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01 JUN 25 AUCTION DATE: 7/5/01 @ 1:00 p.m.
SALE HEARING DATE: 7/6/01 @ 11:00 a.m.

MAIL ROOM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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FILED FOR REPORTING AND

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| In re: | : | Chapter 11 |
| | : | Case Nos. 01 B 12879, |
| ONSITE ACCESS, INC. <u>et al.</u> | : | 01 B 12881 and 01 B 12883 (RLB) |
| | : | |
| Debtors. | : | (Jointly Administered) |

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NOTICE OF, INTER ALIA, (A) HEARING TO CONSIDER THE DEBTORS' MOTION FOR AN ORDER AUTHORIZING THE SALE OF A SUBSTANTIAL PORTION OF THE DEBTORS' ASSETS AND AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION THEREWITH; (B) THE PROCEDURES AND DEADLINES FOR SUBMISSION OF HIGHER OR BETTER OFFERS AND OBJECTIONS; AND (C) RELATED MATTERS

TO: ALL THE DEBTORS' KNOWN CREDITORS AND PARTIES-IN-INTEREST

NOTICE IS HEREBY GIVEN that:

1. On May 16, 2001 ("Petition Date"), OnSite Access, Inc. ("OnSite"), OnSite Access, LLC ("OSL") and OnSite Access Local, LLC ("Local" and, together with OnSite and OSL, the "Debtors"), filed voluntary petitions for relief under Chapter 11 of Title 11, United States Code ("Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court").

2. A telephonic hearing will be held before the Honorable Richard L. Bohanon, Bankruptcy Judge, on July 6, 2001 at 11:00 a.m. (NY City Time) ("Sale Hearing") or as soon thereafter as counsel can be heard, at the United States Bankruptcy Court, Southern District of New York, One Bowling Green, Room 523, New York, New York 10004-1408, on the Debtors' application (the "Application") to, among other things, consider the sale (the "Sale") of a substantial portion of the Debtors' assets, related to, and used in connection with, the Debtors' business operations in the greater metropolitan New York City and the Washington, D.C. areas (collectively, the "Purchased Assets") to (i) eLink Communications, Inc. (the "Buyer"), in accordance with the terms and conditions of an asset purchase agreement substantially in the form annexed to the Application as Exhibit "1" (the "Purchase Agreement"), entered into

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

- APP _____
- CAF _____
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Handwritten initials/signature

among the Debtors and the Buyer, or (ii) such other entity which submits a higher or better offer that is made in accordance with the certain auction procedures (the "Successful Bidder") at an auction to be held on July 5, 2001 at 1:00 p.m. at the offices of OnSite, 1372 Broadway, 2nd Floor, New York, New York 10018 (the "Auction"), acceptable to the Sellers and approved by the Bankruptcy Court, free and clear of all liens, claims, interests and encumbrances. In addition, the Debtors shall seek to assume and assign to the Buyer or the Successful Bidder certain executory contracts and unexpired leases (the "Assumed Contracts") pursuant to section 365 of the Bankruptcy Code.

3. The Purchased Assets (as defined in Section 2.1 of the Purchase Agreement) include, the Debtors' access and other rights related to approximately 193 Selected Buildings (defined in the Purchase Agreement) and the telecommunication service agreements related thereto, as well as:

- (i) equipment, machinery, computer hardware;
- (ii) technology and proprietary rights;
- (iii) contracts and third party licenses;
- (iv) accounts receivable due and owing to the Debtors from those customers of the Debtors assigned to eLink;
- (v) books and records; and
- (vi) certain real property leases

needed in the operation of the Selected Buildings. Assets excluded from the sale under the Purchase Agreement ("Excluded Assets") include, among other things: (a) all causes of action and rights of recovery and counterclaims in favor of the Debtor under sections 544 through 553 of the Bankruptcy Code (except warranty contract claims associated with the Purchased Assets); (b) any pension plan, profit sharing plan or other plan or program providing benefits to employees of the Seller; (c) cash and cash equivalents; (d) insurance policies; and (e) certain other assets not described in the definition of Purchased Assets.

