.00 per share. These options were issued to four officers of OPC. Options to purchase 50% of the shares of the common stock will vest at the one-year anniversary of grant, 25% at the two-year anniversary of grant and the balance of 25% at the three-year anniversary of grant. These options will expire in five years.

The Other Phone Company, Inc.,
d/b/a Access One Communications

Attachment F

Biographies of Senior Executive Team

The Other Phone Company, Inc.,
d/b/a Access One Communications

Biographies of Senior Executive Team

Attached is a brief overview of the managerial experience of Access One. The Company has managerial ability with a wealth of knowledge and day to day experience in the telecommunications industry that will allow it to be a successful competitive local exchange and toll provider. Access One is authorized to provide resold local service in Florida and is in the process of filing applications in the other states in the BellSouth Region. No application has been denied.

Access One has been providing quality telecommunications services to over 6000 customers throughout the State of Florida since 1996. The Company has a proven track record for providing high quality services and responsive customer service. Access One possesses all the necessary capabilities to operate as a provider of resold services and unbundled elements.

The Company intends to provide local exchange service in Tennessee as a reseller of the incumbent local exchange company's facilities and as a facilities based carrier recombining UNE-P. Its toll services will also be provided on a resale basis. The Company will use only reputable underlying carriers and technicians to ensure that high quality service is provided to customers. As a result of its operations in Florida, Access One has a great deal of knowledge on how the capabilities of an ILEC can be used by a CLEC and will be able to take full advantage of the resources, expertise and technical capabilities of its underlying carriers, the incumbent local exchange carriers. Consequently, the quality of service that Access One's local exchange customers receive will be at least equivalent to that provided by these LECs.

Access One's services will satisfy the minimum standards established by the Commission. The Company will file and maintain tariffs in the manner prescribed by the Commission and will meet the minimum basis local standards, including quality of service and billing standards required of all LECs regulated by the Commission.

As the foregoing illustrates, Access One possesses considerable telecommunications expertise and is well-qualified to provide local exchange and long distance service in Tennessee.

The Other Phone Company, Inc.
Biographies of Senior Executive Team

KENNETH G. BARITZ
Chairman and CEO

Kenneth G. Baritz is Chairman and Chief Executive Officer of Access One. Prior to joining Access One in August 1997, Mr. Baritz served as Chairman and CEO of AMNEX, Inc. a \$150 million publicly traded telecommunications company. During the course of his five year tenure at AMNEX, the company grew from \$30 million in revenue to over \$150 million and its market value grew from \$7 million to over \$100 million.

Prior to joining AMNEX Mr Baritz served from 1989 through 1993 as a Vice President of Bear Stearns & Co., Inc., an investment banking concern. Mr. Baritz currently sits on the Boards of Directors of a number of privately held companies.

KEVIN D. GRIFFO
President and COO

Kevin D. Griffo is President and Chief Operating Officer of Access One. In this position, he is responsible for the day-to-day operation of the company. Prior to joining Access One in January 1998 and since 1995, Mr. Griffo held a number of executive positions at AMNEX, Inc., including Corporate COO and President of AMNEX's Telecommunications Division. Under Mr. Griffo, the Telecommunications Division grew to over \$100 million revenues.

Prior to joining AMNEX, Mr. Griffo served as Regional Vice President for LDDS WORLDCOM.

Access One - Executive Biographies, cont'd.

KEVIN RYAN
Vice President-Sales

Kevin Ryan is Vice President-Sales of Access One. Prior to joining the Company in 1997, Mr. Ryan was Director of Mexico Operations for Capital Network System, Inc. From 1993 through 1996, Mr. Ryan was employed at LDDS WORLDCOM, last holding the position of Director of Sales.

ELIZABETH STALLINGS
Vice President - Finance and Administration

Ms. Stallings is Vice President - Finance and Administration of Access One. Prior to joining the company, Ms Stallings was employed by AMNEX, Inc., where she rose from the position of Staff Accountant to Division Controller. Prior to joining AMNEX, Ms. Stallings was employed by Harris Corporation as a junior accountant.

JACK ALLEN
Director-MIS

Mr. Allen is currently Director-MIS. Mr. Allen joined the company from Distributed Processing, Technology, Inc., where he was Project Manager for Database Development. During the last decade, Mr. Allen has worked as independent MIS consultant with primary emphasis on telecommunications billing solutions.

