

**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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APR 22 1999

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April 22, 1999

HAND DELIVER

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

**Re: Onsite Access LLC, OnSite Ventures, L.L.C., and OnSite Access, Inc. -
Application for Authority Pursuant to Section 214 of the Communications
Act of 1934, As Amended, To Transfer Control of Onsite Access LLC,
An Authorized International Carrier, from OnSite Ventures, L.L.C.,
to OnSite Access, Inc.**

Dear Sir/Madam:

Enclosed please find an original and five copies of the Application of OnSite Ventures L.L.C. and OnSite Access, Inc., to transfer control of Onsite Access LLC from OnSite Ventures, L.L.C. to OnSite Access, Inc. pursuant to Section 214 of the Communications Act. Also enclosed is the requisite fee of \$780.00 to cover the associated filing fee together with a Request for Confidential Treatment of Exhibits and an FCC Form 159. An extra copy of this filing is also enclosed. Kindly date-stamp received the extra copy and return it in the postage-paid envelope that is provided. If you have any questions regarding this filing, please contact undersigned counsel.

Respectfully submitted,


Cherie R. Kiser

Casey B. Anderson
Counsel for Onsite Access LLC,
OnSite Ventures, L.L.C., and OnSite Access, Inc.

Enclosures

cc: Troy Tanner, International Bureau
Brian Benz
DCDOCS: 147829.1 (3624011.doc)

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

OnSite Access LLC, OnSite Ventures, L.L.C., and)
OnSite Access, Inc.)
)
)
Application for Authority Pursuant to) File No. ITC-99-_____
Section 214 of the Communications Act of)
1934, as Amended, to Transfer Control of)
OnSite Access LLC, an Authorized)
International Carrier, from OnSite Ventures, L.L.C.)
to OnSite Access, Inc.)
)

APPLICATION

OnSite Ventures, L.L.C. (“OVC”) and OnSite Access, Inc., (“OAI”) (collectively, the “Applicants”) 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 (1998), to transfer control of OnSite Access LLC (“OAC”) from OVC to OAI. On October 17, 1997, OAC was granted Section 214 authority to resell international telecommunications services between the United States and various international points.^{1/} In 1998, the Commission approved a transfer of control of OAC to OVC.^{2/}

^{1/} The Commission’s original Section 214 approval for OnSite Access LLC is stated in Public Notice Report No. I-82268, File No. ITC-97-511 (released October 23, 1997).

^{2/} The Commission accepted the application for transfer of control of OnSite Access LLC to OnSite Ventures, L.L.C. in File No. ITC-98-222 on March 20, 1998. See “Streamlined International Section 214 and Section 310(b) Applications Accepted for Filing,” Public Notice, Report No. Tel-140-A, File No. ITC-98-222-TC (released March 20, 1998) (listing application as accepted for filing). The application was granted and took effect automatically on April 25, 1998, pursuant to the Commission’s “streamlined” Section 214 rules. See 47 C.F.R. § 63.12 (providing for automatic approval of Section 214 applications submitted under streamlining rules 35 days after date of public notice listing application as accepted for filing).

The Applicants respectfully request expedited treatment of this application to permit them to undertake the transactions contemplated by the Series B, Series C and Series D Preferred Stock Purchase Agreement (“Stock Purchase Agreement”) and Agreement and Plan of Merger (“Merger Agreement”) (collectively “Agreements”), which are attached to this Application as Exhibits 1 and 2 and are incorporated by reference. The Agreements require, among other things, the merger of OVC into OAI and the issuance of preferred stock by OAI.^{3/}

Grant of the request for a transfer of control of OAC from OVC to OAI – together with the issuance of preferred stock contemplated by the Stock Purchase Agreement -- will promote competition in the international telecommunications marketplace. OAC will have access to OAI’s capital and a larger pool of technical and business expertise and contacts. OAC will be able to achieve significant economic and marketing efficiencies and thereby will be better equipped to provide advanced, high quality, low cost telecommunications services to subscribers.

Following the transfer of control, OAC will provide service under the same name and authority. The transfer of control will have no adverse consequences, and the same public interest findings which led the Commission initially to grant OAC’s original application for international resale authority and the petition to transfer control of OAC to OVC support grant of the instant petition. Accordingly, grant of this application will serve the public interest.

The Parties

OAC is a New York Limited Liability Company which is presently owned 100% by OVC, a Delaware Limited Liability Company. The principals of OVC are Arthur Simon, Darren W. Hornig, Martin Rabinowitz, RSI-OSA Holdings, Inc., and Veritech Ventures LLC. Thus, for

^{3/} The Agreements require these transactions to be consummated no later than 115 days from April 16, 1999.

purposes of this application to transfer control, OVC is the transferor of its controlling interest in OAC to OAI, the transferee.