4. The Purchase Price for the Purchased Assets is \$5,000,000 (subject to certain adjustments as provided under the Purchase Agreement). The Purchase Price shall be paid as follows: (i) cash at closing by certified or cashier's check or by wire transfer equal to \$5 million less the amounts indicated in subparagraphs (ii) and (iii) hereof; (ii) a credit of \$1.5 million for cure amounts relating to the Assumed Contracts; and (iii) the credit of amounts (\$2.5 million plus interest and costs) advanced by the Buyer as debtor-in-possession loans, if any.

5. A closing of the sale shall be subject to entry by the Bankruptcy Court of the Sale Order.

6. Higher or better offers for the Purchased Assets and/or other property of the Debtors, if any, must be made in accordance with the Auction Procedures pre-fixed to the Application. The Auction Procedures, as may be amended, provide, in part, that higher or better offers to be made at the Auction must be submitted in writing, so as to be received, not later than July 2, 2001 at 5:00 p.m. by: (i) Togut, Segal & Segal LLP, bankruptcy counsel for the Debtors, One Penn Plaza, Suite 3335, New York, New York 10119, Attn: Frank A. Oswald, Esq. (telephone number 212-594-5000, facsimile number 212-967-4258) and (ii) Thelen Reid & Priest, LLP, counsel for the Committee, 40 West 57th Street, New York, New York 10019, Attn: Martin Bunin, Esq. (telephone number 212-603-2000, facsimile number 212-603-2001).

7. Pursuant to the Auction Procedures, objections by any non-debtor party (the "Cure Objections") under the Assumed Contracts which shall be identified on Schedules 2.5(a) and 2.5(b) of the Purchase Agreement, and objections, if any, to the Sale on the terms described in the Purchase Agreement or the related relief sought by the Debtors in the Application (the "Sale Objections") must be made in writing and be filed with the Bankruptcy Court in accordance with all procedures and rules of the Court (please visit the Bankruptcy Court's web site www.nysb.uscourts.gov for complete filing instructions and requirements) (with a courtesy copy delivered to Bankruptcy Judge Bohanon's Chambers in Room 528), and served upon: (i) Togut, Segal & Segal LLP, bankruptcy counsel for the Debtors, One Penn Plaza, Suite 3335, New York, New York 10119, Attn: Frank A. Oswald, Esq.; (ii) Pryor Cashman Sherman & Flynn LLP, counsel for the Buyer, 410 Park Avenue, New York, NY 10022, Attn: Carole Neville, Esq.; (iii) Thelen Reid & Priest LLP, counsel for the Committee, 40 West 57th Street, New York, New York 10019 Attn: Martin G. Bunin, Esq.; and (iv) Carolyn S. Schwartz, United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Wendy Rosenthal, Esq., so as to be filed and received not later than July 2, 2001 at 5:00 p.m. (New York City Time) ("Objection Deadline").

8. Cure Objections and Sale Objections not filed and served in accordance with the foregoing on or before the Objection Deadline shall be forever waived by the party and may be barred from assertion against the Debtors.

9. The Sale Hearing may be adjourned from time to time by announcement in the Bankruptcy Court on the date of the Sale Hearing without further notice to creditors.

10. Copies of the Auction Procedures, the Application and the exhibits thereto, including the Purchase Agreement, may be reviewed during regular business hours at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408, and on the Internet at www.nysb.uscourts.gov or may be obtained upon written request from Togut, Segal & Segal LLP, counsel for the Debtors.

11. Any entity that wishes to submit a higher or better offer, is advised to obtain a copy of the Application, the Purchase Agreement and the Auction Procedures to become a Qualified Bidder, and to contact the Debtors' attorneys.

DATED: New York, New York
June 18, 2001

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Counsel for the Debtors
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Attn: Albert Togut, Esq.
Frank A. Oswald, Esq.

THELEN REID & PRIEST LLP
Attorneys for the Creditors' Committee
Thelen Reid & Priest LLP
40 West 57th Street
New York, NY 10019
Telephone: (212) 603-2000
Attn: Martin Bunin, Esq.
Craig E. Freeman, Esq.