The Other Phone Company, Inc., d/b/a Access One Communications

Attachment G

**Small and Minority Owned Telecommunications
Business Participation Plan**

The Other Phone Company, Inc., d/b/a Access One Communications
SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

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SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

PURPOSE

- 1.1 This small and minority-owned telecommunications business participation plan ("Plan") is submitted by The Other Phone Company, Inc., d/b/a Access One Communications ("Access One") as required by T.C.A. §65-5-212.
- 1.2 The administration of this Plan is the responsibility of The Other Phone Company, Inc., d/b/a Access One Communications.

2. DEFINITIONS

- 2.1 The Other Phone Company, Inc., d/b/a Access One Communications is a corporation which will provide telecommunication services of in the state of Tennessee. It is based in Orlando, Florida and has no employees, property, or equipment in Tennessee at this time.
- 2.2 As a competitive vendor of telecommunications service, Access One is non-dominant in its industry. The nature of Access One's business limits their opportunity to support the use of Small and Minority Business in Tennessee. However, let the submission of this Plan evidence their desire to participate as practically possible.
- 2.3 Small and Minority Business - For the purpose of this Plan, "minority business" means a business that is solely owned, or at least fifty-one (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000) per T.C.A. §65-5-212.

ACCESS ONE'S RESPONSIBILITY FOR SMALL AND MINORITY-OWNED TELECOMMUNICATION BUSINESS PARTICIPATION PLAN AND POLICY STATEMENT

- 3.1 Access One intends to afford Small and Minority-Owned Telecommunications Businesses the maximum practicable opportunity to participate in the performance of contracts in accordance with T.C.A. §65-5-212.
- 3.2 Access One is a telecommunications service provider whose business operations include:
 - Sale and Marketing of Telecommunications Services
 - Customer CareAccess One uses vendors and suppliers to support their reseller business in the following areas:
 - Telecommunications Service Providers
 - Sales Agents of Telecommunications Services
 - Telecommunications Equipment

3.3 Kevin D. Griffo, COO - will coordinate Small and Minority-Owned Telecommunications Business referrals.

3.4. Initial Small and Minority-Owned Telecommunications Business contacts for Access One would be made through their Coordinator who will seek to identify and include firms in Tennessee through the Department of Economic and Community Development's office of Minority Business Enterprise and Small Business office.

4. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN PERIOD OF EFFECTIVENESS

4.1 Access One will maintain a pro active and continuous approach toward inclusion of such firms in their supplier in their supplier base. Consequently, their Plan and the associated duties and activities would not have a fixed time period for effective, but rather represent Access One's ongoing policies and procedures. Access One has no physical presence in Tennessee. When and if their business condition changes in Tennessee, the effectiveness of this Plan would be enhanced.

5. PLAN ADMINISTRATION

5.1 Access One's Plan Administrator is:

Kevin D. Griffo, COO
The Other Phone Company, Inc.,
d/b/a Access One Communications
4205 Vineland Road, Suite L15
Orlando, Florida 32811
Telephone: (407) 648-5230
Facsimile: (407) 648-5340

- 5.2. The Administrator manages the Plan, as described below in the Administrator's duties. The Administrator has direct interface with procurement personnel, contract administrators, and program and project personnel to ensure compliance with the provisions of the Plan.
- 5.3 The Administrator's specific job duties, as they relate to this Plan and Access One's business operations in the state of Tennessee, are as follows:

Developing and maintaining the Access One's Supplier Master List which would include a listing of Small and Minority-Owned Telecommunications Businesses in Tennessee who are deemed eligible to be suppliers for Access One.

Reviewing Access One policies and procedures in to ensure that Small and Minority-Owned Telecommunications Businesses in Tennessee have an equitable opportunity to be awarded contracts when possible.

Allowing for inclusion of Small and Minority-Owned Telecommunications Businesses in those solicitations for products or service which they are capable of providing.

Coordinating activities during the conduct of any compliance review by Tennessee state agencies.

Preparing and submitting periodic contracting reports as required.

6. PLAN TO ASSURE EQUITABLE OPPORTUNITY

- 6.1. The Administrator shall ensure that appropriate source listings and services are properly utilized in support of the Plan. Sources/listings include but are not limited to the following:

The Access One approved Master Supplier List.

