

NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

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JEFFERSON CITY, MISSOURI 65102-0537

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ROBERT K. ANGSTEAD

MARK W. COMLEY

CATHLEEN A. MARTIN

STEPHEN G. NEWMAN

JOHN A. RUTH

D. GREGORY STONEBARGER

April 27, 2000

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

FILED

APR 27 2000

Re: OnSite Access Local, LLC
Basic Local Exchange

Missouri Public
Service Commission

Dear Judge Roberts:

TA-2000-691

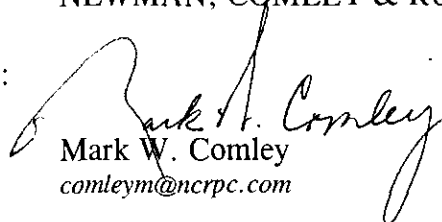
Please find enclosed for filing in the referenced matter an original and fourteen copies of an Application for Certificate of Service Authority and for Competitive Classification, along with a Motion for Protective Order. I also enclose the original and eight copies of Exhibit 3 to the motion, which is marked highly confidential and filed under seal. The non-proprietary version of Exhibit 3 is attached to the Application.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Tony S. Lee

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED

APR 27 2000

Missouri Public
Service Commission

In the Matter of the Application of)
)
 ONSITE ACCESS LOCAL, LLC)
)
 for a Certificate of Service Authority to)
 Provide Resold and Facilities-based Basic)
 Local Intrastate Telecommunications)
 Services within the State of Missouri.)

Case No. TA-2000-691

**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY AND
FOR COMPETITIVE CLASSIFICATION**

OnSite Access Local, LLC ("OnSite" or "Applicant"), by its undersigned counsel, hereby applies, pursuant to §§ 392.410, 392.430, 392.440, 392.450, and 392.455, RSMo. 1994; 4 CSR 240-2060(4), and the Federal Telecommunications Act of 1996 Pub. L. No. 104-104, 100 Stat. 56, approved February 8, 1996, for a Certificate of Service Authority to provide resold and facilities-based intrastate basic local telecommunications services in the State of Missouri. Additionally, pursuant to §§ 392.420 and 392.361, RSMo. 1994 OnSite requests that said services be classified as competitive and to waive certain statutes and regulations. In support of its application, OnSite provides the following information.

I. INTRODUCTION

1. Applicant's legal name is OnSite Access Local, LLC. OnSite maintains its principal place of business at:

OnSite Access Local, LLC
1372 Broadway, Second Floor
New York, New York 10018

Telephone: (212) 324-1500
Facsimile: (212) 324-1550

2. Correspondence or communications pertaining to this application should be directed

to:

Mark W. Comley
Newman, Comley & Ruth, P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306

and

Russell M. Blau
Tony S. Lee
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Telephone: (202) 424-7798
Facsimile: (202) 424-7645

with a copy to:

Brian M. Benz
Senior Vice President, Finance
OnSite Access Local, LLC
1372 Broadway, Second Floor
New York, New York 10018
Telephone: (212) 324-1500
Facsimile: (212) 324-1550

3. Questions concerning the ongoing operations of OnSite following certification should be directed to Mr. Brian M. Benz as provided above.

4. Applicant's registered agent in the State of Missouri is:

CT Corporation System
120 South Central Ave., Suite 400
Clayton, MO 63105
Telephone: (314) 863-5545

5. The following toll free number is available for customer service inquiries:

1-800-362-4672

II. QUALIFICATIONS

6. OnSite, a limited liability company organized under the laws of New York on February 7, 1997, is a wholly-owned subsidiary of OnSite Access, Inc., a Delaware holding company. As of January 3, 2000, OnSite is authorized to transact business in the State of Missouri. OnSite's Articles of Organization and a copy of its Certificate of Authority to Transact Business in Missouri are attached hereto as Exhibit 1 and Exhibit 2, respectively.

7. OnSite is financially qualified to provide resold and facilities-based intrastate basic local telecommunications services in the State of Missouri. Through its parent company, OnSite has access to the financing and capital necessary to conduct the telecommunications services as specified in this application. OnSite will rely upon its existing personnel and resources, both technological and financial, to provide intrastate telecommunications services. In support of OnSite's application, attached hereto as Exhibit 3, under seal and subject to a request for confidential treatment, is a copy of the most recent financial statement for OnSite's parent company, OnSite Access, Inc.¹

8. OnSite has the managerial and technical qualifications to provide intrastate telecommunications services in Missouri. OnSite's management team has considerable experience in network operations, financial analysis/accounting, marketing, sales, customer service, training,

¹ The submitted financial documents include the predecessor entities of OnSite Access, Inc., as follows: the parent company was originally formed on July 5, 1996, under the name Veritech Ventures LLC. Effective May 18, 1998, the parent company was reorganized under the name OnSite Ventures LLC (*see* 1998 financial statements, note 1). On June 30, 1999, OnSite Ventures LLC was merged into a newly formed corporation under the name OnSite Access, Inc. (*id.*, note 9).

regulatory, and other relevant areas. Attached hereto as Exhibit 4 is a description of the telecommunications experience and expertise of OnSite's key management personnel. As the biographical information of OnSite's key personnel reflects, these individuals have substantial experience in running major telecommunications operations. Each member of OnSite's management team will draw upon his or her own experience, as well as the collective experience of the entire management team, to ensure that OnSite is managed and operated effectively, efficiently, and profitably. Exhibit 4 describes the technical and managerial experience of OnSite's personnel in greater detail.

