TECHNOLOGIES MANAGEMENT INC

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November 3, 1999

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

RE: The Other Phone Company, Inc., d/b/a Access One Communications
Application for Certificate to Provide Facilities Based Competing Local Telecommunications Services
Docket Number 99-00694

Dear Sir or Madame:

Enclosed for filing are the original and thirteen (13) copies of the response to the data request filed on behalf of The Other Phone Company, Inc. d/b/a Access One Communications in the above referenced docket number.

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,

C.M. Wightman

Connie Wightman
Consultant to Access One Communications

CW/ig.

FILE

cc: Darrell Whitis, TRA *(via overnight delivery)*
Kevin Griffo
File: Access One - TN- Local
TMS: TNL9901A

RESPONSES OF THE OTHER PHONE COMPANY, INC.,
D/B/A ACCESS ONE COMMUNICATIONS
TO STAFF'S CLARIFICATION REQUESTS
DATED OCTOBER 5, 1999

__Managerial and Technical__

1. Degrees held- such as B.S. or Masters in engineering, accounting, business, etc.

Response:

Ken Baritz, Chief Executive Officer
Bachelor of Science in Business

Kevin Griffo, President
Bachelor of Science in Business

Liz Stallings, Director of Finance/Vice President
Bachelor of Science in Finance
Masters of Business Administration

Jack Allen, Director of Information Systems
Bachelor of Science in Computer Science

__Technical__

1. Provide the following information concerning the network it proposes to provision in Tennessee:

a) Location of switches, i.e. cities.

Response: Access One will be utilizing unbundled network and switching elements provided by BellSouth throughout its territory in Tennessee. Under an arrangement known as UNE-P, Bell will recombine the elements on a contract basis utilizing their existing switches. Access One will not install any switches or facilities in Tennessee at this time.

b) How the network will be deployed.

FILE

Response: See explanation in Response 1.a. above.

2. Provide information indicating whether a telecom engineering firm is on retainer, or if electrical engineers are on staff.

Response: Since all elements of the network, including lines, switches and interconnection, are to be provided by BellSouth, Access One will rely on the engineers of BellSouth to construct and maintain its network services.

Kevin Stolz, Director of Operations of Access One Communications supervises services and equipment provided by BellSouth.

3. State whether Tennessee customers will be required to purchase CPE which can not be used with ILEC systems, should the customer decide to go back to the ILEC.

Response: Since all elements of the network are to be provided by BellSouth, all elements and CPE, if any, will be compatible with the BellSouth network.

4. Provide information regarding the facilities that are expected to be built in Tennessee.

Response: Access One is not planning to build any facilities in Tennessee. Instead, it will lease lines, switching and interconnection (including the recombination of these elements into a complete service) from BellSouth.

Financial

1. Provide the cost of the proposed network, switches, or unbundled network elements (UNEs), etc.

Response: Access One is not proposing to build a network or to deploy switches, but will utilize network and switching provided by BellSouth. UNEs will be provisioned according to the interconnection agreement between BellSouth and Access One which has been filed with the TRA.

2. Provide projected financial statements, including income statements, balance sheets, and cash flows statements for the next three (3) years.

Response: See Attachment 1

3&4. Provide details of the funding for the proposed network, equipment purchases, or payment for UNEs such as, a) internally generated funds (cash, marketable securities); (b) letters of credit; (c) loan commitments; (d) vendor credit; and (e) provide a three (3) year capital budget outlining the specific equipment to be deployed, where it will be deployed, and its cost. This should cover Tennessee operations, as well as the parent company (or whoever is responsible for financing the Tennessee operation). Also, provide the sources of capital.

Response: Since no construction is to be undertaken by Access One, the first part of this question (a-e) is not applicable. The costs of Tennessee operations will consist of leasing UNE-P and additional administrative and sales overhead. Since Access One is already operating as a local resale provider in Tennessee, the administrative and sales costs are already covered. UNE-P will enable Access One to provide the services it provides today at a better margin. Thus, this application to expand authority to include UNE-P will improve the profit margin on existing business. No new funds or capital will be required to make this transition.

5. **Indicate whether the financial statements reflect any amounts related to reciprocal compensation for terminating ISP traffic and quantify these amounts, if any.**

Response: Not applicable.

Miscellaneous

1. **Provide a certificate of service stating the application has been served on all eighteen (18) incumbent local exchange telephone companies in Tennessee and a statement confirming notice of the certificate of notice.**

Response: See Attachment 2.

2. **State the procedures the applicant has taken to ensure Y2K compliance, or the status of the applicant's Y2K plan.**

Response: See Attachment 3.

3. **Applicant should file their tariff subsequent to the application's approval (tariffs filed with the application are information only, not official filings).**

Response: Access One already has an approved tariff on file with the TRA. This same tariff will apply to facilities based services..no new services are contemplated at this time. In addition, Access One had previously submitted an access tariff since UNE-P arrangements will require Access One to charge IXCs directly for access rather than depending on the ILEC to do so. A copy of the proposed access tariff is provided in Attachment 4.

4. **Provide information regarding any pertinent mergers, acquisitions, etc. with a chart reflecting The Other Phone Company d/b/a Access One Communications' corporate structure.**

Response: See Attachment 5.

5. **Provide a Wireline Activity Report to the TRA on a monthly basis if furnishing voice grade service.**

Response: Yes, Access One will provide a wireline report when applicable.

6. **State whether [Access One Communications] requires a customer deposit. If so, provide the amount required. State whether the applicant is bonded for the amount of deposits.**

Response: Yes, Access One requires a deposit under the conditions listed in the approved local exchange service tariff. No bond has been previously requested or posted. Access One will do so if required by the TRA.