Sourcing information received from the Department of Economic and Community Development's Office of Minority Business Enterprise and Small Business Office in Nashville.

- 6.2. Outreach efforts will be made as follows:

The Administrator shall cultivate and maintain a relationship with the Community Development's Office of Minority Business Enterprise and Small Business Office in an effort to locate and qualify capable Small and Minority-Owned Telecommunications Businesses for participation in contracting opportunities.

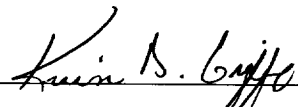
The Administrator shall ensure that Access One provides adequate and timely consideration of the potentialities of Small and Minority-Owned Telecommunications Businesses in "make-or-buy" decisions.

The Administrator shall ensure that Access One counsels and discusses contracting opportunities with representatives of Small and Minority-Owned Telecommunications Businesses.

The Administrator shall ensure that Access One offers assistance to Small and Minority-Owned Telecommunications Businesses to explain: requests for quotations, progress payments, technical and quality assurance programs, advice on types of business typically being contracted, and the mechanics of procurement requirements and quality expectations.

7. PLAN REPORTING

- 7.1 Access One will submit such periodic reports and cooperate in those studies or surveys as may be required to determine the extent of compliance with this Plan.
- 7.2 Access One Supplier Master List will identify Small and Minority-Owned Telecommunications Businesses in Tennessee. The Supplier Master List shall be utilized in identifying potential contractors.



Kevin D. Griffo, COO

The Other Phone Company, Inc.,
d/b/a Access One Communications

Dated: 9/8/99, 1999

The Other Phone Company, Inc., d/b/a Access One Communications

Attachment H

Dialing Parity Plan

Access One Communications, Inc
Intra-Lata Toll Dialing Parity Plan
For Tennessee

1. Purpose

The intent of this Plan is to provide a proposal that, upon implementation, would provide customers the ability to select the telecommunications carrier of their choice for routing their intra-lata toll calls.

Access One Communications is a re-seller of the BellSouth network and will be following their established guidelines and procedures for implementation of Intra-Lata Parity of toll calls.

2. Implementation Date and Areas of Availability

We are currently offering 2-PIC service in all BellSouth states including Tennessee. This has been available since we began operating in Tennessee on April 16, 1999.

Availability in each exchange is dependent on BellSouth. We will mirror the list of exchanges that BellSouth has filed under their Plan.

3. Method of Selection Process and costs

Access One will follow the 2-PIC strategy established by BellSouth. With the 2-PIC methodology, customers will be able to presubscribe to one telecommunications carrier for inter-lata toll calls and presubscribe to the same or different carrier, including their existing local exchange company, for all intra-lata toll calls.

Existing Customers

Access One employees are trained to explain the process to customers for making PIC changes for intra-lata toll calls. They will be prepared to make changes in customer records based upon request from customers or carriers and direct customers to their chosen intra-lata carrier. Customers will remain with their current intra-lata carrier until they affirmatively choose an intra-lata toll carrier.

New Customers

Processes will be in place to provide new customers with an opportunity to choose their intra-lata toll carrier from a list of available carriers. Customers who do not choose a carrier for intra-lata toll calls will be identified as a “No-PIC” and will not be automatically defaulted to a carrier. Fees for PIC changes will be passed on to the customer at current pricing of \$1.49 for residential and business customers. No waiver will apply but customers will be able to change both inter-lata and intra-lata PICs in the same transaction for no extra charge.

4. Customer Notifications

Customers will receive a bill message advising them of the opportunity to choose an intra-lata toll carrier separate from their inter-lata carrier. They will also be advised that they may choose a carrier other than their local exchange carrier and that a list of available intra-lata toll carriers is available upon request from customer service. This billing message will be available on bills for the next billing cycle after the approval of this plan. Access One also believes that promotional material by other carriers will make customers aware of the choices available to them.

Cost Recovery

Access One does not anticipate any charges from BellSouth to implement their Parity Plan and therefor will not be assessing the customer any additional charges.

Miscellaneous Items

Slamming - Access One will be subject to rules relating to slamming as indicated in Tennessee Regulatory Authority Rule 1220-4-2-. 56, Sections (2) – (19) and 1220-4-2.58, Sections (1)-(16).