9. Applicant is currently authorized to provide competitive local exchange telecommunications services in the following states: California, Connecticut, District of Columbia, Illinois, Massachusetts, New Jersey, and New York. Applicant has a pending application to provide competitive local exchange telecommunications services in Florida, Georgia, Maryland, Minnesota, Oregon, Pennsylvania, and Virginia. In addition, OnSite is currently authorized to provide resold intrastate interexchange telecommunications services, by virtue of certification, registration or tariff requirements, or on an unregulated basis, in California, Colorado, Connecticut, Illinois, Iowa, Montana, Massachusetts, New Jersey, New York, Utah, and Virginia. Applicant has pending applications to provide such service in Florida, Georgia, Maryland, Minnesota, North Carolina, Oregon and Pennsylvania. As a non-dominant common carrier, OnSite is not required to hold Federal Communications Commission authorization to provide domestic interstate telecommunications services. Furthermore, Applicant has never been denied any request for authority to provide telecommunications services.

III. PROPOSED SERVICES

10. OnSite proposes to provide resold and facilities-based intrastate basic local telecommunications services throughout the State of Missouri and, therefore, seeks statewide authorization. Applicant seeks authority to provide basic local exchange telecommunications services in all exchanges currently served by Southwestern Bell Telephone Company (SWBT), GTE and Sprint. A list of the SWBT, GTE, and Sprint exchanges in which Applicant seeks authority is set forth on Exhibit 5. Pursuant to applicable law, and subject to Applicant's right under federal or state laws to seek to offer, and offer and provide service in geographical areas smaller than an exchange or in market segmentations or to offer customer specific pricing, similarly situated subscribers located within the listed exchanges will receive services on equal terms and conditions as set forth in Applicant's tariffs.

11. Applicant intends to offer its services in accord with its tariffs. The provisions of 4 CSR 240-2.060(4)(H) require that a proposed tariff with a forty-five (45) day effective date be included with this application, and Applicant wishes to comply with this requirement. Because negotiations are not final with any of the incumbent local exchange companies in whose territory Applicant intends to provide service, the charges for interconnection and network elements, and other material provisions and terms have not been concluded, and Applicant requests the Commission to waive the provisions of this rule. Applicant intends to supply its proposed tariffs to the Commission with at least a thirty-day effective date at or near the time its interconnection agreements are approved.

12. Applicant also agrees that:

- A. It will file and maintain basic local exchange service tariff(s) with the Commission in the same manner and form as the Commission requires of

incumbent local exchange telecommunications companies with which applicant will compete;

- B. It will meet the minimum basic local service standards, including quality of service and billing standards, as the Commission may require of the incumbent local exchange telecommunications companies with which it will compete;
- C. It will offer basic local telecommunications service as a separate and distinct service and will offer basic service within the exchange boundaries of the exchanges identified in Exhibit 5, unless authorized by this Commission, or any other agency having jurisdiction, to offer and provide service in areas smaller than an exchange pursuant to Section 392.200.4 RSMo. or other applicable law; and
- D. In accord with state and federal law, and with Commission rules and regulations on the issue, but without waiver of applicant's right to appear in any rulemaking proceeding or other proceeding regarding the same, Applicant will provide equitable access to subscribers within the area proposed to be served. See Section 392.455.(5), RSMo.

13. Applicant requests classification as a competitive basic local exchange telecommunications company within the State of Missouri. Applicant further requests classification of services described in its proposed tariff as competitive services consistent with the Telecommunications Act of 1996. Such request includes classification of exchange access services as competitive services.

14. Applicant will comply with all applicable Commission rules and regulations except those which are specifically waived by the Commission pursuant to Applicant's request.

15. Applicant also respectfully requests, pursuant to Section 392.420, RSMo 1994 that the Commission suspend, waive or modify the application of the following rules and statutory provisions as it relates to the regulation of the Applicant as a competitive basic exchange telecommunications company:

RULES

4 CSR 240-10.020	—	depreciation fund income
4 CSR 240-30.010(2)(C)	—	posting of rate schedules at central offices
4 CSR 240-30.040	—	Uniform System of Accounts
4 CSR 240-32.030(4)(C)	—	filing of exchange boundary maps
4 CSR 240-33.030	—	Inform customers of lowest price available
4 CSR 240-35	—	reporting of bypass and customer specific arrangements

STATUTES

392.210.2	—	Uniform System of Accounts
392.240(1)	—	setting just and reasonable rates
392.270	--	valuation of property (rate making)
392.280	—	depreciation accounts
392.290.1	—	issuance of securities
392.300.2	—	acquisition of stock
392.310	—	stock and debt issuance
392.320	—	stock dividend payment
392.330	—	issuance of securities, debts and notes
392.340	—	reorganization(s)

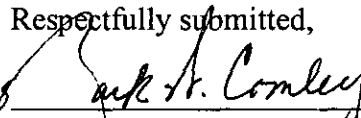
16. Considerations of the public interest and particularly equitable access for potential subscribers to service who reside in the area sought to be certificated warrant the grant of this Application in that Applicant will extend the benefits of competition into the basic exchange market, increase the diversity of choice and supply of telecommunications services and products in the

exchanges in which it will offer service and shall increase consumer access to competitive and affordable telecommunications services.

