

**ORIGINAL**

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January 6, 2000

Regina M. DeAngelis

**VIA FEDERAL EXPRESS**

Florida Public Service Commission  
Division of Administration  
Gunter Building  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

RECEIVED  
FLORIDA PUBLIC  
SERVICE COMMISSION  
00 JAN -7 AM 10:49  
MAIL ROOM

**Re: Application Form for TotalAccess.com, Inc.**

000025-

Dear Sir or Madam:

Enclosed please find:

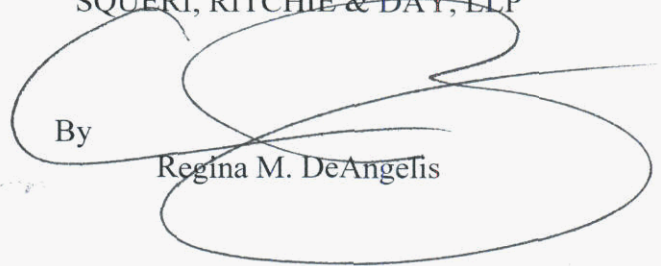
1. An original and seven (7) copies of the above-referenced document; and
2. A check in the amount of \$250.00 for the filing fee.

Please file-stamp the extra copy and return it in the self-addressed, stamped envelope which has been provided. Should you have any questions with respect to this filing, please telephone me at (415) 392-7900.

Thank you.

Very truly yours,

GOODIN, MACBRIDE,  
SQUERI, RITCHIE & DAY, LLP

By   
Regina M. DeAngelis

Enclosures

2785/001/X08224-1

Check received with filing and  
forwarded to Fiscal for deposit.  
Enclosed a copy of check  
with proof of deposit.

Initials of person who forwarded check:  
RD

DOCUMENT NUMBER-DATE

00303 JAN-78

FPSC-RECORDS/REPORTING

ORIGINAL

\*FLORIDA PUBLIC SERVICE COMMISSION \*

DIVISION OF COMMUNICATIONS

BUREAU OF SERVICE EVALUATION

APPLICATION FORM

for

AUTHORITY TO PROVIDE INTEREXCHANGE  
TELECOMMUNICATIONS SERVICE  
WITHIN THE STATE OF FLORIDA

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Instructions

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:

**Florida Public Service Commission  
Division of Communications  
Bureau of Service Evaluation  
2540 Shumard Oak Blvd.  
Gunter Building  
Tallahassee, Florida 32399-0850  
(904) 413-6600**

- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

DOCUMENT NUMBER-DATE

00303 JAN-78

FPSC-RECORDS/REPORTING

**Florida Public Service Commission  
Division of Administration  
2540 Shumard Oak Blvd.  
Gunter Building  
Tallahassee, Florida 32399-0850  
(904) 413-6251**

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1. Select what type of business your company will be conducting (check all that apply):

- Facilities Based Carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- Operator Service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- Switchless Rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.
- Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

2. This is an application for (check one):  
 **Original Authority** (New company).  
 **Approval of Transfer** (To another certificated company).  
 **Approval of Assignment of Existing Certificate** (To an uncertificated company).  
 **Approval for Transfer of Control** (To another certificated company).

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship: The name of the applicant is **TotalAccess.Com, Inc.**, a Delaware corporation.

4. Name under which the applicant will do business (fictitious name, etc.): Applicant will do business under the name **TotalAccess.Com, Inc.**

5. National address (including street name and number, post office box, city, state and zip code): The Applicant's address is as follows: 201 Clay Street, Oakland, California 94607. Telephone: (510) 286-8700

6. Florida address (including street name and number, post office box, city, state and zip code): Applicant does not currently operate an office in Florida.

7. Structure of organization:

- |  |   |
|--|---|
| <input type="checkbox"/> Individual          | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership    |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership    |
| <input type="checkbox"/> Other               |   |

8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners: Applicant is not an individual or partnership. Therefore, this questions does not apply to applicant.

- a. Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable: Not applicable because Applicant is not an individual or partnership.
- b. Indicate if the individual or any of the partners have previously been:
- (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

may result from pending proceedings: Not applicable because Applicant is not an individual or partnership.

- (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, given reason why not: Not applicable because Applicant is not an individual or partnership.

9. If incorporated, please give:

- a. Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.  
Corporate charter number: F99000005492.

See **Exhibit A** (Copy of Registration as Foreign Corporation).

- b. Name and address of the company's Florida registered agent.

United Corporate Services, Inc.  
9200 South Dadeland Boulevard, Suite 508  
Miami, Florida 33156

- c. Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable: not applicable

- d. Indicate if any of the officers, directors or any of the ten largest stockholders have previously been:

- (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings: No.

- (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not: No.

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Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

10. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):

a. The application;

Regina M. DeAngelis  
Attorney  
Goodin, MacBride, Squeri, Ritchie & Day, LLP  
505 Sansome Street, Suite 900  
San Francisco, California 94111  
Tel: (415) 392-7900

b. Official Point of Contact for the ongoing operations of the company;

John Steward  
TotalAcess.Com, Inc.  
201 Clay Street  
Oakland, California 94607  
Tel: (510) 286-8700  
Fax: (510) 286-8710

c. Tariff;

John Steward  
TotalAcess.Com, Inc.  
201 Clay Street  
Oakland, California 94607  
Tel: (510) 286-8700  
Fax: (510) 286-8710

d. Complaints/Inquiries from customers.