Nondiscriminatory Access – Access One will follow the guidelines established by BellSouth for re-sell customers as they relate to access of telephone numbers; operator assistance; directory assistance; and directory listings.

Rules – Access One will fully comply with all rules and regulations set forth by the FCC and the TRA.
Access One has no applicable rules.

LATA Associations

Area	LATA	Prefix
Tennessee	Memphis	468
	Nashville	470
	Chattanooga	472
	Knoxville	474

Exchange Coverage

423-207	423-336	423-480	423-584	423-717	423-886	615-219	615-313	615-395	615-599
423-208	423-337	423-481	423-585	423-718	423-892	615-220	615-314	615-399	615-604
423-209	423-338	423-482	423-586	423-719	423-893	615-221	615-315	615-401	615-612
423-212	423-339	423-483	423-587	423-733	423-894	615-222	615-316	615-402	615-631
423-213	423-344	423-485	423-588	423-744	423-899	615-223	615-317	615-406	615-643
423-215	423-345	423-487	423-590	423-745	423-902	615-226	615-319	615-407	615-646
423-217	423-351	423-488	423-594	423-746	423-903	615-227	615-320	615-412	615-650
423-219	423-354	423-490	423-595	423-751	423-904	615-228	615-321	615-415	615-654
423-220	423-358	423-493	423-599	423-752	423-905	615-230	615-322	615-416	615-660
423-221	423-359	423-494	423-602	423-755	423-906	615-231	615-323	615-417	615-661
423-222	423-365	423-495	423-603	423-756	423-907	615-232	615-325	615-418	615-662
423-226	423-373	423-496	423-605	423-757	423-908	615-234	615-327	615-419	615-664
423-227	423-374	423-499	423-608	423-763	423-909	615-235	615-329	615-421	615-665
423-228	423-376	423-501	423-609	423-766	423-916	615-237	615-330	615-426	615-672
423-231	423-379	423-504	423-613	423-769	423-918	615-239	615-331	615-428	615-673
423-235	423-380	423-507	423-614	423-774	423-919	615-240	615-332	615-430	615-696
423-237	423-382	423-509	423-616	423-775	423-920	615-241	615-333	615-432	615-702
423-240	423-386	423-510	423-617	423-778	423-921	615-242	615-335	615-441	615-708
423-248	423-387	423-513	423-618	423-780	423-923	615-244	615-336	615-443	615-714
423-250	423-389	423-514	423-619	423-784	423-924	615-248	615-337	615-444	615-717
423-255	423-395	423-515	423-622	423-785	423-927	615-251	615-340	615-445	615-720
423-258	423-397	423-516	423-623	423-802	423-932	615-252	615-341	615-446	615-726
423-263	423-403	423-517	423-624	423-804	423-933	615-253	615-342	615-449	615-731
423-265	423-408	423-521	423-625	423-805	423-942	615-254	615-343	615-451	615-733
423-266	423-413	423-522	423-629	423-806	423-954	615-255	615-344	615-452	615-734
423-267	423-414	423-523	423-631	423-809	423-961	615-256	615-347	615-453	615-735

