

ITC-7/c-19980916-00633

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- ASSIGNMENT OF LICENSE
- GLOBAL FACILITIES-BASED SERVICE
- GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE
- GLOBAL RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED GLOBAL RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE
- LIMITED GLOBAL RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- SUBMARINE CABLE LANDING LICENSE
- INTERNATIONAL SPECIAL PROJECT

Description of Application: _____

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SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

WASHINGTON OFFICE
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647

NEW YORK OFFICE
919 THIRD AVENUE
NEW YORK, NY 10022-9998
TELEPHONE (212) 758-9500
FACSIMILE (212) 758-9526

September 15, 1998

VIA HAND DELIVERY

Magalie Roman Salas, Esq.
Secretary

Streamlined ITC-T/C-19980916-00633
ACCESS AUTHORITY, INC.

Federal Communications Commission
International Bureau - Telecommunications Division
P.O. Box 358115
Pittsburgh, PA 15251-5115

Re: Application of Access Authority, Inc. and Ursus Telecom Corp. to
Transfer Control of Access Authority, Inc.

Dear Ms. Salas:

Enclosed for filing with the Commission are an original and six (6) copies of the application of Access Authority, Inc. and Ursus Telecom Corp. (collectively, the "Applicants") for authority pursuant to Section 214 of the Communications Act. The Applicants are requesting approval of the transfer of control of Access Authority, Inc. to Ursus Telecom Corp. The Applicants respectfully request that their application be handled on a streamlined basis.

As required by the Commission's Rules, enclosed is a check in the amount of \$780.00, payable to the Federal Communications Commission. Please date-stamp the extra copy of this application and return it in the enclosed self-addressed, stamped envelope. If you have any questions concerning this application, please do not hesitate to contact the undersigned.

Respectfully submitted,



Helen E. Disenhaus
Adam L. Kupetsky

Counsel for
Access Authority, Inc.

Enclosure

cc: Jeffrey Chaskin
Paul E. Biava
Michael Donahue

249159.1

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

Access Authority, Inc. and
Ursus Telecom Corp.

Application for authority pursuant to
Section 214 of the Communications Act
of 1934, as amended, to transfer
control of an authorized
international carrier

File No. TC-1/c-19980916-00633

APPLICATION

Access Authority, Inc. ("Access Authority") and Ursus Telecom Corp. ("Ursus") (together the "Parties"), by their undersigned counsel, hereby request authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1982), and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18 (1997), to transfer control of Access Authority to Ursus. For business reasons, the Parties need to quickly consummate a transaction whereby Ursus will acquire all of the outstanding shares of capital stock of Access Authority and Access Authority will become a wholly owned subsidiary of Ursus. The Parties respectfully request expedited, streamlined treatment of this application.

I. THE PARTIES

A. Access Authority, Inc.

Access Authority, Inc. is a privately held Delaware corporation whose principal offices are located at 2325 Umberton Road, Suite 27, Clearwater, FL 34622. Pursuant to Section 214 authority granted by the Commission, Access Authority is authorized to operate as a facilities-based and resale carrier in accordance with Sections 63.18(e)(1) and (2) of the Commission's Rules. See Access Authority, Inc., 13 FCC Rcd 2783, File No. ITC-97-060 (effective March 18, 1997). As required by Commission Rules, Access Authority maintains tariffs at the Commission for its international services.

Access Authority is considered to be a non-dominant carrier under the FCC rules. It is respectfully submitted that, after completion of the transaction described herein, Access Authority will continue to be qualified to operate as an authorized non-dominant international facilities-based and resale carrier, as a subsidiary of Ursus.

B. Ursus Telecom Corp.

Ursus Telecom Corp. is a Florida limited liability corporation whose address is 440 Sawgrass Corporate Parkway, Suite 112, Sunrise, Florida 33325. Ursus currently holds global Section 214 authority to provide resold and facilities-based international telecommunications services. See Ursus Telecom Corp., 13 FCC Rcd 354, File No. ITC-97-692 (effective Jan. 2, 1998). Ursus also holds a cable landing license for the Bahamas II Cable System. *See Modification of Cable Landing License*, File No. SCL-96-003(M), DA 98-1674 (rel. August 21, 1998). Ursus has no foreign carrier ownership, and is not affiliated with any foreign carrier.

Ursus is considered to be a non-dominant carrier under the FCC rules. It is respectfully submitted that, after completion of the transaction described herein, Ursus will continue to be qualified to operate as an authorized non-dominant international facilities-based and resale carrier.

II. THE TRANSACTION

Access Authority and Ursus have determined that they will realize significant economic and marketing efficiencies by merging their operations. Accordingly, Access Authority and Ursus will consummate an Agreement ("Agreement") in which Ursus will purchase 100 percent of the stock of Access Authority, with Access Authority becoming a wholly-owned subsidiary of Ursus. Approval of this application will enable Ursus to provide international services more effectively and efficiently. Access Authority's customers will continue to receive high quality, affordable services as customers of a wholly owned subsidiary of Ursus.

III. PUBLIC INTEREST CONSIDERATIONS

Approval of the proposed transaction will serve the public interest in promoting competition among operating international carriers by providing Ursus the opportunity to strengthen its competitive position with greater financial resources. Because the transfer of control of Access Authority to Ursus involves two non-dominant telecommunications carriers operating in a competitive international telecommunications marketplace, the transfer of control will not lessen competition or raise antitrust issues.¹ The transaction will invigorate competition in the international services market by enabling Access Authority and Ursus to pursue their marketing and

¹See *In re Applications of NYNEX Corp., Transferor and Bell Atlantic Corp. Transferee, for Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries*, File No. NSD-L-96-10 (adopted August 14, 1997) (applying the Department of Justice and Federal Trade Commission 1992 Merger Guidelines for evaluating the likely competitive effects of the merger).

business plans more effectively. The acquisition, therefore, will serve the public interest by enhancing the service offerings, operational efficiency as well as the financial viability of Ursus and Access Authority.