Attachment 1

Financial Projections

Access One Communications, Inc.
1999 Pro-Forma Statements of Operations

UNE - P

Revenue	Nov-98	Dec-98	Jan-99	Feb-99	Mar-99	Apr-99	May-99	Jun-99	Jul-99	Aug-99	Sep-99	Oct-99	Total	
Monthly Service	$ 360,873	$ 411,826	$ 447,927	$ 473,618	$ 512,398	$ 901,807	$ 872,443	$ 795,335	$ 804,604	$ 831,388	$ 875,084	$ 917,498	$ 8,204,801	43.6%
Intralata Usage	84,200	96,144	104,613	110,646	119,739	215,428	208,349	189,480	191,562	197,744	207,884	217,727	1,943,515	10.3%
Features & Services	273,300	310,856	337,418	356,276	384,837	687,624	664,989	605,042	611,450	630,849	662,792	693,801	6,219,234	33.0%
Enhanced Services	78	174	737	392	2,650	6,760	10,390	14,597	18,805	23,720	29,610	35,952	143,864	0.8%
Long Distance	27,150	30,675	34,012	54,647	66,307	99,871	98,145	234,389	243,952	262,602	295,641	331,153	1,778,543	9.4%
Equipment & Install.	1,250	1,525	1,792	2,050	2,301	93,124	88,780	72,154	70,302	68,505	66,762	65,072	533,618	2.8%
Total Revenue	746,850	851,200	926,499	997,628	1,088,233	2,004,614	1,943,095	1,910,996	1,940,674	2,014,809	2,137,773	2,261,203	18,823,575	100%
Seq. Growth		*14.0%*	*8.8%*	*7.7%*	*9.1%*	*84.2%*	*-3.1%*	*-1.7%*	*1.6%*	*3.8%*	*6.1%*	*5.8%*		
Cost of Sales														
Monthly Service	326,615	288,986	408,055	436,358	473,438	832,746	946,201	1,018,695	1,030,197	1,063,865	1,118,936	1,172,389	9,116,481	111.1%
Intralata Usage	75,194	86,069	93,838	100,264	108,750	196,302	151,651	86,671	87,556	90,288	94,804	99,189	1,270,576	65.4%
Features & Services	255,363	290,706	315,751	335,140	362,367	648,697	627,670	15,618	15,040	14,491	13,969	13,473	2,908,284	46.8%
Enhanced Services	49	110	467	248	1,680	4,286	6,587	9,255	11,922	15,038	18,773	22,794	91,210	63.4%
Long Distance	14,103	15,983	17,749	28,820	52,351	94,520	92,548	84,749	91,049	102,214	122,050	143,779	859,915	48.3%
Equipment & Install.	750	915	1,075	1,230	1,381	55,874	53,268	43,292	42,181	41,103	40,057	39,043	320,171	60.0%
Total Cost of Sales	672,073	682,770	836,935	902,061	999,967	1,832,426	1,877,925	1,258,278	1,277,945	1,327,000	1,408,590	1,490,667	14,566,636	77.4%
Gross Margin	74,777	168,430	89,564	95,567	88,267	172,188	65,171	652,718	662,729	687,809	729,183	770,536	4,256,939	22.6%
GM %	*10.0%*	*19.8%*	*9.7%*	*9.6%*	*8.1%*	*8.6%*	*3.4%*	*34.2%*	*34.1%*	*34.1%*	*34.1%*	*34.1%*		
Bad Debt Expense	37,073	42,232	45,939	49,458	53,937	83,004	80,686	80,733	82,564	86,607	93,082	99,572	834,887	4.4%
Billing Expense	17,792	19,341	20,378	12,884	13,379	18,427	16,310	15,380	15,464	15,862	16,565	17,250	199,033	1.1%
Commissions	5,727	1,010	1,010	1,010	968	968	867	870	963	965	967	969	16,291	0.1%
Account Acq. Expense	62,050	72,050	74,050	132,400	175,850	392,050	26,106	23,775	109,800	138,675	167,550	167,550	1,541,906	8.2%
Other S, G & A	191,866	198,838	204,018	204,606	226,999	272,109	263,809	252,034	256,336	264,517	275,684	282,511	2,893,328	15.4%
SGA %	*37.1%*	*34.2%*	*32.3%*	*35.2%*	*38.3%*	*34.1%*	*15.8%*	*15.3%*	*19.7%*	*20.8%*	*21.6%*	*20.7%*		
EBITDA	(239,731)	(165,040)	(255,831)	(304,790)	(382,866)	(594,369)	(322,607)	279,925	197,604	181,182	175,334	202,684	(1,228,505)	-6.5%
Deprec. & Amort.	16,427	16,753	16,930	16,964	17,519	48,878	48,817	48,759	49,181	49,570	50,019	50,322	430,139	
Interest	40,000	43,924	41,138	44,680	54,364	68,656	101,476	93,293	82,872	75,824	74,076	72,481	792,786	
Pre-tax Income	(296,158)	(225,717)	(313,899)	(366,434)	(454,750)	(711,902)	(472,901)	137,873	65,551	55,788	51,239	79,880	(2,451,430)	-13.0%
Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	
Net Income	$ (296,158)	$ (225,717)	$ (313,899)	$ (366,434)	$ (454,750)	$ (711,902)	$ (472,901)	$ 137,873	$ 65,551	$ 55,788	$ 51,239	$ 79,880	$ (2,451,430)	
Shares Outs. (000s)	13,286	13,286	13,286	13,286	15,034	15,490	15,490	16,011	16,041	16,041	16,041	16,041	16,041	
EPS	$ (0.02)	$ (0.02)	$ (0.02)	$ (0.03)	$ (0.03)	$ (0.05)	$ (0.03)	$ 0.01	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ (0.15)	

Access One Communcations, Inc.
2000 Pro-Forma Statements of Operations

UNE - P

Revenue	Nov-99	Dec-99	Jan-00	Feb-00	Mar-00	Apr-00	May-00	Jun-00	Jul-00	Aug-00	Sep-00	Oct-00	Total	
Monthly Service	$ 963,588	$ 1,007,306	$ 1,050,043	$ 1,091,874	$ 1,132,872	$ 1,172,666	$ 1,211,167	$ 1,248,416	$ 1,284,455	$ 1,319,323	$ 1,353,058	$ 1,385,696	$ 14,220,464	38.1%
Intralata Usage	228,495	238,693	248,665	258,427	267,997	277,287	286,275	294,971	303,384	311,524	319,400	327,019	3,362,137	9.0%
Features & Services	727,748	759,899	791,339	822,121	852,301	881,601	909,949	937,375	963,911	989,584	1,014,422	1,038,453	10,688,703	28.7%
Enhanced Services	41,909	47,148	55,504	60,136	71,743	83,834	96,379	109,353	122,736	136,505	150,640	165,121	1,141,008	3.1%
Long Distance	367,013	406,584	447,847	490,763	557,536	593,299	629,895	667,274	698,935	730,853	763,005	788,288	7,141,292	19.1%
Equipment & Install.	64,682	64,013	63,399	62,838	62,327	61,864	61,416	60,982	60,563	60,157	59,764	59,384	741,390	2.0%
Total Revenue	2,393,436	2,523,643	2,656,796	2,786,160	2,944,775	3,070,550	3,195,079	3,318,372	3,433,985	3,547,946	3,660,289	3,763,963	37,294,994	100%
Seq. Growth	*5.8%*	*5.4%*	*5.3%*	*4.9%*	*5.7%*	*4.3%*	*4.1%*	*3.9%*	*3.5%*	*3.3%*	*3.2%*	*2.8%*		
Cost of Sales														
Monthly Service	1,230,836	1,286,194	1,340,315	1,393,294	1,445,224	1,495,634	1,544,406	1,591,593	1,637,246	1,681,416	1,724,150	1,765,495	18,135,802	127.5%
Intralata Usage	103,992	108,541	112,990	117,346	121,618	125,765	129,778	133,660	137,416	141,050	144,566	147,968	1,524,692	45.3%
Features & Services	13,002	12,553	12,126	11,720	11,333	10,965	10,609	10,264	9,930	9,608	9,295	8,993	130,399	1.2%
Enhanced Services	26,570	29,892	35,189	38,126	45,485	53,151	61,104	69,330	77,815	86,544	95,506	104,687	723,399	63.4%
Long Distance	166,288	191,318	217,639	245,219	294,615	316,576	339,258	362,620	382,026	401,725	421,697	436,873	3,775,854	52.9%
Equipment & Install.	38,809	38,408	38,040	37,703	37,396	37,118	36,849	36,589	36,338	36,094	35,859	35,631	444,834	60.0%
Total Cost of Sales	1,579,498	1,666,906	1,756,299	1,843,409	1,955,671	2,039,210	2,122,004	2,204,056	2,280,771	2,356,437	2,431,073	2,499,647	24,734,979	66.3%
Gross Margin	813,938	856,737	900,496	942,751	989,104	1,031,340	1,073,075	1,114,316	1,153,214	1,191,509	1,229,217	1,264,316	12,560,015	33.7%
GM %	*34.0%*	*33.9%*	*33.9%*	*33.8%*	*33.6%*	*33.6%*	*33.6%*	*33.6%*	*33.6%*	*33.6%*	*33.6%*	*33.6%*		
Bad Debt Expense	106,560	113,126	117,844	124,169	129,146	135,228	138,747	144,578	147,301	152,572	157,767	162,559	1,629,597	4.4%
Billing Expense	19,209	19,849	20,476	21,092	21,698	22,295	22,872	23,431	23,972	24,495	25,001	25,490	269,879	0.7%
Commissions	3,055	6,982	7,012	7,042	7,091	7,349	7,368	7,387	7,406	7,425	7,444	7,463	83,023	0.2%
Account Acq. Expense	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	2,109,000	5.7%
S, G & A	325,111	326,930	330,098	332,656	337,749	349,351	358,291	363,176	367,316	368,132	372,006	374,680	4,205,495	11.3%
SGA %	*21.9%*	*21.0%*	*20.1%*	*19.3%*	*18.4%*	*18.1%*	*17.7%*	*17.2%*	*16.7%*	*16.2%*	*15.9%*	*15.5%*		
EBITDA	184,253	214,100	249,316	282,042	317,670	341,368	370,048	399,994	431,469	463,136	491,249	518,374	4,263,020	11.4%
Deprec. & Amort.	50,564	50,804	50,996	51,173	51,434	51,775	52,031	52,283	52,517	52,632	52,861	53,064	622,133	
Interest	82,634	82,929	82,597	83,035	83,143	82,527	82,775	82,488	82,490	82,903	82,913	82,816	993,250	
Pre-tax Income	51,055	80,368	115,723	147,834	183,093	207,066	235,242	265,223	296,463	327,602	355,474	382,494	2,647,637	7.1%
Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	
Net Income	$ 51,055	$ 80,368	$ 115,723	$ 147,834	$ 183,093	$ 207,066	$ 235,242	$ 265,223	$ 296,463	$ 327,602	$ 355,474	$ 382,494	$ 2,647,637	
Shares Outs. (000s)	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	
EPS	$ 0.00	$ 0.01	$ 0.01	$ 0.01	$ 0.01	$ 0.01	$ 0.01	$ 0.02	$ 0.02	$ 0.02	$ 0.02	$ 0.02	$ 0.17	

