

EVEREST CONNECTIONS CORPORATION

January 13, 2000

FILED

JAN 20 2000

Missouri Public
Service Commission

Mr. Dale Roberts
Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
301 West High Street – Room 530
Jefferson City, MO 65102-0360

TA- 2000-452

RE: Application for a Certificate Service Authority and for Competitive Classification.

Dear Mr. Roberts:

Everest Connections Corporation hereby submits the enclosed Application, seeking certification of service authority to provide Basic Local Telecommunications Service in portions of the State of Missouri and classify such services and the company as competitive. An original and fourteen (14) copies are provided.

Should there be any questions or additional information required, please do not hesitate to contact me at (314) 579-6901. Thank you.

Sincerely,



David Howard, MO Bar # 0041671
Sr. Vice President and General Counsel

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

In the matter of the Application of)
Everest Connections Corporation for a)
certificate of service authority to)
provide Basic Local Telecommunications) Case No.
Service in portions of the State of)
Missouri and to classify said services and)
the company as competitive.)

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Missouri Public
Service Commission

TA-2000-452

APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY

AND FOR COMPETITIVE CLASSIFICATION

Comes now Everest Connections Corporation (Everest) by its undersigned counsel, and hereby applies pursuant to Sections 392.361, 392.420, and 392.430 RSMo 1994, 392.410, 392.450 RSMo Supp. 1996, the federal Telecommunications Act of 1996, and 4 CSR 240-2.060, for authority to provide basic local telecommunications service in portions of the State of Missouri and to classify said service and company as competitive. In support of its application Everest states as follows:

1. Applicant Everest is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware.

Exhibit 1. State of Delaware Certificate of Incorporation Thirdnet Communications Group, Inc.

Exhibit 2. State of Delaware Certificate of Amendment Changing Name of "Thirdnet Communications Group, Inc" to "Everest Connections Corporation".

Exhibit 3. State of Missouri Certificate of Authority Charter No. F00475203.

2. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to:

Mr. David Howard
425 Woods Mill Road South, Suite 300
Town & Country, Missouri 63017

In addition provide:

Kathleen Troughton
Everest Connections Corporation
425 South Woods Mill Road, Suite 300
Town & Country, Missouri 63017

3. Everest proposes to provide basic local exchange telecommunications service on a facilities basis, throughout exchanges currently served by the incumbent local exchange telecommunication companies of: Southwestern Bell Telephone Company (SWBT), Sprint/United Telephone Company (United), and GTE Midwest, Inc. (GTE)]. The specific SWBT, United and GTE exchanges within which Everest proposes to offer service are listed in the incumbent provider's respective local exchange tariffs. Everest may seek authority to provide this service in other areas of the state in a subsequent proceeding.
4. Pursuant to this application Everest seeks to offer and provide all forms of basic local telecommunications service, including: POTS (Plain Old Telephone Service), T-1 Private Line and Long Distance.
5. Everest possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Description of backgrounds of Everest management, which demonstrate the extensive experience and expertise, are attached hereto and incorporated herein by reference as Exhibit 4. Everest also possesses the necessary financial resources. Everest Connections Corporation is a newly created company, historical financial statements for its parent company, GLA New Ventures, LLC have been provided in Exhibit 5. Proforma statements for Everest have been provided under Exhibit 6.
6. Everest seeks classification of itself and its services as competitive.
7. Everest will offer basic local telecommunications service as a separate and distinct service in accordance with applicable law. Everest will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications services in Everest's proposed service areas in accordance with applicable law.