John Steward  
TotalAcess.Com, Inc.  
201 Clay Street  
Oakland, California 94607  
Tel: (510) 286-8700  
Fax: (510) 286-8710

11. List the states in which the applicant:

- a. Has operated as an interexchange carrier: Applicant is not operating as an interexchange carrier in any state.
- b. Has applications pending to be certificated as an interexchange carrier: Applicant has applications pending to be certificated as an interexchange carrier in Nevada, New York and Texas.
- c. Is certificated to operate as an interexchange carrier: Applicant is not certificated to operate as an interexchange carrier in any other state.
- d. Has been denied authority to operate as an interexchange carrier and the circumstances involved: Applicant has never been denied authority to operate as an interexchange carrier.
- e. Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved: Applicant has never been assessed regulatory penalties for violations of telecommunications statutes.
- f. Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved: Applicant has never been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity.

12. What services will the applicant offer to other certificated telephone companies:

- Facilities
- Billing and Collection
- Maintenance
- Operators
- Sales
- Other: \_\_\_\_\_

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

13. Do you have a marketing program?

Yes.

14. Will your marketing program:

- Pay commissions?
- Offer sales franchises?
- Offer multi-level sales incentives?
- Offer other sales incentives?

15. Explain any of the offers checked in question 14 (to whom, what amount, type of franchise, etc.).

The agents that market Applicant's services are called independent marketing agents. These agents will be compensated by Applicant based on the amount of paid long-distance usage by the customers who the agents sign up on to Applicant's services. Applicant does not offer any type of training bonuses or recruitment bonuses.

16. Who will receive the bills for your service (check all that apply)?

- Residential customers
- Business customers
- PATS providers
- PATS station end-users
- Hotels and motels
- Hotel and motel guests
- Universities
- University dormitory residents
- Other: \_\_\_\_\_

17. Please provide the following (if applicable):

- a. Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

Yes.



- b. Name and address of the firm who will bill for your service.

Telco Communications Group  
4219 Lafayette Center Drive  
Chantilly, Virginia 20151-1209

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

- a. Financial capability.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

- (1) the balance sheet;
- (2) income statement;
- (3) statement of retained earnings.

Applicant has only been in operation since this year. Therefore, it does not have financial statements for the past 3 years. Attached hereto as **Exhibit B**, however, please find a copy of its financials to date.

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

- (4) Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

See **Exhibit B**.

- (5) Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

See **Exhibit B.**

- (6) Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

See **Exhibit B.**

NOTE: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

See **Exhibit C.**

b. Managerial capability.

As a reseller, Applicant's interLATA and intraLATA service will be provided through the resale of inbound and outbound services purchased by Applicant in bulk from one or more authorized carriers. Applicant's proposed operations will be directed by the following team:

**Joseph Monterosso, President**

Mr. Monterosso has used his entrepreneurial skills to launch a variety of successful companies over the past 25 years. Most recently, he built a company that exclusively addresses the needs of customers with home pools. This company still exists and is doing very well. He also developed and marketed a line of automobiles and founded a company that imported heavy machinery. Mr. Monterosso will oversee the daily operations of TXCI and use his business skills to successfully manage the company.

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Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

**Russell McCann, Jr., Director**

Mr. McCann is currently the President and CEO of Actio Software Corporation, a company that provides chemical management software services. Over the years, Mr. McCann has gained experience in software development, marketing, and sales, and telecommunications. He started his career at Omni Communications. At that time, Omni provided cellular services. Mr. McCann was responsible for software management and developed a voice message system that revolutionized the industry. TXCI will rely on Mr. McCann's business advice when structuring the company.

**Theo Suter, Executive Vice-President**

Mr. Suter has a diverse and in-depth background in voice and data communications software development. Prior to joining TXCI, Mr. Suter held several positions in software development. For example, he worked as Product Development Manager at Aspect Telecommunications, an international supplier of application specific telecommunications software systems. While with Aspect, he led a team of software specialist that designed a new platform of voice response, fax, and text-to-speech and voice recognition applications. Mr. Suter will oversee the technical aspects of TXCI.

**Marcy McCann, Executive Vice-President of Marketing**

Ms. McCann brings a strong background in marketing, promotion, and telecommunications to TXCI. Prior to joining TXCI, she was the Manager of New Product Development, a direct response service for automated call processing in San Francisco. In this position, she successfully developed and managed a competitive marketing program for several leading Fortune 500 companies. She gained additional experience in marketing as the Manager of Corporate Sales Promotions for Weichert Realtors in Morris Plains, New Jersey. While with Weichert Realtors, she was responsible for the creating all corporate advertising and promotional activities with an annual budget of approximately \$24 million.

Applicant believes that the foregoing demonstrates that Applicant's operations are well-planned and that Applicant is fully capable of establishing successful operations in Florida and bringing new and efficiently priced telecommunications options to the marketplace. Accordingly, Applicant submits that it has shown its managerial ability to successfully carry out the proposed service.

c. Technical capability.

Based on the response to (b) above, Applicant submits that it has the technical capacity to provide the proposed service.

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed): A copy of the Applicant's proposed tariff is included herein as **Exhibit D**.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

20. The applicant will provide the following interexchange carrier services (check all that apply):

**MTS with distance sensitive per minute rates**

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

**MTS with route specific rates per minute**

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

**MTS with statewide flat rates per minute  
(i.e., not distance sensitive)**

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

**MTS for pay telephone service providers**

**Block-of-time calling plan (Reach out Florida, Ring America, etc.)**

**800 Service (Toll free)**

**WATS type service (Bulk or volume discount)**

Method of access is via dedicated facilities

Method of access is via switched facilities

**Private Line services (Channel Services)  
(For ex. 1.544 mbs., DS-3, etc.)**

**Travel Service**

Method of access is 950

Method of access is 800

**900 Service**

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Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

**Operator Services**

- Available to presubscribed customers
- Available to non-presubscribed customers (for example, to patrons of hotels, students in universities, patients in hospitals.)
- Available to inmates

**Services included are:**

- Station assistance
- Person-to-person assistance
- Directory assistance
- Operator verify and interrupt
- Conference calling

21. What does the end user dial for each of the interexchange carrier services that were checked in services included (above).