WHEREFORE, OnSite respectfully requests that the Commission grant it a Certificate of Service Authority to Provide Basic Local Intrastate Telecommunications Services within the State of Missouri; an order classifying it as a competitive telecommunications company providing competitive services; an order suspending, waiving, or modifying the above-referenced rules and statutory provisions as they relate to the regulation of the Applicant in the State of Missouri; and such other orders and further relief the Commission deems appropriate.

Respectfully submitted,

By:


Mark W. Comley
Newman, Comley & Ruth, P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306

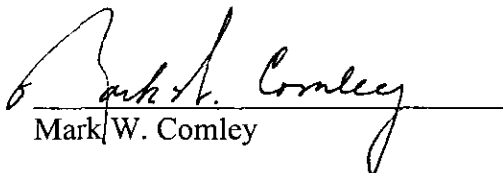
Russell M. Blau
Tony S. Lee
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Telephone: (202) 424-7798
Facsimile: (202) 424-7645

Attorneys for OnSite Access Local, LLC

Dated: April 21, 2000

Certificate of Service

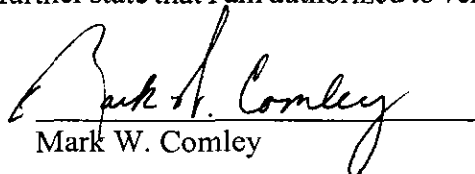
I hereby certify that a true and correct copy of the above and foregoing document was sent by U.S. Mail, postage prepaid, or hand delivered, to Office of Public Counsel, P.O. Box 7800, Jefferson City, MO 65102, and General Counsel, P.O. Box 360, Jefferson City, MO 65102 on this 27th day of April, 2000.


Mark W. Comley

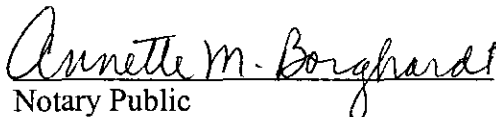
ATTORNEY VERIFICATION

STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

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


Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 27th day of April, 2000.


Notary Public

My Commission expires:
ANNETTE M. BORGHARDT
Notary Public
State of Missouri
Commission Expires 3/11/02
Cole County, MO

EXHIBITS

EXHIBIT 1	ARTICLES OF ORGANIZATION
EXHIBIT 2	CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN MISSOURI
EXHIBIT 3	FINANCIAL STATEMENT
EXHIBIT 4	TECHNICAL AND MANAGERIAL QUALIFICATIONS
EXHIBIT 5	EXCHANGES

EXHIBIT 1

ARTICLES OF ORGANIZATION

F8702070006

CT-07

ARTICLES OF ORGANIZATION

OF

ONSITE ACCESS LOCAL LLC

UNDER SECTION 203 OF THE
BUSINESS CORPORATION LAW

FILED

FEB 7 3 31 PM '97

Jones, Day, Reavis & Pogue
599 Lexington Avenue
New York, NY 10022

RECEIVED

FEB 12 2 25 PM '97

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 07 1997

TAX \$

BY: JPB

2

BILLED

970207000634

CT-07

F9702070006

ARTICLES OF ORGANIZATION

OF

ONSITE ACCESS LOCAL LLC

Under Section 203 of the Limited Liability Company Law

- FIRST: The name of the limited liability company is Onsite Access Local LLC.
- SECOND: The office of the limited liability company will be located in Westchester County, New York.
- THIRD: The Articles of Organization are effective upon filing.
- FOURTH: The limited liability company has no specific date of dissolution.
- FIFTH: The limited liability company is to be managed by 1 or more members.
- SIXTH: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her is: c/o C T CORPORATION SYSTEM, 1633 Broadway, New York, New York 10019.
- SEVENTH: The name and street address within this state of the registered agent of the limited liability company upon whom and at which process against the limited liability company can be served is: c/o C T CORPORATION SYSTEM, 1633 Broadway, New York, New York 10019.

IN WITNESS WHEREOF, this certificate has been subscribed this 7th day of February, 1996, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

SPENCER G. LEVY

Spencer G. Levy, Organizer

*State of New York } ss:
Department of State }*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

FEB 11 1997



A handwritten signature in dark ink, appearing to read "J. L. ...", followed by a long horizontal line.