8. Everest is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards, including, but not limited to billing, quality of service, and tariff filing and maintenance. Consistent with the Commission's treatment of other certificated competitive local exchange telecommunications companies, Everest requests that the following statutes and regulations be waived for Everest and its basic local exchange service offerings:

Statutes Missouri Public Service Commission Rules

392.210.2 4 CSR 240-10.020

392.270 4 CSR 240-30.040

392.280 4 CSR 240-35

392.290.1

392.300.2

392.310

392.320

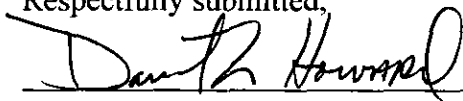
392.330

392.340

9. Everest further requests a temporary waiver of 4 CSR 240-2.060(4)(H). This rule requires that an application for a certificate of service authority to provide interexchange, local exchange or basic local exchange service shall include a proposed tariff with a forty-five day effective date. Everest finds it impossible at this time to develop tariffs to fully comply with this rule since Everest has not yet executed or received Commission approval of any resale agreements with incumbent local exchange companies. At such time as all facts necessary for the development of such tariffs are known to Everest, it will promptly file said tariffs bearing no less than a 30 day effective date with the Commission in a manner consistent with recent Commission practice in similar cases.
10. Everest is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards including, but not limited to, quality of service, billing, and tariff filing and maintenance.
11. Everest submits that the public interest will be served by Commission approval of this application because Everest's proposed services will create and enhance competition and expand customer service options consistent with the legislative goals set forth in the federal Telecommunications Act of 1996 and Chapter 392 RSMo. Prompt approval of this application also will expand the availability of innovative, high quality, and reliable telecommunications services within the State of Missouri.

WHEREFORE, applicant Everest respectfully requests that the Commission grant it a certificate of service authority to provide basic local telecommunications services as herein requested, classify Everest and its proposed services as competitive, and grant a waiver of the aforesaid statutes and regulations.

Respectfully submitted,



ATTORNEY FOR APPLICANT

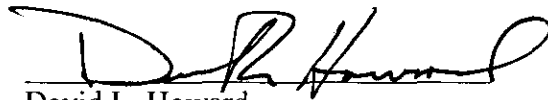
David Howard, MO BAR # 0041671,
Sr. Vice President and General Counsel
425 South Woods Mill Road
Town & Country, MO 63017

VERIFICATION

STATE OF MISSOURI

COUNTY OF ST. LOUIS

David L. Howard, being first duly sworn, deposes and says: That he is the Secretary for Everest Connections Corporation, that he has read the foregoing application, and knows the contents thereof; and that he is authorized by Everest Connections Corporation to verify that the contents of the application are true.



David L. Howard
Everest Connections Corporation
425 Woods Mill Road South
Town & Country, MO 63017
(314) 579-6901