The Applicant checked two of the above services: MTS and Travel Services. To place an MTS call, customers simply directly dial with 1+ access. For the travel services, a customer must first access the Applicant's network by dialing a toll-free number and then the customer dials the termination telephone number.

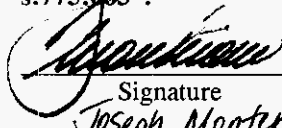
22.  Other: None.

**APPLICANT ACKNOWLEDGEMENT STATEMENT**

- 1. **REGULATORY ASSESSMENT FEE:**  
I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. **GROSS RECEIPTS TAX:**  
I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
- 3. **SALES TAX:**  
I understand that a seven percent sales tax must be paid on intra and interstate revenues.
- 4. **APPLICATION FEE:**  
A non-refundable application fee of \$250.00 must be submitted with the application.
- 5. **RECEIPT AND UNDERSTANDING OF RULES:**  
I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.
- 6. **ACCURACY OF APPLICATION:**  
By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s.775.082 and s.775.083".

**UTILITY OFFICIAL:**

  
Signature  
Joseph Monterosso  
President & Chairman  
Title

Dec. 29, 1999  
Date  
510.286.8700  
Telephone No.

**\*\* APPENDIX A \*\***

**CERTIFICATE TRANSFER STATEMENT**

I. (TYPE NAME) N/A.

(TITLE) N/A, of (NAME OF COMPANY)

N/A, and current

holder of certificate number N/A, have reviewed

this application and join in the petitioner's request for a

transfer of the above-mention certificate.

**UTILITY OFFICIAL:**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
Telephone No.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).



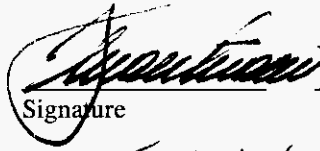




28. **CURRENT FLORIDA INTRASTATE SERVICES:**  
Applicant has ( ) or has not (X) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

- a) What services have been provided and when did these services begin?
  
  
- b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL:

 Dec. 29, 1999  
Signature Date

Joseph Monferosso \_\_\_\_\_  
Pres. & Chairman 510.286.8700  
Title Telephone No.

**\*\* APPENDIX D \*\***

**Note:** Applicant intends to offer its resold services on a statewide basis.

**FLORIDA TELEPHONE EXCHANGES**

**AND**

**EAS ROUTES**

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS)

**\*\* FLORIDA EAS FOR MAJOR EXCHANGES \*\***

<u>Extended Service</u> <u>Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALO:		Belleview, Citra, Dunnellon,

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Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

Forest Lady Lake (B21),  
McIntosh, Oklawaha,  
Orange Springs, Salt Springs and  
Silver Springs Shores.

DAYTONA BEACH:

New Smyrna Beach

TAMPA:

Central None  
East Plant City  
North Zephyrhills  
South Palmetto  
West Clearwater

CLEARWATER:

St. Petersburg, Tampa-West and  
Tarpon Springs.

ST. PETERSBURG:

Clearwater.

LAKELAND:

Bartow, Mulberry, Plant City,  
Polk City and Winter Haven.

ORLANDO:

Apopka, East Orange, Lake Buena Vista,  
Orlando, Oviedo, Sanford, Windermere,  
Winter Garden, Oviedo-Winter Springs  
Reedy Creek, Geneva and Montverde.

TITUSVILLE:

Cocoa and Cocoa Beach.

COCOA:

Cocoa Beach, Eau Gallie,  
Melbourne and Titusville.

MELBOURNE:

Cocoa, Cocoa Beach, Eau Gallie  
and Sebastian.

SARASOTA:

Bradenton, Myakka and Venice.

FT. MYERS:

Cape Coral, Ft. Myers Beach, North Cape  
Coral, North Ft. Myers, Pine Island, Lehigh  
Acres and Sanibel-Captiva Islands.

NAPLES:

Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

POMPANO BEACH:

Boca Raton, Coral Springs,  
Deerfield Beach and Ft. Lauderdale.

FT. LAUDERDALE:

Coral Springs, Deerfield Beach,  
Hollywood and Pompano Beach.

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Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and Perrine

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

**\*\* APPENDIX E \*\***

**\*\* GLOSSARY \*\***

**ACCESS CODE:** The term denotes a uniform four or seven digit code assigned to an individual IXC. The five digit code had the form 10XXX and the seven digit code has the form 950-XXXX.

**BYPASS:** Transmission facilities that go direct from the local exchange end user to an IXC point of presence, thus bypassing the local exchange company.

**CARRIERS CARRIER:** An IXC that provides telecommunications service, mainly bulk transmission service, to other IXC only.

**CENTRAL OFFICE:** A local operating unit by means of which connections are established between subscribers' lines and trunk of toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

**CENTRAL OFFICE CODE:** The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service.

**COMMISSION:** The Florida Public Service Commission.

**COMPANY, TELEPHONE COMPANY, UTILITY:** These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

**DEDICATED FACILITY:** The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

**END USER:** The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains interstate service arrangements in the operating territory of the company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

**EQUAL ACCESS EXCHANGE AREAS:** EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, in which local exchange companies are responsible for providing equal access to both carriers and customers of carriers in the most economically efficient manner.