Special Deputy Secretary of State

FILING RECEIPT

ENTITY NAME : ONSITE ACCESS LOCAL LLC

DOCUMENT TYPE : ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: WEST

SERVICE COMPANY : CT CORPORATION SYSTEM

SERVICE CODE: 0

FILED: 02/07/1997 DURATION: ***** CASH #: 970207000634 FILM #: 9702070

ADDRESS FOR PROCESS

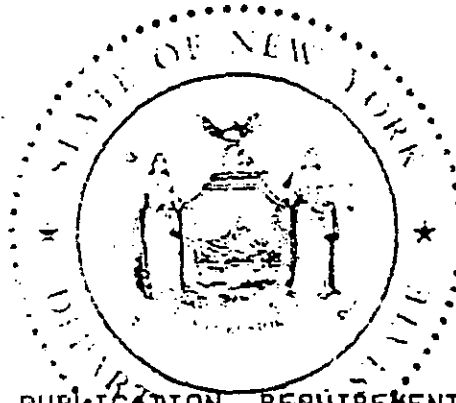
C/O CT CORPORATION SYSTEM
1633 BROADWAY
NEW YORK, NY 10019

EXIST

02/07

REGISTERED AGENT

CT CORPORATION SYSTEM
1633 BROADWAY
NEW YORK, NY 10019



HIS FILING HAS AN ASSOCIATED PUBLICATION REQUIREMENT. THE NEWSPAPERS IN WHICH THIS PUBLICATION IS TO BE MADE ARE DESIGNATED BY THE COUNTY CLERK OF THE COUNTY IN WHICH THE ENTITY'S OFFICE IS LOCATED. CONTACT THE RESPECTIVE COUNTY CLERK FOR FURTHER INFORMATION.

FILER	FEES		PAYMENTS	
JONES, DAY, REAVIS & FOGUE	FILING	200.00	CASH	
599 LEXINGTON AVENUE	TAX	0.00	CHECK	
	CERT	0.00	BILLED	21
NEW YORK, NY 10022	COPIES	10.00		
	HANDLING	0.00		

REFUND:

OS-1025 (11/89)

EXHIBIT 2

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN MISSOURI

No. FL0034707

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF GOOD STANDING

FOREIGN LIMITED LIABILITY COMPANY

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

ONSITE ACCESS LOCAL LLC

using in Missouri the name

ONSITE ACCESS LOCAL LLC

a NEW YORK Limited Liability Company filed its application for registration in this office on the 3rd day of JANUARY, 2000, and is in good standing having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 20th day of APRIL, 2000.


Secretary of State



No. FL0034707

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

**CERTIFICATE OF REGISTRATION
FOREIGN LIMITED LIABILITY COMPANY**

WHEREAS,
ON SITE ACCESS LOCAL LLC

using in Missouri the name
ON SITE ACCESS LOCAL LLC

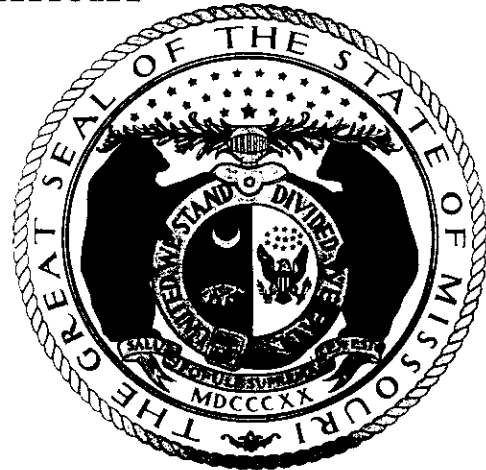
and existing under the laws of the State of NEW YORK
has filed with this state its application for registration and
WHEREAS this application for registration conforms to the
Missouri Limited Liability Company Act;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, Secretary of State,
State of Missouri, by virtue of authority vested in me by law,
do certify and declare that on the 3rd day of JANUARY, 2000,
the above Foreign Limited Liability Company is duly authorized
to transact business in the State of Missouri
and is entitled to any rights granted
Limited Liability Companies.

IN TESTIMONY WHEREOF, I have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
3rd day of JANUARY, 2000.

Rebecca McDowell Cook
Secretary of State

\$105.00





STATE OF MISSOURI

Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, MO 65102
Corporation Division

Application for Registration of a Foreign Limited Liability Company

(Submit in duplicate with registration fee of \$105.00)

FILED

JAN 03 2000

SECRETARY OF STATE

- (1) The name of the foreign limited liability company is:

OnSite Access Local LLC

- (2) The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from name in line (1)):

- (3) The foreign limited liability company was formed under the laws of New York on the date of _____
(state or jurisdiction)

February 7, 1997, and is to dissolve on perpetual
(month/date/year or event)

- (4) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
phone service provider

- (5) The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):

C T Corporation System, 120 South Central Avenue, Clayton, Mo 63105

Name Address City/State/Zip

The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.

- (6) The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:

1372 Broadway New York, New York 10018

Name Address City/State/Zip

- (7) For tax purposes, is the limited liability company considered a corporation? -- yes ☒ no

In affirmation thereof, the facts stated above are true.