Subscribed and sworn to before me this
19 day of January, 2000



Notary Public
State of Missouri

My commission expires: 01-29, ~~2000~~ 2002

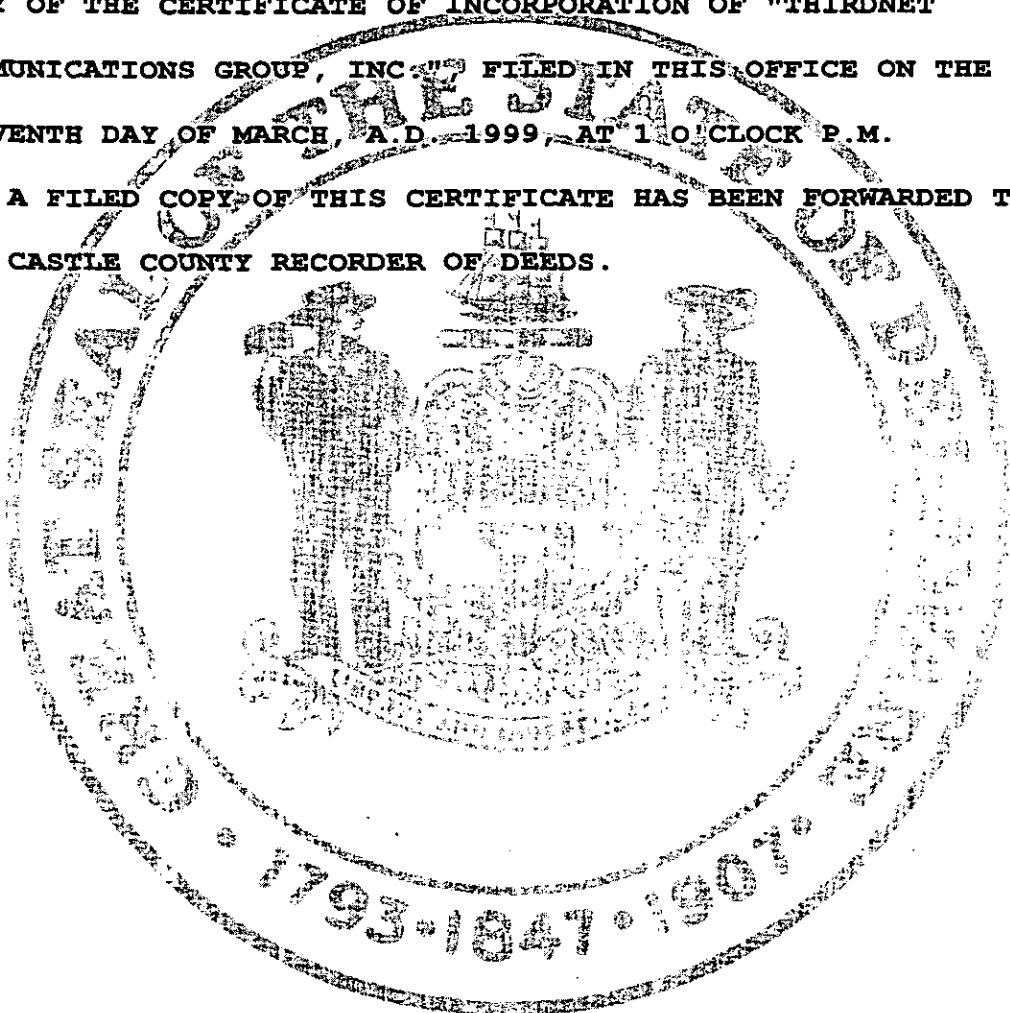


STACY L. KNEFELKAMP
Notary Public-State of Missouri
County of St. Charles
My Commission Expires 01/29/2002

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THIRDNET COMMUNICATIONS GROUP, INC." FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 1999, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

3015360 8100

991095410

AUTHENTICATION:

9624320

DATE:

03-12-99

CERTIFICATE OF INCORPORATION
OF
THIRDNET COMMUNICATIONS GROUP, INC.

* * * *

1. The name of the corporation is ThirdNet Communications Group, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of its business to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of common stock which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares with a par value of One Cent (\$0.01).

In all elections for directors, each shareholder entitled to vote shall have the right to cast only as many votes as shall equal the number of voting shares owned by such shareholder. Elections of directors need not be by ballot.

5. The name and mailing address of the incorporator is as follows:

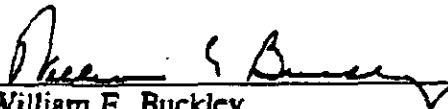
<u>NAME</u>	<u>MAILING ADDRESS</u>
William E. Buckley	101 South Hanley, Suite 1600 St. Louis, Missouri 63105

6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.
8. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
9. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article 9 shall not eliminate or limit the liability of a director to the extent provided by the applicable law: (i) for any breach of the director's duty of loyalty to

the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

No amendment to or repeal of this Article 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is the act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of March, 1999.



William E. Buckley
Incorporator

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
BEFORE PAYMENT OF CAPITAL
OF
THIRDNET COMMUNICATIONS GROUP, INC.

The undersigned, being the incorporator of ThirdNet Communications Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: That Article 1 of the Certificate of Incorporation be and it hereby is amended to read as follows:

1. The name of the corporation is Everest Connections Corporation.

SECOND: That the corporation has not received any payment for any of its stock.

THIRD: That the amendment was duly adopted in accordance with the provisions of section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has signed this certificate this 15th day of September, 1999.


William E. Buckley, Incorporator

Office of the Secretary of State


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THIRDNET COMMUNICATIONS GROUP, INC.", CHANGING ITS NAME FROM "THIRDNET COMMUNICATIONS GROUP, INC." TO "EVEREST CONNECTIONS CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 3:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3015360 8100

991387854


Edward J. Freel, Secretary of State

9976586

AUTHENTICATION:

09-20-99

DATE:

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
EVEREST CONNECTIONS CORPORATION

USING IN MISSOURI THE NAME
EVEREST CONNECTIONS CORPORATION

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 12TH DAY OF OCTOBER, 1999.