**EXCHANGE:** The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

**EXCHANGE (SERVICE) AREA:** The territory, including the base rate suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

**EXTENDED SERVICE AREA:** A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more exchanges without toll message charges.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

**FACILITIES BASED:** An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

**FEATURE GROUPS:** General categories of unbundled tariffs to stipulate related services.

**Feature Group A:** Line side connections presently serving specialized common carriers.

**Feature Group B:** Trunk side connections without equal digit or code dialing.

**Feature Group C:** Trunk side connections presently serving AT&T-C.

**Feature Group D:** Equal trunk access with subscription.

**INTEREXCHANGE COMPANY:** means any telephone company, as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

**INTER-OFFICE CALL:** A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

**INTRA-OFFICE CALL:** A telephone call originating and terminating within the same central office unit or entity.

**INTRASTATE COMMUNICATIONS:** The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

**LOCAL ACCESS AND TRANSPORT AREA:** LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

**LOCAL EXCHANGE COMPANY (LEC):** Means any telephone company, as defined in Section 364.02(4), F.S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

**OPTIONAL CALLING PLAN:** An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

**900 SERVICE:** A service similar to 800 service, except this service is charged back to the customer based on first minute plus additional minute usage.

**PIN NUMBER:** A group of numbers used by a company to identify their customers.

**PAY TELEPHONE SERVICE COMPANY:** Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F.S.

**POINT OF PRESENCE (POP):** Bell-coined term which designates the actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

**PRIMARY SERVICE:** Individual line service or party line service.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

**RESELLER:** An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

**STATION:** A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

**SUBSCRIBER, CUSTOMER:** These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

**SUBSCRIBER LINE:** The circuit or channel used to connect the subscriber station with the central office equipment.

**SWITCHING CENTER:** Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

**TRUNK:** A communication channel between central office units or entities, or private branch exchanges.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).



# State of Florida



## Department of State

I certify the attached is a true and correct copy of the application by TOTALACCESS.COM, INC., a Delaware corporation, authorized to transact business within the State of Florida on October 26, 1999 as shown by the records of this office.

The document number of this corporation is F99000005492.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-sixth day of October, 1999



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State



**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Joseph Monterosso  
Address: 201 Clay Street  
Oakland, CA 94607

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Russell McCann  
Address: #10 Colton Farm Lane  
North Hampton, NH 03862

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

99 OCT 26 PM 2:59  
STATE OF NEW HAMPSHIRE  
SECRETARY OF CORPORATIONS

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

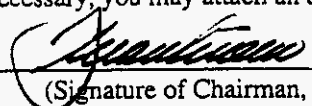
President: Joseph Monterosso  
Address: 201 Clay Street  
Oakland, CA 94607

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: Joseph Monterosso  
Address: 201 Clay Street  
Oakland, CA 94607

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph Monterosso, President & Chairman  
(Typed or printed name and capacity of person signing application)



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 26, 1999

CAPITOL SERVICES

TALLAHASSEE, FL

Qualification documents for TOTALAXCESS.COM, INC. were filed on October 26, 1999 and assigned document number F99000005492. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

The certification you requested is enclosed.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Buck Kohr  
Corporate Specialist  
Division of Corporations

Letter Number: 699A00051469

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-QSB

Quarterly Report Under Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For The Quarter Ended September 30, 1999 Commission File No. 0-18224

TotalAccess.com, Inc. (formerly, Group V Corp.)  
(Exact name of registrant as specified in its charter)

Delaware 95-4176781  
(State or other jurisdiction (I.R.S. Employer Identification Number)  
of incorporation or organization)

201 Clay Street, Oakland, California 94103  
(Address of principal executive offices) (Zip Code)

(510)286-8700  
(Registrant's telephone number, including area code)

550 15th Street, San Francisco, CA 94103  
(Former Address, if changed (Former Zip Code, if changed  
since last report) since last report)

(415)575-0222  
(Former telephone number, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of capital stock, as of the latest practicable date.

Preferred Stock \$.01 par value; 170,000 shares outstanding as of June 30, 1999

Preferred Stock Series B \$2.00 par value; 35,193  
shares outstanding as of June 30, 1999

Common Stock \$.01 par value; 128,727,643 shares as of November 15, 1999.

TOTALACCESS.COM, INC.  
(formerly, GROUP V CORPORATION.)  
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TOTALACCESS.COM, INC.  
(formerly, GROUP V CORPORATION.)  
Consolidated Condensed Balance Sheet  
As of September 30, 1999 (Unaudited)

0,	9 1999 (Unaudited)
Current Assets:	
Cash and cash equivalents .....	\$ 506,369
Marketable securities .....	30,176
Accounts receivable.....	2,636,984
Advances.....	(14,621)
Inventories.....	30,555
Prepaid expenses .....	99,045
Total Current Assets .....	3,288,508
Fixed assets:	
Furniture and equipment .....	154,684
Less accumulated depreciation .....	(63,981)
Total fixed assets, net .....	90,704
Other assets .....	7,200
TOTAL ASSETS.....	\$ 3,386,412
Current Liabilities:	
Current portion of capital lease obligations .....	\$ 698,091
Notes Payable .....	35,000
Accounts payable.....	5,416,109
Due to affiliates .....	--
Deferred revenue.....	--
Accrued expenses and accrued interest.....	1,564,696
Total Current Liabilities .....	7,713,896
Long Term Liabilities:	

Long term capital lease obligations.....	4,560
Notes payable .....	1,065,717
Total	
Long Term Liabilities.....	1,070,277
Total Liabilities .....	8,784,173
Commitments and Contingencies	
Stockholders' Equity:	
Preferred stock - par value \$.01; authorized 1,000,000 shares; 14% cumulative convertible; issued and outstanding 170,000 shares (aggregate liquidation of \$170,000).....	1,700
Preferred Stock Series B - par value \$2.00; authorized, issued and outstanding 35,193 shares (aggregate liquidation of \$300,000).....	70,386
Common stock - par value \$.01; authorized 333,000,000 shares; 126,800,000 shares issued and outstanding.....	1,268,000
Additional paid-in capital.....	19,702,624
Stockholders' receivables.....	--
Unrealized loss on marketable securities.....	(100,145)
Accumulated deficit.....	(26,340,326)
Total Stockholders' Equity.....	( 5,397,762)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 3,386,412

See accompanying notes to these consolidated condensed financial statements.