423-268	423-417	423-524	423-632	423-810	423-970	615-257	615-350	615-457	615-736
423-269	423-420	423-525	423-633	423-814	423-971	615-258	615-351	615-458	615-737
423-272	423-425	423-527	423-634	423-818	423-974	615-259	615-352	615-459	615-740
423-275	423-426	423-531	423-637	423-819	423-977	615-262	615-353	615-460	615-741
423-280	423-428	423-539	423-642	423-821	423-980	615-264	615-354	615-463	615-742
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423-284	423-430	423-541	423-656	423-825	423-982	615-271	615-356	615-477	615-744
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423-289	423-436	423-545	423-661	423-837	423-984	615-274	615-361	615-481	615-747
423-290	423-442	423-546	423-667	423-842	423-985	615-275	615-365	615-482	615-748
423-296	423-448	423-549	423-670	423-843	423-986	615-279	615-366	615-483	615-749
423-301	423-450	423-550	423-673	423-846	423-987	615-282	615-367	615-494	615-763
423-304	423-451	423-558	423-674	423-847	423-988	615-284	615-370	615-504	615-770
423-309	423-452	423-559	423-681	423-850	423-991	615-291	615-371	615-505	615-771
423-310	423-453	423-562	423-686	423-855	423-992	615-292	615-372	615-508	615-778
423-312	423-457	423-563	423-687	423-856	423-993	615-295	615-373	615-512	615-780
423-315	423-458	423-564	423-688	423-867	423-995	615-297	615-374	615-513	615-781
423-317	423-463	423-565	423-689	423-869	423-996	615-298	615-376	615-516	615-782
423-318	423-470	423-566	423-690	423-870	615-201	615-299	615-377	615-518	615-783
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423-327	423-473	423-573	423-693	423-875	615-207	615-304	615-384	615-531	615-791
423-329	423-475	423-577	423-694	423-876	615-210	615-305	615-385	615-532	615-792
423-330	423-476	423-579	423-697	423-877	615-214	615-307	615-386	615-542	615-794
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423-334	423-479	423-583	423-701	423-883	615-218	615-309	615-391	615-595	615-799
615-804	615-929	901-278	901-380	901-494	901-605	901-738	901-831	931-358	931-638
615-806	615-930	901-279	901-381	901-495	901-606	901-743	901-832	931-359	931-639
615-812	615-936	901-282	901-382	901-496	901-607	901-744	901-833	931-362	931-645
615-813	615-943	901-285	901-383	901-497	901-608	901-745	901-834	931-363	931-647
615-816	615-944	901-286	901-384	901-521	901-609	901-746	901-836	931-379	931-648
615-817	615-948	901-287	901-385	901-522	901-610	901-747	901-850	931-380	931-659
615-821	615-951	901-288	901-386	901-523	901-612	901-748	901-853	931-381	931-670
615-822	615-952	901-301	901-387	901-524	901-613	901-749	901-854	931-387	931-680
615-824	615-957	901-307	901-388	901-525	901-614	901-751	901-855	931-388	931-682
615-826	615-960	901-309	901-391	901-526	901-616	901-752	901-861	931-389	931-684
615-830	615-963	901-320	901-392	901-527	901-617	901-753	901-867	931-393	931-685
615-831	615-969	901-321	901-395	901-528	901-618	901-754	901-877	931-413	931-703
615-832	615-972	901-323	901-396	901-529	901-624	901-755	901-878	931-424	931-723
615-833	615-973	901-324	901-397	901-531	901-627	901-756	901-884	931-425	931-728
615-834	615-974	901-325	901-398	901-532	901-635	901-757	901-885	931-433	931-729
615-835	615-975	901-327	901-399	901-533	901-637	901-758	901-886	931-438	931-759
615-837	615-978	901-329	901-412	901-534	901-638	901-759	901-887	931-454	931-762
615-838	901-209	901-330	901-413	901-535	901-639	901-761	901-922	931-455	931-764
615-847	901-213	901-332	901-418	901-536	901-640	901-762	901-925	931-461	931-766
615-848	901-216	901-335	901-421	901-537	901-641	901-763	901-926	931-465	931-796
615-849	901-220	901-336	901-422	901-538	901-642	901-764	901-934	931-468	931-801
615-851	901-221	901-337	901-423	901-539	901-644	901-765	901-935	931-469	931-808