Access One Communications, Inc.
2001 Pro-Forma Statements of Operations

UNE - P

Revenue	Nov-00	Dec-00	Jan-01	Feb-01	Mar-01	Apr-01	May-01	Jun-01	Jul-01	Aug-01	Sep-01	Oct-01	Total	
Monthly Service	$ 1,417,850	$ 1,448,383	$ 1,477,923	$ 1,506,503	$ 1,534,154	$ 1,560,906	$ 1,586,789	$ 1,611,831	$ 1,636,059	$ 1,659,500	$ 1,682,179	$ 1,704,120	$ 18,826,198	36.2%
Intralata Usage	334,534	341,661	348,557	355,229	361,684	367,930	373,972	379,818	385,474	390,946	396,240	401,362	4,437,407	8.5%
Features & Services	1,062,155	1,084,635	1,106,384	1,127,427	1,147,786	1,167,482	1,186,539	1,204,977	1,222,815	1,240,074	1,256,771	1,272,926	14,079,971	27.1%
Enhanced Services	190,751	206,160	221,852	227,435	243,408	259,628	276,078	292,747	309,622	326,690	343,939	361,359	3,259,670	6.3%
Long Distance	806,411	823,628	840,285	856,401	871,993	887,078	901,673	915,794	929,455	942,673	955,461	967,834	10,698,687	20.6%
Equipment & Install.	59,165	58,805	58,456	58,119	57,793	57,477	57,171	56,876	56,590	56,313	56,046	55,787	688,598	1.3%
Total Revenue	3,870,867	3,963,272	4,053,458	4,131,114	4,216,818	4,300,501	4,382,224	4,462,043	4,540,015	4,616,195	4,690,636	4,763,388	51,990,531	100%
Seq. Growth	*2.8%*	*2.4%*	*2.3%*	*1.9%*	*2.1%*	*2.0%*	*1.9%*	*1.8%*	*1.7%*	*1.7%*	*1.6%*	*1.6%*		
Cost of Sales														
Monthly Service	1,806,267	1,844,943	1,882,363	1,918,566	1,953,593	1,987,481	2,020,268	2,051,989	2,082,679	2,112,372	2,141,100	2,168,894	23,970,516	127.3%
Intralata Usage	151,323	154,505	157,583	160,562	163,444	166,232	168,929	171,539	174,064	176,507	178,871	181,157	2,004,716	45.2%
Features & Services	8,701	8,418	8,145	7,880	7,624	7,376	7,136	6,904	6,680	6,463	6,253	6,050	87,629	0.6%
Enhanced Services	120,936	130,705	140,654	144,194	154,321	164,604	175,034	185,602	196,300	207,121	218,057	229,102	2,066,631	63.4%
Long Distance	446,982	456,592	465,889	474,884	483,587	492,006	500,153	508,034	515,659	523,037	530,174	537,080	5,934,077	55.5%
Equipment & Install.	35,499	35,283	35,074	34,871	34,676	34,486	34,303	34,126	33,954	33,788	33,627	33,472	413,159	60.0%
Total Cost of Sales	2,569,709	2,630,447	2,689,708	2,740,957	2,797,243	2,852,185	2,905,822	2,958,194	3,009,337	3,059,288	3,108,083	3,155,755	34,476,728	66.3%
Gross Margin	1,301,158	1,332,825	1,363,750	1,390,157	1,419,575	1,448,316	1,476,401	1,503,849	1,530,678	1,556,907	1,582,553	1,607,633	17,513,803	33.7%
GM %	*33.6%*	*33.6%*	*33.6%*	*33.7%*	*33.7%*	*33.7%*	*33.7%*	*33.7%*	*33.7%*	*33.7%*	*33.7%*	*33.7%*		
Bad Debt Expense	167,115	168,113	172,196	175,714	179,593	183,379	187,075	190,685	194,210	197,653	201,016	204,302	2,221,050	4.3%
Billing Expense	25,969	26,427	26,870	27,299	27,714	28,115	28,504	28,879	29,243	29,594	29,935	30,264	338,813	0.7%
Commissions	7,482	7,503	7,522	7,541	7,560	7,579	7,598	7,618	7,637	7,656	7,675	7,694	91,066	0.2%
Account Acq. Expense	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	175,750	2,109,000	4.1%
S, G & A	378,736	380,539	384,524	391,064	394,190	397,215	397,979	401,082	403,821	405,551	408,115	409,779	4,752,595	9.1%
SGA %	*15.2%*	*14.9%*	*14.7%*	*14.6%*	*14.4%*	*14.2%*	*13.9%*	*13.7%*	*13.6%*	*13.4%*	*13.2%*	*13.1%*		
EBITDA	546,107	574,493	596,888	612,789	634,768	656,278	679,495	699,836	720,018	740,703	760,062	779,844	8,001,281	15.4%
Deprec. & Amort.	53,191	53,394	53,624	53,823	54,039	54,253	54,406	54,625	54,835	55,018	55,225	55,408	651,840	
Interest	93,838	83,199	84,440	85,574	86,586	87,581	88,588	89,557	90,488	91,383	92,242	93,068	1,066,542	
Pre-tax Income	399,078	437,901	458,824	473,392	494,143	514,443	536,501	555,654	574,695	594,303	612,595	631,369	6,282,899	12.1%
Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	
Net Income	$ 399,078	$ 437,901	$ 458,824	$ 473,392	$ 494,143	$ 514,443	$ 536,501	$ 555,654	$ 574,695	$ 594,303	$ 612,595	$ 631,369	$ 6,282,899	
Shares Outs. (000s)	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	16,041	
EPS	$ 0.02	$ 0.03	$ 0.03	$ 0.03	$ 0.03	$ 0.03	$ 0.03	$ 0.03	$ 0.04	$ 0.04	$ 0.04	$ 0.04	$ 0.39	