Rebecca McDowell Cook
Secretary of State



\$155.00

EXHIBIT 4

Jim A. Moffit, CPA, Chairman of the Board, CEO and President

Nearly three decades as corporate executive, financial officer, business and financial planner, specialist in regulatory matters, accountant, expert witness, consultant and auditor. Previous experience includes two years as President and COO of Brooks Fiber Properties, a start-up competitive access provider; twenty years with a large independent telephone company, and four years with an international accounting firm. Former President of Contel Corporation Central Region for four years until Contel was merged into GTE in 1991. Other positions with Contel included five years as Vice President-Financial Director, Western Region; two years as Assistant Vice President-Revenue Requirements, Western Region; four years as Assistant Vice President-Financial Planning, Western Region; and five years as corporate Chief Accountant; also involved in acquisition and disposition activities. Four years with Arthur Andersen and Company audit staff. BS in Accounting, with honors, from Northeast Missouri State University and an MBA from Washington University. CPA licensed to practice in Missouri. Named as one of the telecommunication industry's "Rising Stars" by Telephony Magazine in 1989.

Charles Morrison, Executive Vice President

Executive responsibility for Design Extender and Teledata divisions of GLA, providing computer aided design and drafting services for telecommunications networks. More than thirty-five years experience in cable and telephone industries in the areas of engineering project management, labor/management relations, and cable equipment testing and quality control. Former cofounder and Senior Vice President of Cencom Cable Associates, Inc. for ten years; provided management support for all Cencom operations, management of St. Louis operations, acquisition studies, programming and program production. Six years as General Manager of Columbia Cablevision, Inc. and First Capital Cablevision, wholly owned subsidiaries of TC Industries; also responsible for the design and construction of these systems. Five years as Senior Project Manager for Telcom Engineering, Inc., another subsidiary of TC Industries, responsible for the design and installation of telephone and cable infrastructure throughout the U.S. Eleven years with Spencer Kennedy Laboratories in positions of increasing responsibility in manufacturing, testing, quality control and engineering. Associate degree in Engineering from Northeastern University, other electronic engineering courses, industry seminars and training programs. ACE and Emmy awards for programming work in St. Louis area. Member of Society of Cable Television Engineers and National Academy of Cable Programming and inducted member of Cable Television Pioneers Club.

Dean Stoneburner, Executive Vice President

Executive responsibility for GLA's Engineering and Field Services Division. Over three decades of telephony experience in corporate management; engineering, field services, project management; construction supervision, and twelve years in the automated mapping/facilities management arena. Principal, founder and former President, CEO and Director of Graphic & Data Solutions (GDS), a firm specializing in software application development, support and information conversion for the telecommunications industry. Product offerings included Telemap – automated mapping/facilities management/geographical information systems, Teledata – converts existing maps and records to Telemap system, and Telesystems – software solutions for management of billing, rating, plant and financial requirements. Twenty-three years with Telcom Engineering, Inc. with responsibilities in various engineering, construction inspection and project management positions, both domestic and international, including positions as Director and Vice President of Engineering. Associates Degree in Electronics from Bailey Institute of Technology, Advanced Management courses from Purdue University, plus numerous technical and management courses throughout career. Member of Independent Telephone Pioneer Association.

David L. Howard, JD, Senior Vice President, General Counsel and Corporate Secretary