TOTALAXCESS.COM, INC.

(formerly, GROUP V CORPORATION.)

Consolidated Condensed Statements of Operations

For the Three Month Period Ended September 30, 1999 and 1998 (Unaudited)

	Three Months Ended	
	1999 (Unaudited)	1998 (Unaudited)
Revenues	\$ 3,744,451	\$ 272,576
Costs and expenses:		
General and administrative	515,819	675,060
Professional services	65,598	132,743
Depreciation and amortization	8,175	29,815
Interest expense, net	0	24,000
Total costs and expenses	6,196,871	1,148,643
Net (loss) from continuing Operations	(2,452,420)	( 876,067)
Net (Loss)	\$(2,452,420)	\$( 876,067)
Net (loss) applicable to Basic and diluted net (loss)	\$( 876,067)	\$( 876,067)
Weighted average common shares outstanding	128,157,481	49,889,880
=====		

See accompanying notes to these consolidated condensed financial statements.

TOTALAXCESS.COM, INC.

(formerly, GROUP V CORPORATION.)

Consolidated Condensed Statements of Cash Flows

For the Three Month Period Ended September 30, 1999 and 1998 (Unaudited)

	Three Months Ended September 30	
	1999	1998
	(Unaudited)	(Unaudited)
Operating activities:		
Net Loss	\$(2,448,096)	\$(876,067)
Adjustments to reconcile net loss to		
Depreciation and amortization	8,175	29,815
Increase (decrease) from changes in:		
Accounts receivable and advances	(2,088,436)	127,194
Inventories	(30,555)	(2,961)
Prepaid expenses	(40,688)	(9,565)
Other Assets	--	(7,461)
Accounts payable, accrued	4,061,817	693,722
Deferred revenue	--	40,305
Due to Officer	(356,686)	--
Due to affiliate	--	(354,639)
Net cash used in operating activities	(894,580)	(289,222)
Investing activities:		
Purchase of Equipment	(15,674)	(51,974)
Acquisition of other assets	--	--
Net cash provided in investing	(15,674)	(51,974)
Financing activities:		
Net cash provided from financing activities	812,730	--
Net (decrease) increase in cash	(97,524)	(341,196)
-----		
Cash and cash equivalents, beginning of period	572,951	62,408
=====		
Cash and cash equivalents, end of period	475,427	278,788
=====		
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for:		
Income taxes	\$ --	\$ --
Interest	\$ --	\$ --
Non-cash investing and financing activities:		
Preferred Stock Series B converted to common stock	\$ --	\$ --
Purchase of equipment via assumption of capital leases	\$ --	\$ --
Purchase of NPC for Notes payable	\$ --	\$ --
Purchase of NPC for Accrued liability	\$ --	\$ --

See accompanying notes to these consolidated condensed financial statements.

TOTALAXCESS.COM, INC.  
(formerly, GROUP V CORPORATION)  
Notes to Consolidated Condensed Financial Statements  
September 30, 1999  
(Unaudited)

Note 1. General

PRINCIPLES OF CONSOLIDATION

The accompanying consolidated financial statements for the quarter ended September 30, 1999, include the accounts of TotalAxcess.com, Inc., National Pools Corporation ("NPC"), Lottery Publications Corporation ("LPC"), Academy Network Services, Inc. ("ANS"), and Premier Plus, Inc. ("PPI").

As used herein, the above is collectively referred to as the "Company,"



unless the context indicates otherwise. All intercompany accounts and transactions have been eliminated in consolidation.

#### 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.

#### REVENUE RECOGNITION

The Company's telecommunication services provide PIN numbers for its customers, who are primarily distributors of pre-paid phone cards. The PIN numbers are pre-numbered code combinations that are imprinted on these cards by the customers/distributors. This allows for the proper routing and time recording of minutes used on the calling cards. The Company contracts with a provider of switching equipment that processes the phone card calls when the end consumer ultimately uses them. When cards are ready for distribution to end consumers, customers/distributors authorize the Company to activate a specific sequence of PIN's. The Company then immediately notifies its switching equipment contractor to activate the related PIN's. Upon activation of the PIN's, the Company recognizes revenue, as the risks and rewards of the activated PIN's are transferred to the customers/distributors and, generally, no right of return exists. The Company typically bills its customers/distributors as calls are made using activated PIN's. Sixty days after activation of each PIN, any unbilled amounts for each activated PIN are billed in full. To adhere to the matching principle, the Company accrues for the estimated cost of providing telecommunication services for activated PIN's at the time revenue is recognized.

#### CASH EQUIVALENTS

Cash equivalents are highly liquid investments with maturities of three months or less when acquired.

#### FAIR VALUE OF FINANCIAL INSTRUMENTS

As of June 30, 1999, marketable equity securities consist of 650,292 shares of common stock of NuOasis Resorts, Inc., a stockholder (Note 2). The Company has classified these equity securities as available-for-sale and, accordingly, they are presented in the accompanying consolidated balance sheet at their estimated fair market value based on quoted market prices as of June 30, 1999. Additionally, unrealized gains and losses on these securities are presented as a component of other comprehensive loss in the accompanying consolidated statements of operations and comprehensive loss.