Access One Communications, Inc.
1999 Pro-Forma Monthly Balance Sheets

Current Assets	Nov-98	Dec-98	Jan-99	Feb-99	Mar-99	Apr-99	May-99	Jun-99	Jul-99	Aug-99	Sep-99	Oct-99
Cash	$ (85,161)	$ (44,143)	$ (75,394)	$ (147,502)	$ -	$ -	$ 9,855	$ -	$ -	$ 64,474	$ 132,699	$ 166,442
Accounts Receivable	1,340,771	1,351,590	1,496,803	1,618,383	1,756,644	4,833,730	3,286,186	3,412,870	3,221,042	3,315,060	3,487,694	3,693,511
Marketable Securities	443,775	443,775	443,775	443,775	2,243,775	2,243,775	2,096,775	1,996,775	1,896,775	1,796,775	1,696,775	1,596,775
Other	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069
Total Current	2,125,454	2,177,290	2,291,253	2,340,724	4,426,488	7,503,574	5,818,886	5,835,714	5,543,886	5,602,379	5,743,238	5,882,797
Property & Equipment	337,166	356,724	367,364	369,377	402,717	450,884	447,238	443,763	469,067	492,425	519,316	537,538
Acc. Deprec.	(78,725)	(84,671)	(90,794)	(96,950)	(103,662)	(111,177)	(118,630)	(126,027)	(133,844)	(142,051)	(150,707)	(159,666)
Net Prop. & Equip.	258,441	272,053	276,570	272,427	299,055	339,708	328,607	317,736	335,222	350,373	368,610	377,872
Other Assets	-	-	-	-	-	1,069,444	1,038,888	1,008,332	977,776	947,220	916,664	886,108
Goodwill	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313
Acc. Amort.	(178,528)	(189,336)	(200,143)	(210,950)	(221,757)	(232,565)	(243,372)	(254,179)	(264,987)	(275,794)	(286,601)	(297,409)
Net Other Assets	1,766,785	1,755,977	1,745,170	1,734,363	1,723,556	1,712,748	1,701,941	1,691,134	1,680,326	1,669,519	1,658,712	1,647,904
Total Assets	4,150,679	4,205,321	4,312,994	4,347,514	6,449,099	10,625,474	8,888,322	8,852,916	8,537,210	8,569,491	8,687,223	8,794,682
Current Liabilities												
AP & Accrued Liab.	2,927,718	3,200,720	3,586,047	3,904,327	3,818,316	4,271,387	4,059,465	3,279,103	3,103,476	3,158,827	3,250,721	3,343,635
Notes Payable	581,291	581,291	581,291	581,291	981,291	2,931,291	2,931,291	2,931,291	2,862,285	2,719,494	2,576,702	2,371,410
Revolver	911,724	919,081	1,017,826	1,100,500	1,194,518	3,286,936	2,234,607	2,320,752	2,190,308	2,254,241	2,371,632	2,511,588
Total Current	4,420,733	4,701,092	5,185,164	5,586,118	5,994,125	10,489,614	9,225,363	8,531,146	8,156,069	8,132,562	8,199,055	8,226,633
Long Term Note Payable	181,124	181,124	118,624	118,624	118,624	56,124	56,124	56,124	19,838	19,838	19,838	19,838
Convertible Notes	-	-	-	-	-	-	-	-	-	-	-	-
Shareholders Equity												
Common Stock	4,181,426	4,181,426	4,181,426	4,181,426	6,329,754	6,785,042	6,785,042	7,305,980	7,336,087	7,336,087	7,336,087	7,336,087
Retained Earnings	(4,632,604)	(4,858,321)	(5,172,220)	(5,538,654)	(5,993,404)	(6,705,306)	(7,178,207)	(7,040,334)	(6,974,784)	(6,918,996)	(6,867,756)	(6,787,876)
Total Shrldrs Equity	(451,178)	(676,895)	(990,794)	(1,357,228)	336,350	79,736	(393,165)	265,646	361,303	417,091	468,331	548,211
Total Liab. & Equity	4,150,679	4,205,321	4,312,994	4,347,514	6,449,099	10,625,474	8,888,322	8,852,916	8,537,210	8,569,491	8,687,223	8,794,682
	-	-	-	-	-	-	-	-	-	-	-	-
Working Capital	(2,295,279)	(2,523,801)	(2,893,910)	(3,245,394)	(1,567,637)	(2,986,040)	(3,406,477)	(2,695,432)	(2,612,184)	(2,530,183)	(2,455,817)	(2,343,835)
Current Ratio	0.48	0.46	0.44	0.42	0.74	0.72	0.63	0.68	0.68	0.69	0.70	0.72
Debt/Equity	(10.20)	(7.21)	(5.35)	(4.20)	18.17	132.26	(23.61)	32.33	22.63	19.55	17.55	15.04
AR/AP	0.46	0.42	0.42	0.41	0.46	1.13	0.81	1.04	1.04	1.05	1.07	1.10
Days AR	53.9	47.6	48.5	48.7	48.4	72.3	50.7	53.6	49.8	49.4	48.9	49.0
Days AP	130.7	140.6	128.5	129.8	114.6	69.9	64.9	78.2	72.9	71.4	69.2	67.3
Tangible Net Worth	(2,217,962)	(2,432,872)	(2,735,964)	(3,091,591)	(1,387,206)	(1,633,012)	(2,095,106)	(1,425,488)	(1,319,023)	(1,252,428)	(1,190,381)	(1,099,694)