Section 63.18 Information

The following information is submitted, as required by section 63.18 of the

Commission's Rules in support of this application:

(a) Name, Address and Telephone Number

OnSite Access LLC
680 Fifth Avenue, 12th Floor
New York, NY 10019
Tel: (212) 324-1500

OnSite Ventures, L.L.C.
680 Fifth Avenue, 12th Floor
New York, NY 10019
Tel: (212) 324-1500

OnSite Access, Inc.
680 Fifth Avenue, 12th Floor
New York, NY 10019
Tel: (212) 324-1500

(b) State of Formation

OAC is a limited liability company organized under the laws of the State of New York.

OVC is a limited liability company organized under the laws of the State of Delaware. OAI is a corporation organized under the laws of the State of Delaware.

(c) Correspondence

Correspondence concerning this application should be sent to:

Chérie R. Kiser, Esq.
Casey B. Anderson, Esq.
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY
and POPEO, P.C.
701 Pennsylvania Avenue, N.W., Suite 900
Washington, D.C. 20004
(202) 434-7300

with a copy to:

Brian Benz
Chief Financial Officer
OnSite Access LLC
680 Fifth Avenue, 12th Floor
New York, NY 10019

(d) Existing Section 214 Authority

OAC was granted section 214 international authority on October 17, 1997, to resell international telecommunications services between the United States and various international points.^{4/} Neither OVC nor OAI possesses section 214 international authority to provide any telecommunications services, and they do not seek such authority.

(e) Requested Commission Action

OVC and OAI do not seek to expand or modify OAC's existing section 214 global resale authority in any way. These parties only seek Commission approval to transfer OVC's 100% ownership interest in OAC to OAI and for OAI to issue preferred stock as contemplated by the Stock Purchase Agreement, which approval is a condition precedent to consummation of the Merger Agreement and Stock Purchase Agreement.

(f) Streamlined Processing

This application is subject to streamlined processing under section 63.12.

(g) Environmental Assessment

OVC and OAI do not seek facilities-based authority or to alter OAC's existing international resale authority; therefore, section 1.1306 of the Commission's rules regarding environmental assessments is inapplicable.

^{4/} See supra note 1.

(h) Certifications/Foreign Affiliations

OAC and OVC certify that they are not affiliated with any foreign or U.S. facilities-based carrier. OAI certifies that it is not affiliated with any foreign or U.S. facilities-based support of this certification, and as required by section 63.18(h) of the Commission's rules, the name, address, citizenship and principal business of only those members who control – or will control upon closing of the transactions contemplated by the Merger Agreement and Stock Purchase Agreement -- 10% or more of each of the companies, OAC, OVC and OAI, is provided in the charts below. The percentage interest of each owner is listed on the Ownership Interests Chart, attached hereto as Exhibit 3 and for which confidential treatment has been requested

I. Ownership of OnSite Access LLC

<i>Member Name and Address</i>	<i>Member Ownership Interest</i>	<i>Citizenship</i>	<i>Principal Business</i>
OnSite Ventures L.L.C. 680 Fifth Avenue, 12th Floor New York, NY 10019		U.S.A.	Communications/ Investments

II. Ownership of OnSite Ventures, L.L.C.

<i>Member Name and Address</i>	<i>Member Ownership Interest</i>	<i>Citizenship</i>	<i>Principal Business</i>
RSI-OSA Holdings, Inc. 225 Broadhollow Road Melville, New York 11747		U.S.A.	Investments In And Provision Of Real Estate- Related Services
Veritech Ventures LLC 2 Manhattanville Road, Suite 205 Purchase, NY 10577		U.S.A.	Communications/ Investments
Arthur Simon 452 Ardsley Road Scarsdale, New York 10583		U.S.A.	Telecommunications

III. Ownership of OnSite Access, Inc.

<i>Name and Address</i>	<i>Ownership Interest (following issuance of preferred stock)</i>	<i>Citizenship</i>	<i>Principal Business</i>
Spectrum Equity Investors III, L.P. 245 Lytton Avenue, Suite 175 Palo Alto, California 94301		U.S.A.	Investments in Telecommunications and Other Businesses
JP Morgan Investment Corporation 60 Wall Street, 14 th Floor New York, New York 10260		U.S.A.	Investments in Telecommunications and Other Businesses
Sixty Wall Street SBIC Fund, L.P. 60 Wall Street, 14 th Floor New York, New York 10260		U.S.A.	Investments in Telecommunications and Other Businesses
Crosspoint Venture Partners 2925 Woodside Road Woodside, California 94062		U.S.A.	Investments in Telecommunications and Other Businesses
RSI-OSA Holdings, Inc. 225 Broadhollow Road Melville, New York 11747		U.S.A.	Investments in Real Estate
RSI-OnSite Holdings LLC 225 Broadhollow Road Melville, New York 11747		U.S.A.	Investments In And Provision Of Real Estate- Related Services
Veritech Ventures LLC 2 Manhattanville Road, Suite 205 Purchase, NY 10577		U.S.A.	Investments in Telecommunications and Other Businesses
AT&T Venture Fund II, LP 3000 Sand Hill Road Building 1, Suite 285 Menlo Park, California 94025		U.S.A.	Investments in Telecommunications and Other Businesses