#### EQUIPMENT

Equipment is recorded at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the related assets, which are five to ten years. Maintenance and repairs are charged to operations as incurred.

#### INCOME TAXES

The Company uses the "liability method" of accounting for income taxes. Accordingly, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse. Current income taxes are based on the

year's taxable income for federal and state income tax reporting purposes

#### ACCOUNTING FOR EMPLOYEE STOCK OPTIONS

In October 1995, the Financial Accounting Standards Board ("FASB") issued SFAS No. 123, "Accounting for Stock-Based Compensation." In conformity with the provisions of SFAS No. 123, the Company has determined that it will not change to the fair value method prescribed by SFAS No. 123 and will continue to follow Accounting Principles Board Opinion No. 25 for measurement and recognition of employee stock-based transactions. There were no stock options granted to employees during each of the years ended June 30, 1999 and 1998 or during the quarter ended September 30, 1999.

#### ISSUANCE OF STOCK FOR SERVICES

Shares of the Company's common stock issued for services are recorded in accordance with SFAS No. 123 at the fair market value of the stock issued or the fair market value of the services provided whichever value is more reliably measurable. The values of the services are typically stipulated by contractual agreements.

#### LOSS PER COMMON SHARE

Loss per common share is computed based on the net loss for each period, as adjusted for dividends required on preferred stock (\$23,800 for each of Fiscal 1998 and Fiscal 1997) and the weighted average number of common shares outstanding. Common stock equivalents were not considered in the loss per share calculations, as the effect would have been anti-dilutive.

#### NOTE 2. ACQUISITIONS

##### National Pools Corporation

On June 13, 1996, NuOasis Resorts, Inc. (formerly, Nona Morelli's II, Inc.), ("Nona"), ("NuOasis Resorts"), granted an option (the "Option") to Joseph Monterosso, the current President of the Company, to acquire 250,000 Series B Preferred Shares of Group V (the "Series B Shares") owned by NuOasis Resorts. The Option is exercisable at a price of \$13.00 per share.

On December 19, 1996, Group V entered into Stock Purchase Agreements with each of the shareholders of National Pools Corporation ("NPC") pursuant to which Group V agreed to issue a series of Secured Promissory Notes (the "Notes") in the aggregate principal amount of \$1,200,000 and 1,000,000 shares of Group V's restricted common stock to the NPC shareholders in exchange for all of the issued and outstanding shares of capital stock of NPC. The Notes are convertible into a maximum of 241,900,000 shares of Group V common stock. The conversion of the Notes is contingent upon NPC's operations achieving certain financial goals over the next several fiscal years. The terms of the conversion are, for every \$250,000 of net annual operating income achieved by NPC, \$7,500 in principal amount of the Notes may be converted into 1,511,875 shares of restricted Group V common stock. The Notes are non-recourse to Group V, secured by the assets of NPC, bear interest at 8% per annum, and are due and payable on May 31, 1999. As part of this acquisition, NuOasis Resorts and Group V agreed to a debt assumption agreement whereby NuOasis Resorts assumed all Group V debt in excess of \$20,000 on December 24, 1996, except for amounts owed to certain affiliates, which have been converted into shares of Group V common stock. The NPC Stock Purchase Agreements closed on December 24, 1996.

On June 13, 1997, Mr. Monterosso exercised the Option to purchase 128,041 Series B Shares, at \$13.00 per share, by payment to NuOasis Resorts of approximately \$1,665,000. The 128,041 Series B Shares acquired may be immediately converted into 9,987,198 shares of restricted Group V common stock. Additionally, on June 13, 1997, Group V sold its wholly owned subsidiary, CMA, Inc., to NuOasis Resorts for cash of \$1,140,000, notes receivable from NPC aggregating \$245,836 and a credit against the NuOasis Resorts intercompany account of \$95,000.

On August 22, 1997 and effective June 13, 1996, the Option was amended (the "Amended Option") to increase the exercise price for 21,959 of the Series B Preferred shares from \$13.00 per share to \$72.20 per share, or approximately \$1,585,000 for the 21,959 shares of Series B Preferred Stock. The option to purchase the remaining 100,000 Series B Preferred shares was terminated. Concurrently, NuOasis Resorts granted Mr. Monterosso a new option to purchase the remaining 100,000 Series B shares at an exercise price of \$11.70 per share. Additionally, as consideration for granting the new option, NuOasis Resorts acquired the right to require Mr. Monterosso to purchase all or any remaining unexercised shares of the 100,000 Series B shares in its entirety by September 1, 1998.

Closing on September 2, 1997, but effective June 30, 1997, Mr. Monterosso exercised the Amended Option to purchase 21,959 Series B Shares, at \$72.20 per share, by payment to NuOasis Resorts of approximately \$1,585,000. The 21,959 Series B Shares acquired may be immediately converted into 1,712,802 shares of restricted Group V common stock. Concurrent with the exercise of the Amended Option, Group V released NuOasis Resorts from liability, if any, arising from any events while NuOasis Resorts controlled Group V, in exchange for approximately \$1,585,000 of marketable securities.

On September 2, 1997, NuOasis Resorts sold to Mr. Monterosso 6,000,000 New Class D Warrants in consideration for a \$1,800,000 promissory note secured by the New Class D Warrants, due in September 1998 (the "Warrant Note"). Each New Class D Warrant is exercisable at \$1.00 per share and entitles Mr. Monterosso to receive, upon exercise, two shares of common stock, or a total of 12,000,000 common shares if all New Class D Warrants have been exercised. The New Class D Warrants expire on March 30, 2004, and to date, none of the New Class D Warrants have been exercised.