Access One Communications, Inc.
2000 Pro-Forma Balance Sheets

Current Assets	November	December	January	February	March	April	May	June	July	August	September	October
Cash	$ 302,600	$ 411,999	$ 501,144	$ 683,546	$ 930,763	$ 1,092,467	$ 1,357,752	$ 1,654,099	$ 2,015,391	$ 2,479,115	$ 2,964,338	$ 3,472,207
Accounts Receivable	3,908,442	4,127,245	4,347,637	4,566,213	4,811,502	5,043,549	5,252,348	5,459,076	5,657,294	5,848,716	6,037,413	6,216,356
Marketable Securities	1,496,775	1,396,775	1,296,775	1,196,775	1,096,775	996,775	896,775	796,775	696,775	596,775	496,775	396,775
Other	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069
Total Current	6,133,886	6,362,088	6,571,624	6,872,602	7,265,109	7,558,860	7,932,944	8,336,018	8,795,529	9,350,675	9,924,595	10,511,407
Property & Equipment	552,070	566,418	577,968	588,561	604,215	624,718	640,043	655,195	669,204	676,098	689,850	702,055
Acc. Deprec.	(168,867)	(178,307)	(187,940)	(197,749)	(207,820)	(218,231)	(228,899)	(239,819)	(250,972)	(262,240)	(273,738)	(285,439)
Net Prop. & Equip.	383,203	388,111	390,029	390,812	396,395	406,487	411,144	415,376	418,232	413,858	416,112	416,616
Other Assets	855,552	824,996	794,440	763,884	733,328	702,772	672,216	641,660	611,104	580,548	549,992	519,436
Goodwill	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313
Acc. Amort.	(308,216)	(319,023)	(329,830)	(340,638)	(351,445)	(362,252)	(373,060)	(383,867)	(394,674)	(405,481)	(416,289)	(427,096)
Net Other Assets	1,637,097	1,626,290	1,615,483	1,604,675	1,593,868	1,583,061	1,572,253	1,561,446	1,550,639	1,539,832	1,529,024	1,518,217
Total Assets	9,009,738	9,201,485	9,371,575	9,631,974	9,988,700	10,251,179	10,588,558	10,954,501	11,375,503	11,884,912	12,419,724	12,965,676
Current Liabilities												
AP & Accrued Liab.	3,504,275	3,609,659	3,719,452	3,826,177	3,975,805	4,078,717	4,181,662	4,284,599	4,379,642	4,474,074	4,567,889	4,652,458
Notes Payable	2,228,619	2,085,827	1,880,535	1,737,744	1,594,952	1,389,660	1,246,869	1,104,077	998,785	955,994	913,202	870,410
Revolver	2,657,741	2,806,527	2,956,393	3,105,025	3,271,821	3,429,613	3,571,596	3,712,171	3,846,960	3,977,127	4,105,441	4,227,122
Total Current	8,390,634	8,502,013	8,556,380	8,668,945	8,842,578	8,897,991	9,000,127	9,100,848	9,225,387	9,407,194	9,586,532	9,749,990
Long Term Note Payable	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838
Convertible Notes	-	-	-	-	-	-	-	-	-	-	-	-
Shareholders Equity												
Common Stock	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087
Retained Earnings	(6,736,821)	(6,656,453)	(6,540,730)	(6,392,896)	(6,209,803)	(6,002,736)	(5,767,494)	(5,502,272)	(5,205,809)	(4,878,207)	(4,522,733)	(4,140,239)
Total Shrldrs Equity	599,266	679,634	795,357	943,191	1,126,284	1,333,350	1,568,593	1,833,815	2,130,278	2,457,880	2,813,354	3,195,848
Total Liab. & Equity	9,009,738	9,201,485	9,371,575	9,631,974	9,988,700	10,251,179	10,588,558	10,954,501	11,375,503	11,884,912	12,419,724	12,965,676
	-	-	-	-	-	-	-	-	-	-	-	-
Working Capital	(2,256,748)	(2,139,925)	(1,984,756)	(1,796,343)	(1,577,469)	(1,339,131)	(1,067,183)	(764,829)	(429,858)	(56,519)	338,064	761,417
Current Ratio	0.73	0.75	0.77	0.79	0.82	0.85	0.88	0.92	0.95	0.99	1.04	1.08
Debt/Equity	14.03	12.54	10.78	9.21	7.87	6.69	5.75	4.97	4.34	3.84	3.41	3.06
AR/AP	1.12	1.14	1.17	1.19	1.21	1.24	1.26	1.27	1.29	1.31	1.32	1.34
Days AR	49.0	49.1	49.1	49.2	49.0	49.3	49.3	49.4	49.4	49.5	49.5	49.5
Days AP	66.6	65.0	63.5	62.3	61.0	60.0	59.1	58.3	57.6	57.0	56.4	55.8
Tangible Net Worth	(1,037,831)	(946,656)	(820,126)	(661,485)	(467,584)	(249,710)	(3,661)	272,369	579,639	918,048	1,284,330	1,677,631

Access One Communications, Inc.
2001 Pro-Forma Balance Sheets

Current Assets	November	December	January	February	March	April	May	June	July	August	September	October
Cash	$ 3,905,400	$ 4,362,541	$ 4,841,511	$ 5,328,705	$ 5,845,689	$ 6,380,816	$ 6,941,550	$ 7,517,415	$ 8,112,791	$ 8,729,300	$ 9,362,593	$ 10,016,020
Accounts Receivable	6,392,722	6,556,753	6,708,850	6,846,931	6,984,664	7,125,769	7,263,559	7,398,133	7,529,584	7,658,005	7,783,487	7,906,114
Marketable Securities	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775
Other	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069	426,069
Total Current	11,120,967	11,742,138	12,373,206	12,998,480	13,653,198	14,329,429	15,027,954	15,738,392	16,465,219	17,210,150	17,968,924	18,744,978
Property & Equipment	709,643	721,834	735,646	747,605	760,555	773,409	782,575	795,698	808,283	819,253	831,672	842,654
Acc. Deprec.	(297,266)	(309,297)	(321,558)	(334,018)	(346,694)	(359,584)	(372,627)	(385,888)	(399,360)	(413,014)	(426,875)	(440,919)
Net Prop. & Equip.	412,377	412,538	414,089	413,587	413,861	413,825	409,948	409,810	408,923	406,239	404,797	401,735
Other Assets	488,880	458,324	427,768	397,212	366,656	336,100	305,544	274,988	244,432	213,876	183,320	152,764
Goodwill	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313	1,945,313
Acc. Amort.	(437,903)	(448,711)	(459,518)	(470,325)	(481,133)	(491,940)	(502,747)	(513,554)	(524,362)	(535,169)	(545,976)	(556,784)
Net Other Assets	1,507,410	1,496,602	1,485,795	1,474,988	1,464,180	1,453,373	1,442,566	1,431,759	1,420,951	1,410,144	1,399,337	1,388,529
Total Assets	13,529,633	14,109,602	14,700,858	15,284,267	15,897,895	16,532,727	17,186,012	17,854,948	18,539,526	19,240,409	19,956,378	20,688,007
Current Liabilities												
AP & Accrued Liab.	4,740,199	4,813,517	4,885,315	4,944,229	5,012,848	5,080,077	5,145,954	5,210,519	5,273,806	5,335,851	5,396,689	5,456,354
Notes Payable	827,619	784,827	742,035	699,244	656,452	613,660	570,869	528,077	485,285	442,494	399,702	356,910
Revolver	4,347,051	4,458,592	4,562,018	4,655,913	4,749,572	4,845,523	4,939,220	5,030,730	5,120,117	5,207,444	5,292,771	5,376,158
Total Current	9,914,869	10,056,936	10,189,368	10,299,386	10,418,871	10,539,260	10,656,044	10,769,326	10,879,208	10,985,788	11,089,162	11,189,422
Long Term Note Payable	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838	19,838
Convertible Notes	-	-	-	-	-	-	-	-	-	-	-	-
Shareholders Equity												
Common Stock	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087	7,336,087
Retained Earnings	(3,741,160)	(3,303,260)	(2,844,435)	(2,371,044)	(1,876,901)	(1,362,457)	(825,956)	(270,302)	304,393	898,696	1,511,291	2,142,660
Total Shrldrs Equity	3,594,926	4,032,827	4,491,652	4,965,043	5,459,186	5,973,629	6,510,130	7,065,784	7,640,480	8,234,783	8,847,378	9,478,747
Total Liab. & Equity	13,529,633	14,109,602	14,700,858	15,284,267	15,897,895	16,532,727	17,186,012	17,854,948	18,539,526	19,240,409	19,956,378	20,688,007
	-	-	-	-	-	-	-	-	-	-	-	-
Working Capital	1,206,098	1,685,201	2,183,838	2,699,094	3,234,326	3,790,169	4,371,910	4,969,066	5,586,011	6,224,361	6,879,762	7,555,557
Current Ratio	1.12	1.17	1.21	1.26	1.31	1.36	1.41	1.46	1.51	1.57	1.62	1.68
Debt/Equity	2.76	2.50	2.27	2.08	1.91	1.77	1.64	1.53	1.43	1.34	1.26	1.18
AR/AP	1.35	1.36	1.37	1.38	1.39	1.40	1.41	1.42	1.43	1.44	1.44	1.45
Days AR	49.5	49.6	49.7	49.7	49.7	49.7	49.7	49.7	49.8	49.8	49.8	49.8
Days AP	55.3	54.9	54.5	54.1	53.8	53.4	53.1	52.8	52.6	52.3	52.1	51.9
Tangible Net Worth	2,087,517	2,536,225	3,005,856	3,490,055	3,995,005	4,520,256	5,067,565	5,634,026	6,219,528	6,824,639	7,448,041	8,090,218