Responsible for management of GLA's Consulting and Network Services Division which is responsible for financial analysis and modeling, strategic and business analysis and planning, strategic alliances, proposal preparation, contract negotiation and administration; project planning, tracking and administration; manpower planning, budget management. Nearly twenty years experience with SBC Communications, Inc. In most recent position reported to the President of Southwestern Bell Advanced Communications Services with responsibilities for corporate establishment; business planning and administration; regulatory compliance planning; strategic planning; intellectual property protection; and intelligent network technology planning and architectures to support new product development. Developed business cases and company-wide technical deployment plans for CCS7, CCS7-based services, Caller ID, and Advanced Intelligent Network (AIN). Earlier responsibilities included contract and joint venture negotiations; engineering; technology planning; software system development; regulatory, financial and business planning; capital budget management; project and joint venture management; business case development; staff supervision and corporate representations in industry and government forums. Negotiated an operating agreement and MOU for establishment of a \$150 Million joint venture. Developed corporate positions and compliance plans for numerous regulatory and legal proceedings including the 1996 Telecommunications Act sections 271 and 272, and network unbundling plans. Held leadership positions on corporate memberships in industry and government standards organizations. BS in Electrical Engineering from University of Texas at Arlington and Member of Eta Kappa Nu engineering honor society. MBA from Webster University, St. Louis, MO with highest honors distinction. JD from St. Louis University cum laude. Admitted to practice of law in Missouri, Illinois and Colorado. Licensed patent attorney by the U.S. Patent and Trademark Office. Member of the Missouri Bar, Bar Association of Metro St. Louis, ABA; ABA's Sections on Intellectual Property, Business and Communications Law, Strategic Leadership Forum; Missouri and National Associations of Professional Engineers, and Institute of Electrical and Electronics Engineers.

Shayne B. Barr, Senior Vice President

Responsible for management of GLA's Information Systems Division. More than fifteen years experience developing information systems for the telecommunications industry. Seven years of entrepreneurial experience as founder, COO, and Executive Vice President of Graphic and Data Solutions, a firm specializing in software application development/support and information conversion for the telecommunications industry. Eight years with Telcom Services, Inc. in management and technical positions including Vice President-Business Development, Division Vice-President, Division Manager, Senior Systems Analyst, and Programmer. Significant accomplishments include co-authoring software applications for subscriber and carrier access billing, rating, plant, trouble, etc.; co-authoring an automated mapping/facilities management system; and overseeing the implementation of these systems in more than 100 telephone companies across the United States. Graduated with Honors from the Minnesota School of Business, has completed course work at Maryville College, and is currently attending Webster University.

Michael B. Roddy, Senior Vice President, Corporate Development

Sixteen years of telecommunications experience in a variety of operational and support disciplines. Most recently Mr. Roddy was President of USLink and Vice President of TDS TELECOM. Mr. Roddy initiated the successful conversion of USLink from a regional long distance provider to the second largest CLEC in Minnesota. Prior experience included Director of New Business Development for TDS TELECOM where he was responsible for the development of TDS' CLEC initiatives and the Madison, WI overbuild in particular. Mr. Roddy also held roles as Director - Access and Settlements responsible for intercompany negotiations and state regulatory policy nationwide, and Manager- Regulatory Affairs overseeing and pursuing the interests of TDS TELECOM in a 5 state region in the Northeast. Mr. Roddy has also held financial and cost analysis roles with Fidelity Telecommunications Company (Fidelity Investments) and Contel's Eastern Region prior to its acquisition by GTE.

Susan E. Arndt, Vice President

Responsibilities include strategic market assessment and development of interactive broadband services for GLA clients. More than seventeen years of professional telecommunications experience in planning, development and market implementation for domestic and international voice, video, and data communications opportunities. Expertise in market research development for new technology implementation, product/service management, strategic pricing, advertising, collateral and sales support management, and promotional planning. Expertise in conducting technology needs assessments for market areas in determining market usage and corresponding

Raymond C. Schulz, PE, Vice President

Responsibilities include strategic/business planning, technology assessment and recommendations, wireless technology and system planning, vendor and product evaluation, and system implementation support services. Nearly three decades of varied technical and management experience including twenty-two years with Southwestern Bell Corporation (SBC) in corporate strategic planning, new services planning, regulatory technology planning, product management-data services, federal government marketing, transmission engineering, central office equipment engineering, and network planning. Most recent position with SBC was as Associate Director-Strategic Planning. Major accomplishments included development of a long-term strategic plan for an existing billion dollar SBC revenue stream; preparation of recommendations that created the SBC Technology Resources, a subsidiary to provide technology management and R&D support for SBC's growth strategies; structural analyses of the paging and cellular industries used to define SBC's wireless service growth strategy; and analysis of international telecommunications business opportunities for SBC International in Japan, Korea and Australia. Three years prior to SBC as Senior Engineer-Signal Processing for a major defense contractor. BS and MS degrees in Electrical Engineering from Washington University in St. Louis. Registered Professional Engineer in Missouri. Member of Tau Beta Pi national engineering honor society and Eta Kappa Nu national electrical engineering honor society. Senior Member of IEEE. Authored 1994 GLA publication, Wireless Technologies and PCS Applications – Competition for the Local Loop.