SCOTT TARUS Authorized signature (please sign and print name)

Authorized signature (please sign and print name)

Authorized signature (please sign and print name)

**State of New York } ss:
Department of State**

I hereby certify, that ONSITE ACCESS LOCAL LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 02/07/1997, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of ONSITE ACCESS LOCAL LLC was filed on 08/01/1997.

A Certificate of Affidavit of Publication of ONSITE ACCESS LOCAL LLC was filed on 08/01/1997.

The limited liability company has filed proofs of publication under section 206 of the Limited Liability Company Law.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of December
one thousand nine hundred and
ninety-nine.*

Special Deputy Secretary of State

EXHIBIT 3

FINANCIAL STATEMENT

(SUBMITTED SEPARATELY UNDER SEAL)

ONSITE ACCESS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended December 31,		
	1997	1998	1999
Revenue.....	*		
Operating expenses:			
Direct costs of revenue			
Selling, general and administrative (including non-cash equity compensation of \$ * * \$ * * and \$ * *, respectively)			
Depreciation and amortization			
Total operating expenses			
Operating			
Other income (expense):			
Interest expense			
Interest income			
Preferred return and other, net			
Total other income (expense).....			
*			
Provision for income taxes			
*			
Accreted and deemed dividends on preferred stock			
*			
*			
Weighted average number of shares outstanding—basic and diluted			*

*Denotes highly confidential material

See accompanying notes.

NP

Consolidated Financial Statements

OnSite Ventures LLC
(formerly Veritech Ventures LLC)

*Years ended December 31, 1998 and 1997
with Report of Independent Auditors*

OnSite Ventures LLC
(formerly Veritech Ventures LLC)

Consolidated Financial Statements

Years ended December 31, 1998 and 1997

Contents

Report of Independent Auditors.....	1
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Consolidated Statements of Operations.....	3
Consolidated Statements of Members' (Deficit) Equity.....	4
Consolidated Statements of Cash Flows	5
Notes to Consolidated Financial Statements	6

Report of Independent Auditors

To the Board of Members of
OnSite Ventures LLC

We have audited the accompanying consolidated balance sheets of OnSite Ventures LLC (formerly Veritech Ventures LLC) (the "Company") as of December 31, 1998 and 1997, and the related consolidated statements of operations, members' (deficit) equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 audits provide 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 OnSite Ventures LLC (formerly Veritech Ventures LLC) at December 31, 1998 and 1997, and the consolidated results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

Ernst & Young LLP

February 11, 1999,
except for Note 9,
as to which the date is
July 1, 1999

OnSite Ventures LLC
(formerly Veritech Ventures LLC)

Consolidated Balance Sheets

	December 31	
	1998	1997
Assets	*	
Current assets:		
Cash		
Accounts receivable, net of allowance for doubtful accounts of \$ * * (1998)		
Other current assets		
Total current assets		
Property and equipment, net		
Deposits		
Other, net		
Total assets		
Liabilities and members' (deficit) equity		
Current liabilities:		
Accounts payable and accrued expenses		
Current portion of capital lease obligations		
Total current liabilities		
Deferred rent		
Capital lease obligations		
Loan payable to * * , including interest of \$ * * and \$ * * respectively		
Commitments		
Members' (deficit) equity:		
Members' capital		
Accumulated deficit		
Total liabilities and members' (deficit) equity		

See accompanying notes.

OnSite Ventures LLC
(formerly Veritech Ventures LLC)

Consolidated Statements of Operations

	Year ended December 31	
	1998	1997
Revenue	*	
Direct costs of revenue		
Selling, general and administrative		
Depreciation and amortization		
* *		
Other income (expenses):		
Interest expense		
Interest income		
Preferred return		
* *		

See accompanying notes.

OnSite Ventures LLC
(formerly Veritech Ventures LLC)

Consolidated Statements of Members' (Deficit) Equity

Years ended December 31, 1998 and 1997

	Managing Member	Non-managing Members	Accumulated Deficit	Total
Balance as of January 1, 1997	*			
Capital contributed				
Preferred return	*	*		
December 31, 1997				
Balance as of December 31, 1997				
Return of capital				
Preferred return	*	*		
December 31, 1998				
Balance as of December 31, 1998				*

See accompanying notes.

OnSite Ventures LLC
(formerly Veritech Ventures LLC)

Consolidated Statements of Cash Flows

	Year ended December 31 1998	1997
Operating activities		
* *	*	
Adjustments to reconcile * to net cash used in operating activities:		
Depreciation and amortization		
Allowance for doubtful accounts		
Deferred rent		
Preferred return		
Interest on * loan		
Changes in operating assets and liabilities:		
Accounts receivable		
Other current assets		
Deposits		
Accounts payable and accrued expenses		
Net cash used in operating activities		
Cash used in investing activities		
Acquisition of property and equipment		
Net cash used in investing activities		
Cash from financing activities		
Payment of capital lease obligation		
Loan from * *		
Members' contributions		
Return of capital		
Net cash provided by financing activities		
Increase in cash		
Cash at beginning of year		
Cash at end of year		
Supplemental disclosure of cash flow information and noncash investing and financing activities		

See accompanying notes.