615-855	901-222	901-340	901-424	901-541	901-645	901-766	901-937	931-486	931-827
615-859	901-223	901-344	901-425	901-542	901-646	901-767	901-942	931-487	931-840
615-860	901-224	901-345	901-426	901-543	901-648	901-769	901-946	931-489	931-857
615-862	901-226	901-346	901-427	901-544	901-658	901-771	901-947	931-490	931-905
615-865	901-227	901-348	901-433	901-545	901-659	901-772	901-948	931-503	931-906
615-867	901-229	901-352	901-434	901-546	901-660	901-773	901-954	931-527	931-920
615-868	901-231	901-353	901-441	901-547	901-661	901-774	901-967	931-540	931-937
615-870	901-233	901-354	901-442	901-550	901-663	901-775	901-968	931-551	931-962
615-871	901-235	901-355	901-444	901-552	901-664	901-777	901-976	931-552	931-964
615-872	901-237	901-356	901-447	901-561	901-668	901-779	901-983	931-553	931-967
615-874	901-241	901-357	901-448	901-565	901-678	901-783	901-986	931-560	931-968
615-876	901-242	901-358	901-452	901-566	901-680	901-784	901-987	931-561	931-980
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615-883	901-246	901-363	901-465	901-570	901-683	901-787	931-206	931-582	
615-884	901-253	901-365	901-466	901-572	901-684	901-788	931-212	931-583	
615-885	901-254	901-366	901-475	901-573	901-685	901-789	931-215	931-598	
615-886	901-256	901-367	901-476	901-574	901-686	901-790	931-216	931-607	
615-889	901-258	901-368	901-481	901-575	901-692	901-794	931-220	931-619	
615-890	901-262	901-369	901-482	901-576	901-703	901-795	931-221	931-622	
615-893	901-263	901-370	901-483	901-577	901-721	901-797	931-224	931-623	
615-895	901-264	901-371	901-484	901-578	901-722	901-803	931-232	931-624	
615-896	901-265	901-372	901-485	901-579	901-723	901-818	931-235	931-625	
615-898	901-266	901-373	901-486	901-580	901-724	901-820	931-270	931-626	
615-902	901-267	901-374	901-487	901-581	901-725	901-821	931-281	931-627	
615-904	901-268	901-375	901-488	901-583	901-726	901-824	931-285	931-628	
615-907	901-269	901-376	901-489	901-584	901-728	901-825	931-290	931-629	
615-912	901-272	901-377	901-490	901-593	901-729	901-826	931-296	931-632	
615-918	901-274	901-378	901-491	901-603	901-734	901-827	931-318	931-636	
615-923	901-276	901-379	901-493	901-604	901-737	901-828	931-326	931-637	

The Other Phone Company, Inc., d/b/a Access One Communications

Attachment I

Pre-Filed Testimony

BEFORE THE
TENNESSEE
TRANSPORTATION AND REGULATORY AUTHORITY

Application of)	
The Other Phone Company, Inc.,)	TRA Docket No. 99-_____
d/b/a Access One Communications)	
Amended Authority to provide)	
Facilities Based Local)	
Telecommunications Service)	

TESTIMONY OF KEVIN D. GRIFFO
Chief Operating Officer

1 **Q. Will you please state your name and business address.**

2 A. My name is Kevin D. Griffo. My business address is 4205 Vineland Road, Suite L15, Orlando,
3 Florida 32811. My telephone number is (407) 648-5230 and facsimile number is (407) 648-5340.

4
5 **Q. By whom are you employed and in what capacity?**

6 A. As the Chief Operating Officer, I am responsible for all facets of the Company's operation,
7 including regulatory and external affairs and issues, for The Other Phone Company, Inc., d/b/a Access
8 One Communications ("Access One").

9
10 **Q. Please give a brief description of your background and experience.**

11 A. I have held several senior executive positions in the telecommunications industry. These
12 positions include: Regional Vice President for LDDS WorldCom; Chief Operating Officer and
13 President of AMNEX; and, since 1998, Chief Operating Officer of Access One.

1 **Q. What is the purpose of your testimony?**

2 A. The purpose of my testimony is to present evidence on the financial, technical and managerial
3 abilities of The Other Phone Company, Inc., d/b/a Access One Communications (“Access One”) to
4 provide local telecommunications services in Tennessee; and to describe the services Access One
5 proposes to offer.

6
7 **Q. Has Access One registered to do business in Tennessee?**

8 A. Yes. Access One is Florida Corporation. Registration to conduct business in Tennessee is
9 provided in Attachment C of the application package.

10
11 **Q. Has Access One previously obtained authority in Tennessee?**

12 A. Yes. Access One has authority to operate in Tennessee as a reseller of Local Exchange Services
13 (LEC) and is in good standing with the TRA. Access One’s authority to commence operations
14 in Tennessee as a reseller of LEC services was granted on November 03, 1998, in Docket
15 Number 98-00351.

1 **Q. Please describe the services Access One proposes to offer.**

2 A. Access One proposes to offer local dial tone services to its customers which will be comparable
3 to and competitive with services offered by the incumbent local exchange carriers. Additionally,
4 Access One already has an approved tariff on file with the TRA for LEC services the Company provides
5 on a resold basis. At a future date, Access One may revise its tariff to broaden its service offerings.