SETTLEMENT DATE: 6/20/01
AT: 12:00 Noon

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Attorneys for the
Debtors and Debtors-in-Possession
One Penn Plaza - Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut (AT-9759)
Frank A. Oswald (FAO-1223)
Gerard DiConza (GD-0890)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: Case Nos. 01-12879, 01-12881
: and 01-12883
ONSITE ACCESS, INC., et al. :
: (Jointly Administered)
Debtors. :
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**NOTICE OF SETTLEMENT OF PROPOSED ORDER
APPROVING BREAKUP FEE AND SCHEDULING
AUCTION AND SALE HEARING, ON SHORTENED
NOTICE, IN CONNECTION WITH THE PROPOSED SALE
OF THE DEBTORS' ASSETS TO ELINK COMMUNICATIONS, INC.,
SUBJECT TO HIGHER OR BETTER OFFERS, PURSUANT TO,
INTER ALIA, SECTIONS 363 AND 365 OF THE BANKRUPTCY CODE**

TO: COUNSEL TO THE CREDITORS' COMMITTEE;
COUNSEL TO ELINK COMMUNICATIONS, INC.;
THE UNITED STATES TRUSTEE; AND
CERTAIN OTHER PARTIES-IN-INTEREST:

PLEASE TAKE NOTICE that the undersigned will present for signature the annexed order (the "Proposed Order") approving the breakup fee in favor of eLink Communications, Inc. ("eLink") and scheduling an auction and sale hearing, on shortened notice, in connection with the proposed sale of a substantial portion of the Debtors' assets to eLink, or such other successful purchaser that makes a higher or better

offer, pursuant to, inter alia, sections 363 and 365 of the Bankruptcy Code, to the Honorable Richard L. Bohanon, United States Bankruptcy Judge, on June 20, 2001 at 12:00 noon (the "Settlement Date") at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 ("Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Proposed Order must be made in writing, conform to the requirements of the Bankruptcy Code, the Federal Rules of Bankruptcy Proceeding and the Local Rules of the Bankruptcy Court for the Southern District of New York and must be filed in accordance with the requirements set forth in the proceeding paragraph, and be delivered to Judge Bohanon's Chambers, Room 528, United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408, and be served upon the undersigned so as to be actually received no later than 11:00 a.m. on the Settlement Date. Unless objections are received by that time, the Proposed Order may be signed.

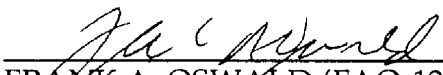
PLEASE TAKE FURTHER NOTICE that objections, if any, to the entry of the Proposed Order must be filed (a)(i) through the Bankruptcy Court's electronic filing system (in accordance with General Order M-182), which may be accessed (with a password which is available by contacting the Bankruptcy Court's technical assistance at (212) 668-2870, ext. 3522, Monday through Friday, 8:30 a.m. to 5:00 p.m.) through the Internet at the Bankruptcy Court's website: www.nysb.uscourts.gov., using Netscape Navigator software version 3.0 or higher, and (ii) in portable document format (PDF) using Adobe Exchange software for conversion; or (b) if a party is unable to file electronically, such party shall submit the objection in PDF format on a diskette in an envelope with the case name, case number, type and title of document, document

number of the document to which the objection refers, and the file name on the outside of the envelope; or (c) if a party is unable to file electronically or use PDF format, such party shall submit the objection on a diskette in either Word, WordPerfect, or DOS text (ASCII) format. An objection filed by a party with no legal representation shall comply with section (b) or (c) as set forth in this paragraph.

PLEASE TAKE FURTHER NOTICE that in the event an objection is timely filed and served as provided herein, such objection(s) shall be considered by Judge Bohanon, in Courtroom 523 of the Bankruptcy Court, on June 20, 2001 at 1:30 p.m. or as soon thereafter as counsel may be heard.

DATED: New York, New York
June , 2001

TOGUT, SEGAL & SEGAL LLP,
Attorneys for OnSite Access, Inc. *et al*,
Debtors and Debtors-in-Possession,
By:



FRANK A. OSWALD (FAO-1223)
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