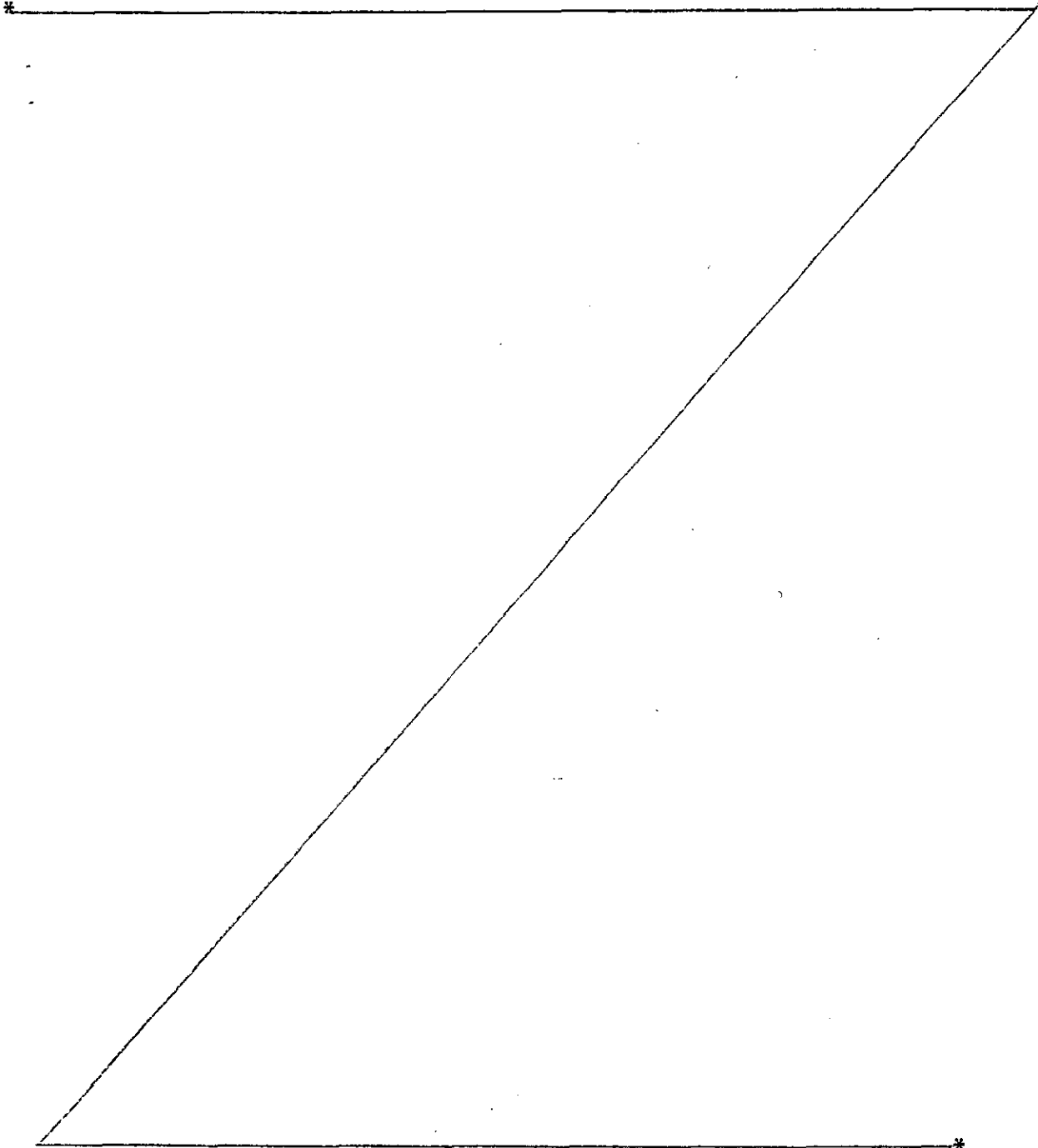
*Denotes highly confidential material

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Onsite Ventures LLC
(formerly Veritech Ventures LLC)

Notes to Consolidated Financial Statements

December 31, 1998



*Denotes highly confidential material

EXHIBIT 4

TECHNICAL AND MANAGERIAL QUALIFICATIONS

TECHNICAL AND MANAGERIAL QUALIFICATIONS

Howard Taylor

Chairman and Chief Executive Officer

Howard brings over 25 years of management experience in the communications and information services industries to OnSite Access. Prior to joining the company, Howard was the President and COO of WinStar Broadband Services, a provider of business-to-business integrated communications services. He has also served as President of the Custom Business Group for Southern New England Telephone (SNET), and Vice President of Marketing Multinational Accounts for MCI Communications. Howard's leadership and proven track record in building a national broadband service company will strengthen OnSite's rapid national expansion efforts and strengthen its position as the leader in providing voice, high-speed data and enhanced services to the small and medium-sized tenant business community.