David E. Goodbread, Vice President Operations GLA

Responsible for contract negotiation and administration, recruiting, and management of telecommunications engineering, DC power and transmission installation, LAN & WAN, central office installation and construction projects for RBOCs, CAPs, CLECs, REA companies, universities, state and government agencies and other major clients. Projects include COE and OSP engineering, COE and DC power equipment installation, fiber optic cable installation, LAN & WAN applications, inspection and testing fiber and copper cable. Responsible for management of \$20,000,000+ major splicing and construction projects for SBC, GTE and Bell South. More than twenty-five years total experience including more than thirteen as owner and operations manager of Telco Construction firm providing engineering and design, locating utilities, underground and aerial utility construction, splicing, and installation repair services to GTE, SBC, AT&T, Bell South, and REA companies throughout the United States and Mexico. Also served as scheduling engineer, OSP Engineer, area construction and splicing manager for SBC and prime contract firms for GTE and Bell South. Served as personnel recruiter for large OSP and ISP personnel company in Midwest. Completed engineering extension curriculum in Transmission of Electronic Energy at Texas A&M University and studied Business Technology at the University of Houston. Participated in several in-house management and engineering schools and several Rel-Tec DC Power Installation management classes.

Exhibit 5.

**GLA New Ventures
Balance Sheet
as of 12/31/98**

	<u>12/31/97</u>	<u>11/30/98</u>	<u>12/31/98</u>
ASSETS			
Current Assets:			
Cash and Cash Equivalents	-	304,785	446,052
Other Investments	-	3,100,000	3,100,000
Total Current Assets	-	3,404,785	3,546,052
Fixed Assets:			
Other Assets:			
Total Assets	-	3,404,785	3,546,052
Current Liabilities:			
A/P & Accrued Liabilities	-	7,500	7,500
Total Current Liabilities	-	7,500	7,500
Long-Term Liabilities:			
Total Liabilities	-	7,500	7,500
Equity:			
Paid In Capital	-	3,399,000	3,539,000
YTD Income	-	(1,715)	(448)
Total Equity	-	3,397,285	3,538,552
Total Liabilities and Equity	-	3,404,785	3,546,052

GLA New Ventures

For the Twelve Months Ending December 31, 1998

	Prior Month Actual	Current Month Actual	Current Month Budget	Current Month Variance	YTD Actual	YTD Budget	YTD Variance
Revenues							
Direct Expenses							
Indirect Expenses							
Consultants & Professional Services	5,000	-	-	-	7,500	-	7,500
Total Expenses before Corp. Allocations	5,000	-	-	-	7,500	-	7,500
Operating Profit before Corp. Allocations	(5,000)	-	-	-	(7,500)	-	(7,500)
Operating Profit after Corp. Allocations	(5,000)	-	-	-	(7,500)	-	(7,500)
Other Income / (Expense)							
Interest Income	1,234	1,267	-	1,267	7,052	-	7,052
Earnings/(Loss) Before Inc Tax	(3,766)	1,267	-	1,267	(448)	-	(448)