6
7 **Q. How will Access One bill for its services?**

8 A. Access One's local services are billed directly by the company on a monthly basis. Fixed
9 monthly charges is billed monthly in advance, usage-sensitive charges will be billed in arrears.

10
11 **Q. How are trouble reports, billing errors and complaints handled?**

12 A. Billing disputes will be reported by the customer via the toll free number, printed on the
13 Customer's monthly bill, Customer service disputes will be reported via the same 800 number. In
14 addition, Customers may contact the Company in writing at the headquarters address. The toll-free
15 number will be printed on the customers' monthly billing statements. Access One understands the
16 importance of effective customer service for local service consumers.

1 **Q. Describe the proposed Access One Tennessee tariff.**

2 A. Access One has a TRA approved tariff in Tennessee. Once our request for amended authority is
3 granted, Access One will negotiate its interconnection agreement with the ILEC. Our services will be
4 designed for business customers. Service will be offered twenty-four hours per day, seven days per
5 week.

6
7 **Q. Where is Access One currently certificated?**

8 A. The Other Phone Company, Inc., d/b/a Access One Communications (“Access One “) . is
9 authorized to provide local service throughout the territory served by Bell South. No application has
10 been denied.

11
12 **Q. Describe Access One's financial ability to operate as a local service provider.**

13 A. Access One has ample resources for the successful provision of its telecommunications
14 services. We have provided financial information with our application which clearly demonstrate that
15 Access One has ample cash flow and capital to expand into the facilities based CLEC market in
16 Tennessee.

1 **Q. Does Access One have the managerial and technical qualifications to provide local service**
2 **in Tennessee?**

3 A. Yes. Access One has a very strong and experienced management team. In CLEC operations
4 alone, the Company operates over 10,000 access lines in the State of Florida.

6 **Q. Where in Tennessee does Access One intend to offer its services?**

7 A. Access One intends to initially offer services in areas of the state served by BellSouth, but seeks
8 statewide authority for future applications.

10 **Q. How will Tennessee consumers benefit from Access One's services?**

11 A. Certification of Access One will increase the level of competition in Tennessee. Access One
12 intends to offer quality service at competitive prices. In addition, Access One's marketing plan will
13 expand subscriber awareness of options and services available to them, thus encouraging the growth and
14 success of competitive services.

1 **Q. Why is Access One seeking facilities-based authority in Tennessee? Will Access One use**
2 **any public rights-of-way?**

3 A. Initially, Access One plans to purchase unbundled network elements (UNE) from the ILEC.
4 The ILEC will recombine UNEs with an arrangement known as UNE-P (Unbundled Network Element-
5 Platform). Since Access One has no immediate plans to deploy cable or switching equipment, it does
6 not foresee using public rights-of-way in the next two quarters. However, Access One does want the
7 Commission's consent to use public rights-of-way pursuant to applicable laws for possible future
8 installations.

9
10 **Q. How will Access One insure it is Y2K compliant?**

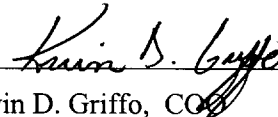
11 A. Access One will insure that the UNEs it purchases are Y2K compliant by working closely with
12 the Incumbent LEC. Additionally, Access One is taking steps to insure that all of its equipment,
13 including office equipment is Y2K compliant.

14
15 **Q. Does this conclude your testimony?**

16 A. Yes.

VERIFICATION

I, Kevin D. Griffo, first being duly sworn upon oath, depose and say that I am the Chief Operating Officer of The Other Phone Company, Inc., d/b/a Access One Communications ("Access One"), a Florida Corporation; that I have read the above and foregoing prefiled testimony by me subscribed and know the contents thereof; that said contents are true in substance and in fact, except to those matters stated upon information and belief, and as to those, I believe same to be true.



Kevin D. Griffo, COO

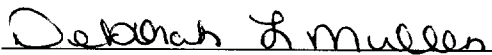
The Other Phone Company, Inc., d/b/a Access
One Communications ("Access One").

State of FLORIDA

County of Orange

Subscribed and sworn to before me

this 10 day of September, 1999



Notary Public

My Commission expires:



DEBORAH L MULLEN
My Commission CC542411
Expires Oct. 08, 1999