Scott Jarus

President and Chief Operating Officer

Scott has over 15 years of management experience in the telecommunications industry, primarily with start-up or early stage. He began his telecommunications career with a company that built one of the world's first public packet-data switching networks. He spent nine years with telecommunications giant Metromedia Communications where he held executive positions in such areas as information systems, sales and loss prevention, and ultimately served as its Vice President of Operations. He was also a co-founder and Vice President of Multimedia Medical Systems, a provider of advanced multimedia applications to the healthcare industry. Just prior to joining OnSite he served as Senior Vice President of Operations at RCN Telecom where he was responsible for directing the operations of the company's telephone, cable TV, and Internet networks. He also oversaw the customer service, order administration, and provisioning functions of the company.

Daren Hornig

Founder and Executive Vice President

Daren oversees all sales and marketing functions for OnSite Access, including real estate acquisitions, sales to end users, advertising, marketing, and public relations. Additionally, he is responsible for OnSite Access' strategic planning, product development, and new market entry initiatives. Daren established OnSite Access to help commercial real estate owners equip their buildings with a state-of-the-art telecommunications and Internet infrastructure, and to provide tenants with technologically-advanced, seamless, and cost-effective voice, data, and Internet connectivity services on an ongoing basis. Daren has an extensive background in commercial real estate, tenant services, and communications technologies. He has held management positions with some of the largest commercial real estate firms in New York, including Newmark and Galbreath.

Brandon Knicely

Executive Vice President and Chief Technology Officer

Brandon brings 15 years of advanced communications experience to OnSite Access. He was most recently founder and managing director of Networked Systems and Consulting Group (NSC)-a New York City-based engineering consulting company. NSC, founded in 1992, specialized in the design, management, and performance of networked systems. Prior to NSC, Brandon worked 8 years for IBM as a specialist in communications technologies and products where he was responsible for building high availability, global networks in the enterprise and service provider markets. Prior to IBM, Brandon worked for Siecor teaching optical communication technology to the RBOCs and IXC's which included fiber optic technology, installation, and acceptance testing.

Ken Hall

Executive Vice President and Chief Financial Officer

Prior to joining OnSite, Ken served as Senior Vice President of Finance and Operations and CFO of Qwest Internet Solutions, formed by Qwest Communications acquisition of Icon CMT Corporation. He spearheaded Icon's efforts to successfully complete an Initial Public Offering and private placement raising over \$55 million. He also directed the company's corporate finance, and negotiated mergers, acquisitions and joint ventures with leading global Internet and telecommunications companies. Before he joined Icon, Ken was CFO of Global DirectMail Corp and Vice President of Finance and Administration and served as CFO of National Football League Properties, Inc.

Brian Benz

Senior Vice President, Finance

Prior to joining OnSite Access, Brian was CFO for several successful start-up companies, including Physician's Online – an Internet service provider for the medical community, Advanced Health Corporation – a provider of physician clinical information systems, and Yoyodyne Entertainment – an Internet direct marketing company. Prior to that he was an investment banker at Merrill Lynch Interfunding – a leverage buyout subsidiary of Merrill Lynch. He began his career at Deloitte & Touche and is a CPA. Brian also has an MBA from Columbia University.

Lou Martinez

Vice President of Operations

At OnSite Access, Lou is responsible for all network and field operations, customer service, and provisioning of data and voice resources. Prior to joining OnSite Access, Lou was the Director of Corporate Sales for the IDT Corporation-an international telecommunications company. He then became IDT's Director of Network Operations from 1995 through 1998 where he managed IDT's network and field operations, customer service, and provisioned all data resources. He also helped IDT build-out the company's DS3 national backbone infrastructure.

EXHIBIT 5

EXCHANGES

SOUTHWESTERN BELL MISSOURI EXCHANGES

Adrian	Elsberry	Lockwood	San Antonio
Advance	Essex	Louisiana	Scott City
Agency	Eureka	Macks Creek	Sedalia
Altenburg-Frohna	Excelsior Springs	Malden	Senath
Antonia	Farley	Manchester	Sikeston
Archie	Farmington	Marble Hill	Slater
Argyle	Fayette	Marceline	Smithville
Armstrong	Fenton	Marionville	Springfield
Ash Grove	Festus-Crystal City	Marshall	Stanberry
Beaufort	Fisk	Marston	Trenton
Bell City	Flat River	Maxville	Tuscumbia
Benton	Frankford	Meta	Union
Billings	Fredericktown	Mexico	Valley Park
Bismarck	Freeburg	Moberly	Versailles
Bloomfield	Fulton	Monette	Vienna
Bloomsdale	Gideon	Montgomery City	Walnut Grove
Bonne Terre	Glasgow	Morehouse	Wardell
Boonville	Grain Valley	Neosho	Ware
Bowling Green	Gravois Mills	Nevada	Washington
Brookfield	Gray Summit	New Franklin	Webb City
Camdenton	Greenwood	New Madrid	Wellsville
Campbell	Hannibal	Oak Ridge	Westphalia
Cape Girardeau	Harvester	Old Appleton	Wyatt
Cardwell	Hayti	Oran	
Carl Junction	Herculaneum-Pevely	Pacific	
Carrollton	Higbee	Patton	
Carthage	High Ridge	Paynesville	
Caruthersville	Hillsboro	Perryville	
Cedar Hill	Holcomb	Pierce City	
Center	Hornersville	Pocohontas-New Wells	
Chaffee	Imperial	Pond	
Charleston	Jackson	Poplar Bluff	
Chesterfield	Jasper	Portage Des Sioux	
Chillicothe	Joplin	Portageville	
Clarksville	Kansas City Metro	Puxico	
Clever	Kennett	Qulin	
Climax Springs	Kirksville	Richmond	
Deering	Knob Noster	Richwoods	
DeKalb	Lake Ozark-Osage	Risco	
Delta	Beach	Rushville	
DeSoto	Lamar	Ste. Genevieve	
Dexter	LaMonte	St. Charles	
Downing	Lancaster	St. Clair	
East Prairie	Leadwood	St. Joseph	
Edina	Lilbourn	St. Louis Metro	
Eldon	Linn	St. Marys	