On September 2, 1997, NuOasis Resorts granted to Mr. Monterosso an option to purchase 7,800,000 common shares of the Company exercisable at \$0.15 per share after NuOasis Resorts' converted its remaining 100,000 shares of Series B Preferred Stock into 7,800,000 common shares.

As a result of the acquisition of NPC and the sales and purchases of the Series B Preferred Stock, as discussed above, a change in control of the Registrant has occurred and the Registrant is now no longer a controlled subsidiary of NuOasis Resorts. Universal Network Services, Inc.

In September 1997, the Company agreed in principle to acquire a 50% convertible net profits interest ("Net Profits Interest") in Universal Network Services, Inc. ("UNSI"). NPC's Chief Operating Officer, Mr. Dennis Houston, is a shareholder and officer of UNSI. The Net Profits Interest would have provided the Company with up to 50% of UNSI's net operating profit and granted the Company the option to convert its Net Profits Interest into an equity interest of up to 100% of UNSI's issued and outstanding common stock. During the quarter ended March 31, 1998, the Company abandoned its acquisition of the Net Profits Interest in UNSI and recorded \$22,500 in related professional service expense and in June 1998 terminated its employment agreement with Mr. Houston. UNSI is an interexchange carrier that provided telecommunications services to both residential and business customers throughout the United States and certain foreign countries. In August 1998, UNSI filed for protection under Chapter 11 of the U.S. Bankruptcy code and has subsequently been liquidated under Chapter 7 of the U.S. Bankruptcy Code.

#### ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Registrant has incurred net losses and negative cash flows from operating activities since its inception in 1987. The Registrant had cash and cash equivalents of approximately \$536,545 and \$106,149 as of September 30, 1999 and 1998, respectively, and a working capital deficit of \$(4,319,239) and \$(2,201,453) as of September 30, 1999 and 1998, respectively. The Company's revenues increased from \$272,576 to \$3,744,451 between the quarters ended

September 30, 1998 and June 30, 1999, respectively. This represents an increase of 1,274% in revenue. This increase occurred primarily as the result of new telecommunication services contracts secured by the Company in fiscal year 1999. Further, the Company increased its internal sales force and independent distributor network relative to fiscal year 1998.

This Quarterly Report on Form 10-QSB for the quarter ended September 30, 1999 (the "Form 10-QSB") contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements are statements other than historical information or statements of current condition and relate to future events or the future financial performance of the Company. Some forward-looking statements may be identified by use of such terms as "expects," "anticipates," "intends," "estimates," "believes" and words of similar import. These forward-looking statements relate to plans, objectives and expectations for future operations. In light of the risks and uncertainties inherent in all such projected operation matters, the inclusion of forward-looking statements in this Form 10-QSB should not be regarded as a representation by the Company or any other person that the objectives or plans of the Company will be achieved or that any of the Company's operating expectations will be realized. Revenues and results of operations are difficult to forecast and could differ materially from those projected in the forward-looking statements contained in this Form 10-QSB.

The Company expects to increase revenues and cash flow through the wholesale distribution and sale of pre-paid calling cards by expanding its in-house sales force and adding more independent distributors to its network. The Company's One Plus long distance service, which the Company is revamping to provide more competitive rates, and additional services will be included as a product for this sales force to market.

Additionally, management announced in August 1999 the strategic alliance with licensed long distance carrier Comnet that will broaden their international pre-paid network services into Mexico. The Company has been negotiating and is prepared to move forward with additional strategic alliances in Paraguay, India and Italy that management believes will further increase revenues and cash flow. The Registrant will also continue to search for additional sources of equity financing through the private placement of its common stock.

#### RESULTS OF OPERATIONS

##### COMPARISON OF THE THREE MONTHS ENDED September 30, 1999 and 1998

Total general and administrative expenses decreased by \$159,241 or 23% during the quarter ended September 30, 1999, compared to the same period last year, as the Company continued to streamline its operations and staffing by implementing the relocation of its telecommunication operations.

Professional services decreased by \$ 67,145 or 51% during the current quarter compared to the same period during last year. These fees declined as the Company negotiated the settlement of several litigation matters.

#### PART II: OTHER INFORMATION

##### Item 1. Legal Proceedings

On August 28, 1998, the Company received a lawsuit (San Francisco Superior Court Case No. 997548) filed by Worldcom Network Services, Inc. ("Worldcom") to recover the sum of \$2,208,362 allegedly due and owing as a result of a debt that the Company allegedly guaranteed on behalf of UNSI. Although the Company denies liability on the guarantee, the Company has reached a settlement with Worldcom in which the Company will transfer 2,266,667 shares of its restricted common stock to Worldcom. In exchange, Worldcom agrees to release the Company from any and all liability, known and unknown up to the date of the related settlement agreement, which is November 3, 1999.

On October 2, 1998, Pickett Communications, Inc. ("Pickett") filed a

complaint (San Francisco Superior Court Case No. 998281) for monetary damages and challenged the Company's rights to use the HitLotTo logo. In July 1999, a settlement agreement was executed that requires the Company to release 218,036 shares of its restricted common stock to Pickett. This stock had previously been issued to Pickett pursuant to a contract dated October 14, 1997 in which the Company agreed to pay Pickett for services it provided to NPC. The Company has previously refused to release the common stock, as NPC disputed certain charges, which it believed were unauthorized.