Access One Communications, Inc.
1999 Pro-Forma Statements of Cash Flows

	Nov-98	Dec-98	Jan-99	Feb-99	Mar-99	Apr-99	May-99	Jun-99	Jul-99	Aug-99	Sep-99	Oct-99	Total
Operations													
Net Income	(296,158)	(225,717)	(313,899)	(366,434)	(454,750)	(711,902)	(472,901)	137,873	65,551	55,788	51,239	79,880	(2,451,430)
Deprec. & Amort.	16,427	16,753	16,930	16,964	17,519	48,878	48,817	48,759	49,181	49,570	50,019	50,322	430,139
Accounts Receivable	(133,500)	(10,819)	(145,214)	(121,580)	(138,262)	(3,077,086)	1,547,544	(126,684)	191,828	(94,019)	(172,634)	(205,817)	(2,486,240)
Accounts Payable	8,350	273,002	385,327	318,281	(86,011)	453,070	(211,922)	(780,361)	(175,628)	55,352	91,893	92,915	424,267
Net Cash from Oper.	(404,881)	53,219	(56,856)	(152,769)	(661,503)	(3,287,040)	911,538	(720,413)	130,932	66,692	20,517	17,300	(4,083,264)
Investment													
Fixed Assets	(10,000)	(19,558)	(10,640)	(2,013)	(33,340)	(48,167)	3,647	3,475	(25,304)	(23,358)	(26,892)	(18,221)	(210,372)
Other Assets						(1,100,000)	-						
Marketable Securities	-		-	-	-	-	147,000	100,000	100,000	100,000	100,000	100,000	647,000
Net Cash from Inv.	(10,000)	(19,558)	(10,640)	(2,013)	(33,340)	(1,148,167)	150,647	103,475	74,696	76,642	73,108	81,779	(663,372)
Financing													
Receivable Financing	211,678	7,357	98,745	82,674	94,018	2,092,418	(1,052,330)	86,145	(130,443)	63,933	117,391	139,955	1,811,542
Notes Payable	-	-	-	-	400,000	1,950,000			(42,792)	(142,792)	(142,792)	(142,792)	1,878,833
LT Notes Payable	-	-	(62,500)		-	(62,500)	-	-	(62,500)			(62,500)	(250,000)
Convertible Notes			-	-									-
Equity Capital	-	-	-	-	348,328	455,289	-	520,938	30,107	-	-	-	1,354,661
Net Cash from Finan.	211,678	7,357	36,245	82,674	842,346	4,435,207	(1,052,330)	607,083	(205,628)	(78,859)	(25,401)	(65,336)	4,795,036
Cash at End of Period	(85,161)	(44,143)	(75,394)	(147,502)	-	-	9,855	-	-	64,474	132,699	166,442	166,442

Revolver and Availability Analysis

	Nov-98	Dec-98	Jan-99	Feb-99	Mar-99	Apr-99	May-99	Jun-99	Jul-99	Aug-99	Sep-99	Oct-99	Total
Accounts Receivable	1,340,771	1,351,590	1,496,803	1,618,383	1,756,644	4,833,730	3,286,186	3,412,870	3,221,042	3,315,060	3,487,694	3,693,511	3,693,511
Total Availability	911,724	919,081	1,017,826	1,100,500	1,194,518	3,286,936	2,234,607	2,320,752	2,190,308	2,254,241	2,371,632	2,511,588	2,511,588
Balance on Line	911,724	919,081	1,017,826	1,100,500	1,194,518	3,286,936	2,234,607	2,320,752	2,190,308	2,254,241	2,371,632	2,511,588	2,511,588
Net availability	-	-	-	-	-	-	-	-	-	-	-	-	-
RFC Term Loan Availability				475,080	1,912,377	3,297,066	2,527,171	2,534,179	2,397,856	2,390,165	2,417,850	2,460,467	2,460,467
RFC Term Loan Balance	354,000	354,000	354,000	354,000	754,000	2,704,000	2,704,000	2,704,000	2,661,208	2,518,417	2,375,625	2,232,833	2,232,833
Net availability				121,080	1,158,377	593,066	(176,829)	(169,821)	(263,352)	(128,252)	42,225	227,634	227,634
Marketable Securities	443,775	443,775	443,775	443,775	2,243,775	2,243,775	2,096,775	1,996,775	1,896,775	1,796,775	1,696,775	1,596,775	1,596,775
Total Liquidity	136,726	177,744	146,494	195,465	2,280,265	1,714,954	881,414	828,567	685,035	834,610	1,023,312	1,192,464	1,192,464

Accounts Payable Detail

	Nov-98	Dec-98	Jan-99	Feb-99	Mar-99	Apr-99	May-99	Jun-99	Jul-99	Aug-99	Sep-99	Oct-99	Total
BellSouth	2,113,308	2,129,909	2,338,934	2,381,439	2,338,453	2,714,799	2,501,998	1,833,993	1,642,751	1,669,385	1,713,278	1,755,890	1,755,890
Sales and excise taxes	349,364	463,428	553,386	560,467	571,168	681,472	673,201	651,372	653,858	661,189	673,198	684,856	684,856
Misc.	465,046	607,383	693,727	962,421	908,695	875,116	884,265	793,739	806,867	828,253	864,245	902,890	902,890
	2,927,718	3,200,720	3,586,047	3,904,327	3,818,316	4,271,387	4,059,465	3,279,103	3,103,476	3,158,827	3,250,721	3,343,635	3,343,635

Access One Communications, Inc.
2000 Pro-Forma Statements of Cash Flows

	Nov-99	Dec-99	Jan-00	Feb-00	Mar-00	Apr-00	May-00	Jun-00	Jul-00	Aug-00	Sep-00	Oct-00	Total
Operations													
Net Income	51,055	80,368	115,723	147,834	183,093	207,066	235,242	265,223	296,463	327,602	355,474	382,494	2,647,637
Deprec. & Amort.	50,564	50,804	50,996	51,173	51,434	51,775	52,031	52,283	52,517	52,632	52,861	53,064	622,133
Accounts Receivable	(214,931)	(218,803)	(220,391)	(218,576)	(245,289)	(232,047)	(208,799)	(206,728)	(198,219)	(191,422)	(188,697)	(178,943)	(2,522,845)
Accounts Payable	160,640	105,384	109,793	106,725	149,628	102,913	102,945	102,937	95,043	94,432	93,815	84,569	1,308,823
Net Cash from Oper.	47,328	17,752	56,121	87,155	138,866	129,707	181,419	213,715	245,804	283,243	313,453	341,184	2,055,747
Investment													
Fixed Assets	(14,532)	(14,348)	(11,551)	(10,593)	(15,653)	(20,504)	(15,325)	(15,152)	(14,009)	(6,894)	(13,752)	(12,205)	(164,518)
Marketable Securities	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	1,200,000
Net Cash from Inv.	85,468	85,652	88,449	89,407	84,347	79,496	84,675	84,848	85,991	93,106	86,248	87,795	1,035,482
Financing													
Receivable Financing	146,153	148,786	149,866	148,632	166,797	157,792	141,983	140,575	134,789	130,167	128,314	121,681	1,715,535
Notes Payable	(142,792)	(142,792)	(142,792)	(142,792)	(142,792)	(142,792)	(142,792)	(142,792)	(42,792)	(42,792)	(42,792)	(42,792)	(1,313,500)
LT Notes Payable	-	-	(62,500)	-		(62,500)	-		(62,500)	-		-	(187,500)
Convertible Notes			-										-
Equity Capital	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash from Finan.	3,361	5,995	(55,426)	5,840	24,005	(47,500)	(809)	(2,217)	29,497	87,375	85,522	78,890	214,535
Cash at End of Period	302,600	411,999	501,144	683,546	930,763	1,092,467	1,357,752	1,654,099	2,015,391	2,479,115	2,964,338	3,472,207	3,472,207