GTE MIDWEST INCORPORATED MISSOURI EXCHANGES

Alton	Dardenne/Lake St.	Koshkonong	Rocheport
Amazonia	Louis	LaBelle	Rockaway Beach
Annapolis	Defiance	Laddonia	Rockville
Arcola	Dora	LaGrange	Rosendale
Ashland	Easton	La Plata	Safe
Augusta	Edgar Springs	Lawson	St. James
Aurora	Eldorado Springs	Leasburg	St. Peters
Ava	Elkland	Lesterville	Santa Fe
Avenue City	Ellsinore	Lewistown	Sarcoie
Avilia	Elmer	Licking	Savannah
Belgrade	Eminence	Louisburg	Schell City
Belle	Everton	Lowry City	Seymour
Bellevue	Ewing	Macon	Shelbina
Birch Tree	Exeter	Manes	Shelbyville
Bland	Fillmore	Mansfield	Sheldon
Blue Eye	Foley	Mano	Shell Knob
Bolckow	Fordland	Marshfield	Sparta
Boss	Foristell	Marthasville	Stewartsville
Bourbon	Forsyth	Maysville	Stoutsville
Bradleyville	Fremont	Milo	Sturgeon
Branson	Gainesville	Monroe City	Summersville
Branson West	Galena	Montauk Park	Thayer
Braymer	Golden City	Monticello	Theodosia
Bronaugh	Gorin	Morrison	Thomasville
Brunswick (Triplet)	Gower	Moscow Mills	Timber
Buffalo	Greenfield	Mount Sterling	Trimble
Bunker	Grovespring	Mt. Vernon	Troy
Cabool	Hallsville	Mtn. Grove	Truxton
Caledonia	Hamilton	Mtn. View	Turney
Cameron	Hartville	Nebo	Urbana
Canton	Hawk Point	New Melle	Van Buren
Cape Fair	Helena	Niangua	Vanzant
Cassville	Hermann	Norwood	Vichy
Caulfield	Hermitage	Oates	Walker
Cedar Creek	High Hill	O'Fallon	Warrenton
Centerville	Highlandville	Old Monroe	Washburn
Centralia	Holstein	Osborn	Wasola
Chamois	Houston	Osceola	Wayland
Clarence	Humansville	Ozark	Weaubleau
Clark	Hunnewell	Palmyra	Wentzville
Clarksdale	Hurley	Paris	West Plains
Collins	Irondale	Perry	West Quincy
Columbia	Ironton	Pittsburg	Wheatland
Concordia	Jamestown	Plattsburg	Whitesville
Conway	Jenkins	Potosi	Willow Springs
Crosby	Jerico Springs	Prairie Home	Winfield
Crane	Jonesburg	Preston	Winona
Cross Timbers	Kohoka	Protem	Wooldridge
Cuba	Keytesville	Raymondville	Wright City
Dadeville	Kidder	Reeds Spring	
Dalton	Kimberling City	Revere	
	Kingston	Roby	

SPRINT MISSOURI EXCHANGES

Appleton City
Blackburn
Blairstown
Brazito
Buckner
Butler
Calhoun
California
Camden Point
Centertown
Centerview
Chilhowee
Clarksburg
Clinton
Coal
Cole Camp
Craig
Dearborn
Deepwater
Edgerton
Eugene
Fairfax
Ferrelview
Fort Wood
Greenridge
Hardin
Harrisonville
Henrietta
Holden
Holt
Holts Summit
Hopkins
Houstonia
Ionia
Jefferson City
Kearney
King City
Kingsville
Lake Lotawana
Lebanon
Leeton
Lexington
Lincoln
Lone Jack
Malta Bend
Maryville
Missouri City
Montrose
Mound City

New Bloomfield
Newburg
Norborne
Oak Grove
Odessa
Orrick
Otterville
Pickering
Platte City
Pleasant Hill
Richland
Rolla
Russellville
St. Robert
St. Thomas
Salem
Smithton
Strasburg
Sweet Springs
Syracuse
Taos
Tarkio
Tipton
Urich
Warrensburg
Warsaw
Waverly
Waynesville
Wellington
Weston
Windsor