(i) Special Concessions from Foreign Carriers

As required by Section 63.18(i) of the Commission's rules, OAC, OVC, and OAI each certify that they have not agreed, individually or jointly, to accept at present or in the future any direct or indirect special concessions from a foreign carrier or administration with respect to

traffic or revenue flows between the United States and any foreign country that OAC may be authorized to serve.

(j) Certification Regarding Section 5301 of the Anti-Drug Abuse Act of 1988
OAC, OVC, and OAI each certify that they have not been denied, individually or jointly, any federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

CONCLUSION

For the reasons stated herein, OVC and OAI respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this application for consent to transfer control of OnSite Access LLC from OnSite Ventures, L.L.C. to OnSite Access, Inc..

Respectfully submitted,

Chérie R. Kiser
Casey B. Anderson
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
701 Pennsylvania Ave., N.W., Suite 900
Washington, D.C. 20004
(202) 434-7300 (phone)
(202) 434-7400 (facsimile)

(I) ONSITE VENTURES, L.L.C.

By: 
Brian Benz
Chief Financial Officer

Attorneys for OnSite Access LLC,
OnSite Ventures, L.L.C.
and OnSite Access, Inc.

(II) ONSITE ACCESS, INC.

By: 
Brian Benz
Chief Financial Officer

Dated: April 22, 1999

EXHIBIT 1

STOCK PURCHASE AGREEMENT

Submitted under Seal - Confidential Treatment Requested

EXHIBIT 2

AGREEMENT AND PLAN OF MERGER

Submitted under Seal - Confidential Treatment Requested

EXHIBIT 3

OWNERSHIP INTERESTS CHART

Submitted under Seal - Confidential Treatment Requested

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Cherie R. Kiser

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202/434-7325

April 22, 1999

HAND DELIVER

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
The Portals, Room TW-A325
445 12th Street, S.W.
Washington, D.C. 20554

Re: Onsite Access LLC, OnSite Ventures, L.L.C., and OnSite Access, Inc.
- Application for Authority Pursuant to Section 214 of the
Communications Act of 1934, As Amended, To Transfer Control
of Onsite Access LLC, An Authorized International Carrier from
OnSite Ventures, L.L.C., to OnSite Access, Inc.
-REQUEST FOR CONFIDENTIAL TREATMENT

Dear Ms. Salas:

In connection with the above-referenced application ("Application" attached hereto), OnSite Ventures, L.L.C. ("OVCC") and OnSite Access, Inc., pursuant to Section 0.459 of the Commission's Rules, hereby respectfully request confidential treatment of the Series B, Series C, and Series D Stock Preferred Stock Purchase Agreement, the Agreement and Plan of Merger, and the Ownership Interests Chart (collectively, "the Agreements and Chart"). The Agreements and Chart contain competitively sensitive, commercial and financial information that would not otherwise be available to the public. As such, the Agreements and Chart fall within the scope of Section 0.457(d) of the Commission's Rules and should be afforded protection from public inspection.

This competitively sensitive information warrants confidential treatment by the Commission. Accordingly, the Agreements and Chart, set forth at Exhibits 1, 2, and 3 to the Application, are being filed in a sealed envelope with the original Application and have been omitted from the five copies of the Application accompanying the original.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Ms. Magalie Roman Salas

April 22, 1999

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In the event that this request for confidential treatment is denied, please provide the undersigned with advance notice of that determination. The parties further request that the Commission stay the release of the Agreements and Chart until such time as an application for review of the determination is resolved. Disclosure of the Agreements and Chart without affording the parties an opportunity to contest a finding against confidentiality would prejudice them and render moot any successful appeal.

Please contact the undersigned if you have any questions concerning this request.

Respectfully submitted,



Cherie R. Kiser
Casey B. Anderson
Counsel for Onsite Access LLC,
OnSite Ventures, L.L.C., and OnSite Access, Inc.

Enclosures

cc: Troy Tanner, International Bureau
Brian Benz

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