Revolver and Availability Analysis

	Nov-99	Dec-99	Jan-00	Feb-00	Mar-00	Apr-00	May-00	Jun-00	Jul-00	Aug-00	Sep-00	Oct-00	Total
Accounts Receivable	3,908,442	4,127,245	4,347,637	4,566,213	4,811,502	5,043,549	5,252,348	5,459,076	5,657,294	5,848,716	6,037,413	6,216,356	6,216,356
Total Availability	2,657,741	2,806,527	2,956,393	3,105,025	3,271,821	3,429,613	3,571,596	3,712,171	3,846,960	3,977,127	4,105,441	4,227,122	4,227,122
Balance on Line	2,657,741	2,806,527	2,956,393	3,105,025	3,271,821	3,429,613	3,571,596	3,712,171	3,846,960	3,977,127	4,105,441	4,227,122	4,227,122
Net availability	-	-	-	-	-	-	-	-	-	-	-	-	-
RFC Term Loan Availability	2,507,186	2,555,648	2,604,824	2,653,183	2,713,563	2,767,985	2,811,944	2,854,971	2,894,170	2,930,310	2,965,223	2,995,748	2,995,748
RFC Term Loan Balance	2,090,042	1,947,250	1,804,458	1,661,667	1,518,875	1,376,083	1,233,292	1,090,500	1,047,708	1,004,917	962,125	919,333	919,333
Net availability	417,145	608,398	800,366	991,517	1,194,688	1,391,901	1,578,652	1,764,471	1,846,462	1,925,393	2,003,098	2,076,415	2,076,415
Marketable Securities	1,496,775	1,396,775	1,296,775	1,196,775	1,096,775	996,775	896,775	796,775	696,775	596,775	496,775	396,775	396,775
Total Liquidity	1,468,132	1,718,784	1,949,897	2,273,450	2,673,839	2,982,755	3,384,792	3,816,958	4,210,240	4,702,896	5,215,824	5,747,009	3,868,982

Accounts Payable Detail

	Nov-99	Dec-99	Jan-00	Feb-00	Mar-00	Apr-00	May-00	Jun-00	Jul-00	Aug-00	Sep-00	Oct-00	Total
BellSouth	1,802,546	1,846,734	1,889,944	1,932,254	1,973,735	2,014,008	2,052,973	2,090,671	2,127,145	2,162,432	2,196,573	2,229,605	15,518,620
Sales and excise taxes	697,568	709,618	721,398	732,931	744,236	755,209	765,827	776,099	786,037	795,652	804,955	813,955	813,955
Misc.	1,004,161	1,053,308	1,108,110	1,160,992	1,257,834	1,309,500	1,362,862	1,417,829	1,466,460	1,515,989	1,566,360	1,608,898	1,608,898
	3,504,275	3,609,659	3,719,452	3,826,177	3,975,805	4,078,717	4,181,662	4,284,599	4,379,642	4,474,074	4,567,889	4,652,458	17,941,473

Access One Communications, Inc.
2001 Pro-Forma Statements of Cash Flows

	Nov-00	Dec-00	Jan-01	Feb-01	Mar-01	Apr-01	May-01	Jun-01	Jul-01	Aug-01	Sep-01	Oct-01	Total
Operations													
Net Income	399,078	437,901	458,824	473,392	494,143	514,443	536,501	555,654	574,695	594,303	612,595	631,369	6,282,899
Deprec. & Amort.	53,191	53,394	53,624	53,823	54,039	54,253	54,406	54,625	54,835	55,018	55,225	55,408	651,840
Accounts Receivable	(176,366)	(164,031)	(152,097)	(138,080)	(137,733)	(141,105)	(137,790)	(134,573)	(131,451)	(128,421)	(125,481)	(122,628)	(1,689,758)
Accounts Payable	87,741	73,318	71,797	58,915	68,619	67,229	65,878	64,564	63,287	62,045	60,838	59,665	803,896
Net Cash from Oper.	363,644	400,582	432,149	448,049	479,067	494,821	518,995	540,270	561,366	582,944	603,177	623,814	6,048,877
Investment													
Fixed Assets	(7,588)	(12,191)	(13,812)	(11,959)	(12,950)	(12,854)	(9,166)	(13,123)	(12,585)	(10,970)	(12,419)	(10,982)	(140,599)
Marketable Securities	-		-	-	-	-	-	-	-				
Net Cash from Inv.	(7,588)	(12,191)	(13,812)	(11,959)	(12,950)	(12,854)	(9,166)	(13,123)	(12,585)	(10,970)	(12,419)	(10,982)	(140,599)
Financing													
Receivable Financing	119,929	111,541	103,426	93,895	93,659	95,951	93,697	91,510	89,387	87,327	85,327	83,387	1,149,035
Notes Payable	(42,792)	(42,792)	(42,792)	(42,792)	(42,792)	(42,792)	(42,792)	(42,792)	(42,792)	(42,792)	(42,792)	(42,792)	(513,500)
LT Notes Payable	-	-	-	-	-	-	-	-	-	-	-	-	-
Convertible Notes			-										-
Equity Capital	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash from Finan.	77,137	68,749	60,634	51,103	50,867	53,160	50,906	48,718	46,595	44,535	42,535	40,595	635,535
Cash at End of Period	3,905,400	4,362,541	4,841,511	5,328,705	5,845,689	6,380,816	6,941,550	7,517,415	8,112,791	8,729,300	9,362,593	10,016,020	10,016,020

Revolver and Availability Analysis

	Nov-00	Dec-00	Jan-01	Feb-01	Mar-01	Apr-01	May-01	Jun-01	Jul-01	Aug-01	Sep-01	Oct-01	Total
Accounts Receivable	6,392,722	6,556,753	6,708,850	6,846,931	6,984,664	7,125,769	7,263,559	7,398,133	7,529,584	7,658,005	7,783,487	7,906,114	7,906,114
Total Availability	4,347,051	4,458,592	4,562,018	4,655,913	4,749,572	4,845,523	4,939,220	5,030,730	5,120,117	5,207,444	5,292,771	5,376,158	5,376,158
Balance on Line	4,347,051	4,458,592	4,562,018	4,655,913	4,749,572	4,845,523	4,939,220	5,030,730	5,120,117	5,207,444	5,292,771	5,376,158	5,376,158
Net availability	-	-	-	-	-	-	-	-	-	-	-	-	-
RFC Term Loan Availability	3,075,112	3,148,926	3,217,370	3,279,506	3,341,486	3,404,984	3,466,989	3,527,547	3,586,700	3,644,490	3,700,956	3,756,139	3,756,139
RFC Term Loan Balance	876,542	833,750	790,958	748,167	705,375	662,583	619,792	577,000	534,208	491,417	448,625	468,333	468,333
Net availability	2,198,571	2,315,176	2,426,412	2,531,340	2,636,111	2,742,400	2,847,198	2,950,547	3,052,492	3,153,073	3,252,331	3,287,806	3,287,806
Marketable Securities	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775	396,775
Total Liquidity	6,302,359	6,876,104	7,466,311	8,058,432	8,680,188	9,321,604	9,987,136	10,666,350	11,363,671	12,080,761	12,813,312	13,502,213	13,502,213