**GLA New Ventures
Balance Sheet
as of 10/31/99**

	<u>12/31/98</u>	<u>9/30/99</u>	<u>10/31/99</u>
ASSETS			
Current Assets:			
Cash and Cash Equivalents	446,052	781,148	492,199
Notes Receivable	-	1,850,000	1,100,000
Other Investments	3,100,000	4,307,841	5,597,661
Total Current Assets	3,546,052	6,938,989	7,189,860
Fixed Assets:			
Other Assets:			
Total Assets	<u>3,546,052</u>	<u>6,938,989</u>	<u>7,189,860</u>
Current Liabilities:			
A/P & Accrued Liabilities	7,500	15,747	44,458
Total Current Liabilities	7,500	15,747	44,458
Long-Term Liabilities:			
Total Liabilities	7,500	15,747	44,458
Equity:			
Paid In Capital	3,539,000	7,237,433	7,496,944
Retained Earnings	-	(34,823)	(34,823)
YTD Income	(448)	(279,368)	(316,719)
Total Equity	3,538,552	6,923,242	7,145,402
Total Liabilities and Equity	<u>3,546,052</u>	<u>6,938,989</u>	<u>7,189,860</u>

GLA New Ventures

For the Ten Months Ending October 31, 1999

	Prior Month Actual	Current Month Actual	Current Month Budget	Current Month Variance	YTD Actual	YTD Budget	YTD Variance
Revenues							
Direct Expenses							
Indirect Expenses							
Total Salaries	6,844	8,461	-	(8,461)	39,903	-	(39,903)
Consultants & Professional Services	32,139	46,300	-	(46,300)	348,809	-	(348,809)
Office Supplies	-	-	-	-	93	-	(93)
Other G & A	-	215	-	(215)	33,624	-	(33,624)
Total Expenses before Corp. Allocations	38,983	54,976	-	(54,976)	422,429	-	(422,429)
Operating Profit before Corp. Allocations	(38,983)	(54,976)	-	(54,976)	(422,429)	-	(422,429)
Operating Profit after Corp. Allocations	(38,983)	(54,976)	-	(54,976)	(422,429)	-	(422,429)
Other Income / (Expense)							
Interest Income	13,521	17,624	-	17,624	105,709	-	105,709
Earnings/(Loss) Before Inc Tax	(25,462)	(37,352)	-	(37,352)	(316,720)	-	(316,720)

Exhibit 6.**EVEREST CONNECTIONS CORPORATION
PROFORMA BALANCE SHEET**

ASSETS	Year 1	Year 2
Current Assets:		
Cash	\$ 341,234	\$ 623,521
Other Current Assets	-	-
Total Current Assets	\$ 341,234	\$ 623,521
Fixed Assets:		
Property Plant & Equipment	85,441,070	134,249,565
Less: Accumulated Depreciation	<u>(4,849,088)</u>	<u>(15,576,042)</u>
Net Property Plant & Equipment	80,591,982	118,673,523
Total Assets	<u>\$ 80,933,216</u>	<u>\$ 119,297,044</u>
LIABILITIES		
Current Liabilities:		
A/P & Accrued Liabilities	-	-
Total Current Liabilities	-	\$ -
Long-Term Liabilities		
Senior Debt	57,000,000	88,500,000
High Yield Debt	-	-
Total Long-Term Debt	<u>57,000,000</u>	<u>88,500,000</u>
Total Liabilities	57,000,000	88,500,000
Shareholders Equity		
Common Stock	38,000,000	59,000,000
Retained Earnings	<u>(14,066,784)</u>	<u>(28,202,956)</u>
Total Shareholders Equity	23,933,216	30,797,044
Total Liabilities & Equity	<u>80,933,216</u>	<u>119,297,044</u>

EVEREST CONNECTIONS CORPORATION
PROFORMA INCOME STATEMENTS

	Year 1	Year 2
Revenues	\$ 2,501,042	\$ 16,524,125
Direct Expenses	3,697,953	6,345,214
Indirect Expenses	<u>2,890,785</u>	<u>5,623,129</u>
Total Expenses	6,588,738	11,968,343
EBITDA	\$ (4,087,696)	\$ 4,555,782
Other Income/(Expense)		
Depreciation & Amortization	(4,849,088)	(10,726,954)
Interest Expense	<u>(5,130,000)</u>	<u>(7,965,000)</u>
Total Other Income/(Expense)	(9,979,088)	(18,691,954)
Net Income Before Taxes	(14,066,784)	(14,136,172)
Taxes	-	-
Net Income After Taxes	<u>\$ (14,066,784)</u>	<u>\$ (14,136,172)</u>