IV. INFORMATION REQUIRED BY SECTION 63.18

Pursuant to Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, the Applicants submit the following information:

- (a) Name and address of Applicants are:

Access Authority, Inc.
2325 Umberton Road, Suite 27
Clearwater, FL 34622
(813) 571-4500

Ursus Telecom Corp.
440 Sawgrass Corporate Parkway
Suite 112
Sunrise, FL 33325
(954) 846-7887 (Telephone)
(954) 846-7889 (Facsimile)
- (b) Access Authority is a corporation organized under the laws of the State of Delaware. Ursus is a limited liability corporation organized under the laws of the State of Florida.
- (c) Correspondence concerning this application should be sent to:

For Access Authority:

Paul Biava
Access Authority, Inc.
2325 Umberton Road, Suite 27
Clearwater, FL 34622
(813) 571-4500
(813) 592-4577

For Ursus:

Jeff Chaskin
Ursus Telecom Corp.
440 Sawgrass Corporate Parkway
Suite 112
Sunrise, FL 33325
(954) 846-7887 (Telephone)
(954) 846-7889 (Facsimile)

with a copy to:

Helen E. Disenhaus, Esq.
Adam L. Kupetsky, Esq.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500 (telephone)
(202) 424-7645 (facsimile)

(d) Access Authority currently holds Section 214 global authority to provide resold and facilities-based international telecommunications services. *See* Access Authority, Inc., 13 FCC Rcd 2783, File No. ITC-97-060 (effective March 18, 1997).

Ursus currently holds Section 214 global authority to provide resold and facilities-based international telecommunications services. *See* Ursus Telecom Corp., 13 FCC Rcd 354, File No. ITC-97-692 (effective Jan. 2, 1998). Ursus also holds a cable landing license for the Bahamas II Cable System. *See Modification of Cable Landing License*, File No. SCL-96-003(M), DA 98-1674 (rel. August 21, 1998).

(e)(5) The authorization sought in this application will approve a transaction which would permit Ursus to acquire one hundred percent of the outstanding shares of Access Authority.

(f) Not applicable.

(g) Not applicable.

(h) Ursus has no foreign carrier ownership. Ursus's 10% or greater shareholders are:

<u>Name/Address</u>	<u>Citizenship</u>	<u>%</u>	<u>Principal Business</u>
Fincogest, S.A. 1, Carrefour de Rive CH1207 Geneva, Switzerland	Swiss	90%	Fiduciary Corporation (a trust whose sole beneficiary is Mr. Luca Giussani, a private Italian citizen, resident in the United States, whose address is 440 Sawgrass Corporate Parkway, Suite 112, Sunrise, Florida 33325. Mr. Giussani is not affiliated with a foreign carrier)

Jeffrey and Joanna Chaskin U.S. 10% Telecommunications
9944 N.W. 48th Court
Coral Springs, FL 33076

Ursus has no interlocking officer or directorate information to report. Ursus is not affiliated with any foreign carrier.

(i) As required by Section 63.18(i) of the Commission's Rules, 47 C.F.R. § 63.18(i), Ursus certifies that it has not agreed to accept nor shall it accept in the future any special concessions, as defined by the Commission's Rules, directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country for which Access Authority or Ursus may be authorized to serve.

(j) Neither Ursus nor Access Authority is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. Certification pursuant to Section 1.2002 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301) are attached.

(k) Neither Ursus nor Access Authority is affiliated with a foreign carrier. Accordingly, Ursus and Access Authority request expedited, streamlined treatment of this application in accordance with 47 C.F.R. § 63.12.

CONCLUSION

For the reasons stated herein, Access Authority and Ursus respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this application for consent to the transfer of control of Access Authority.

Respectfully submitted,

By:



Helen E. Disenhaus, Esq.
Adam L. Kupetsky, Esq.

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP.
3000 K Street, N.W.
Suite 300
Washington, D.C. 20007
Phone (202) 424-7500
Facsimile (202) 424-7645

Counsel for Access Authority, Inc.
and Ursus Telecom Corp.

September 15, 1998

CERTIFICATION OF APPLICANT

On behalf of Access Authority, Inc. and in accordance with Section 1.2001-1.2003 of the Commissioner's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that no party to this application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a. I also hereby certify that the statements in the foregoing application for transfer of control of an international carrier licensed under Section 214 are true, complete, and correct to the best of my knowledge and are made in good faith.

ACCESS AUTHORITY, INC.

By: 

Name: Paul E. Biava

Title: EXECUTIVE V.P.

Date: 9/11/98


CERTIFICATION OF APPLICANT

On behalf of Ursus Telecom Corp. and in accordance with Section 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that no party to this application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a. I also hereby certify that the statements in the foregoing application for transfer of control of an international carrier licensed under Section 214 are true, complete, and correct to the best of my knowledge and are made in good faith.

Ursus Telecom Corp. has not agreed to accept nor shall it accept in the future any special concessions, as defined by the Commission's Rules, directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows on any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market

URSUS TELECOM CORP.

By:



Name:

JEFFREY R. CHASKIN

Title:

Chief Operating Officer

Date:

9/10/98