On February 19, 1999, Accountemps and RHI Management Resources filed a complaint (San Francisco Superior Court Case No. 301366) for breach of contract to recover approximately \$26,000 allegedly due and owing for temporary employment services. On July 27, 1999, a settlement agreement was executed in which the Company agreed to pay an aggregate amount of \$24,000 at the rate of \$2,000 per month.

On August 30, 1999, the California Labor Commissioner awarded Joseph Arton \$34,426 in wages, interest and penalties based on claims that this individual was an employee of the Company. As a result of the Company's appeal filed on September 20, 1999, Joseph Arton filed a related complaint (San Francisco Superior Court Case No. 306593). A trial is set for November 1999 that will address the employee's claim for unpaid wages. The Company contends that Joseph Arton was not an employee of the Company, but was an independent contractor. Further, the Company is considering filing a cross complaint for breach of contract.

On November 10, 1998, the Company filed legal action (TotalAccess, Inc. v. NuOasis Resorts, Inc.; Nona Morelli's II, Inc.; NuOasis International, Inc.; Fred Luke, Jr.; Rocci Howe; Steven H. Dong; John D. Desbrow; Archer & Weed; Richard Weed) in San Francisco Superior Court, Case No. 999131. The suit alleges fraud and misrepresentation in the sale of securities, which were not qualified for sale and professional malpractice against legal counsel representing the Defendants in this transaction. On July 26, 1999, NuOasis Resorts, Inc. and Nona Morelli's II, Inc. filed a cross complaint against the Company alleging claims for breach of contract, fraud, material misrepresentation in the purchase of securities and libel, and seeks rescission of certain contracts and the imposition of a constructive trust over certain securities. Also on July 26, 1999, Rocci Howe, Fred Luke, Jr. and Steven Dong filed cross complaints against the Company alleging claims for breach of contract, indemnity and libel. All counsel have stipulated to a change in venue from San Francisco to Orange County Superior Court, and the San Francisco Court has transferred the file to the Orange County Court. The trial date is set for July 2000. The Court ordered that all claims the Company has against Richard Weed are to be arbitrated and that this arbitration will not take place until after the trial. Management plans to vigorously pursue its complaint and defend each cross complaint, which it believes lack substantial merit.

On January 6, 1999, the Company filed a lawsuit (TotalAccess.com, Inc. v. Dennis Houston, Orange County Superior Court Case No. 809248). This complaint alleges breach of fiduciary duty by Mr. Houston as one of the Company's directors for failing to disclose material facts in the Ark-Tel Asset Purchase Agreement which have resulted in the Company's being sued by Worldcom Network Services, Inc. (see above). On June 29, 1999, Mr. Houston filed a cross complaint alleging claims for breach of contract, breach of the implied covenant of good faith and fair dealing, misrepresentation, fraud and embezzlement. The Company is vigorously pursuing the matter against Mr. Houston and plans to vigorously defend the cross complaint. At the present time, related legal counsel has not yet received responses to discovery, but the court has set an evaluation conference for December 2, 1999.

On June 26, 1997, the Company filed a lawsuit (TotalAccess.com, Inc. v. Network Long Distance, Inc.) filed in the District Court, City and County of Denver, Case No. 97 CV 4131, Division 7. The complaint was filed against Network Long Distance, Inc. and their transfer agent to compel them to release shares of Network Long Distance, Inc.'s common stock (the "Shares") that was received by the Company in connection with a release of liability granted to NuOasis Resorts, Inc. Once the Shares were properly transferred to the Company, the

Company dismissed its claims as moot. However, Network Long Distance, Inc. (currently known as Eclipse Communications, Inc. or "Eclipse") continues to pursue the Shares through its counterclaims. Eclipse is claiming that it owns some or all of the Shares and is seeking damages and an injunction prohibiting the transfer of the Shares. In response to Eclipse's allegations, management has indicated that it will vigorously contest the litigation, as it believes the case to be groundless and without merit. This matter is currently set for trial to commence in February 2000. Should Eclipse prevail in this matter, it may be in a position to recover a significant portion of the stock at issue, or the value thereof, plus 8% interest per annum from 1997 through trial.

Although there is no pending litigation at the present time, M.H. Meyerson & Co. ("Meyerson") claims that it is entitled to 717,898 warrants to purchase common stock of the Company pursuant to a December 12, 1997 Investment Banking Agreement. The Company contends that Meyerson is not entitled to the warrants because it failed to fulfill its obligations under the Investment Banking Agreement. The Company is in settlement discussions regarding this matter.

Item 2. Changes in Securities

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to A Vote of Security Holders

None

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

EXHIBIT NO.	DESCRIPTION
27	Financial Data Schedule

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

GROUP V CORPORATION (formerly, NUOASIS GAMING, INC.)

Date: November 16, 1999 By: /s/ Joseph Monterosso  
Joseph Monterosso, President and Director

Date: November 16, 1999 By: /s/ Russell F. McCann, Jr.  
Russell F. McCann, Jr., Director

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**VERIFICATION OF FINANCIAL STATEMENT**

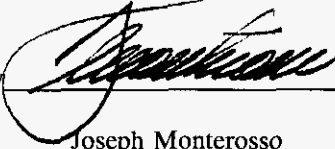
I hereby certify that the applicant does not have an audited financial statement. I further certify that the statements in the foregoing income statement and balance sheet submitted by TotalAxxcess.com, Inc. in connection with its certification are true, complete, and correct to the best of my knowledge and are made in good faith.

I declare under penalty of perjury that the foregoing is true and correct.


Executed this 29<sup>th</sup> day of December, 1999 at Oakland, California.

TotalAxxcess.com

By

  
Joseph Monterosso  
Chief-Executive Officer

By

  
Print Name: Luis Vargas  
Financial Controller