Accounts Payable Detail

	Nov-00	Dec-00	Jan-01	Feb-01	Mar-01	Apr-01	May-01	Jun-01	Jul-01	Aug-01	Sep-01	Oct-01	Total
BellSouth	1,462,184	1,493,083	1,522,977	1,551,901	1,579,884	1,606,958	1,633,151	1,658,494	1,683,013	1,706,735	1,729,686	1,751,891	1,751,891
Sales and excise taxes	822,827	831,247	839,393	847,274	854,899	862,276	869,414	876,319	883,001	889,465	895,718	901,769	901,769
Misc.	2,455,188	2,489,188	2,522,944	2,545,054	2,578,065	2,610,843	2,643,389	2,675,705	2,707,792	2,739,651	2,771,284	2,802,693	2,802,693
	4,740,199	4,813,517	4,885,315	4,944,229	5,012,848	5,080,077	5,145,954	5,210,519	5,273,806	5,335,851	5,396,689	5,456,354	5,456,354

Attachment 2

Certificate of Service

CERTIFICATE OF SERVICE

Notice is given that on September 17, 1999, The Other Phone Company d/b/a Access One Communications filed with the Tennessee Regulatory Authority an Application for a Certificate to Provide Competing Local Telecommunications. A copy of this application is available for inspection at the Tennessee Regulatory Authority or by contacting Technologies Management, Inc., 210 North Park Avenue, Winter Park, FL 32789 for a copy of said application.

1. Ardmore Telephone Company, Inc.
   Terry Wales, General Manager
   P.O. Box 549
   517 Ardmore Avenue
   Ardmore, TN 38449

2. BellSouth Telecommunications, Inc.
   Guy M. Hicks, General Counsel
   333 Commerce Street
   Nashville, TN 37201-3300

3. CenturyTel of Adamsville
4. CenturyTel of Claiborne
5. CenturyTel of Ooltewah-Collegedale
   G. Clay Balley
   Director of Regulatory Affairs
   P.O. Box 4065
   Monroe, LA 71211-4065

6. Citizens Telecommunications Company of Tennessee
7. Citizens Telecommunications Company of the Volunteer State
   Mike Swatts
   State Regulatory Director, South
   P.O. Box 770
   300 Bland Street
   Bluefield, WV 24701

8. Loretto Telephone Company, Inc.
   Louise Brown, President
   P.O. Box 130
   Loretto, TN 38469

9. Millington Telephone Company, Inc.
   W.S. Howard, President
   4880 Navy Road
   Millington, TN 38053

10. Sprint-United
    Steve Parott, Director Regulatory Affairs
    United Telephone Southeast, Inc.
    14111 Capital Boulevard
    Wake Forrest, NC 27587-5900

11. Concord Telephone Exchange, Inc.

12. Humphreys County Telephone Company

13. Tellico Telephone Company

14. Tennessee Telephone Company
    John D. Feehan, Manager External Relations
    P.O. Box 22995
    Knoxville, TN 37933-0995

15. Crockett Telephone Company, Inc.

16. People's Telephone Company, Inc.

17. West Tennessee Telephone Company, Inc.
    Jim Wingo, General Manager
    P.O. Box 7
    Friendship, TN 38034

18. United Telephone Company
    Herbert Bivens, General Manager
    P.O. Box 38
    120 Taylor Street
    Chapel Hill, TN 37034

Lee Simpson, Technologies Management, Inc.

Attachment 3

Y2K Plan

Year 2000 Readiness

Access One Communications is fully prepared for the year 2000. Our Billing System and Customer Care Systems have been developed with the Year 2000 problem fully in our minds. All dates in our systems use the full 4-digit year instead of the 2-digit year, which could cause the Y2K bugs.

All dates in record received from outside vendors are immediately converted to a 4-digit year, provided they are not in a 4-digit year. The year is converted as follows:

Year (yy)	if < 80 change to 20yy
	If >= 80 change to 19yy

This 2-digit date conversion would be applied to all Call Detail Records (CDRs) and Lockbox data if needed.

Our computer systems (servers, workstations) that we have purchased have been tested and are also Year 2000 compliant.

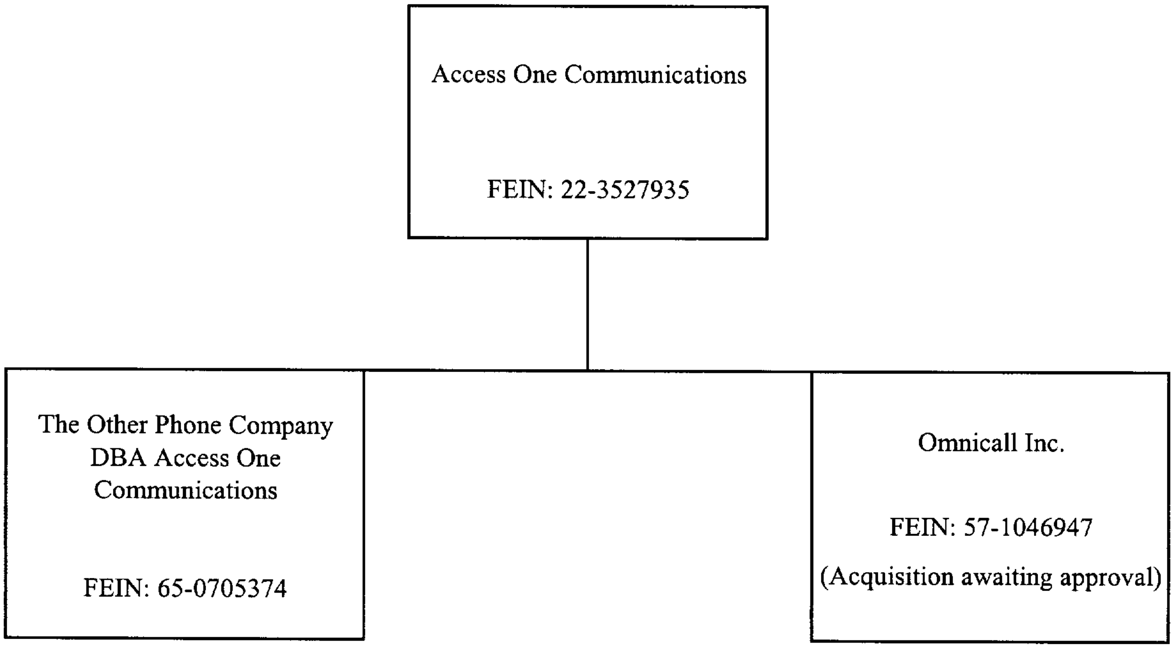
Attachment 4

Proposed Access Tariff

The services proposed by Access One Communications are listed in the Access Tariff No. 2 already on file with the Tennessee Regulatory Authority.

Attachment 5

Organizational Chart


Access One Communications
FEIN: 22-3527935
The Other Phone Company
DBA Access One
Communications
FEIN: 65-0705374
Omnicall Inc.
FEIN: 57-1046947
(Acquisition awaiting approval)