

2  
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: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

FB 1



READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

FCC/ WELTON

APR 23 1999

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

SPECIAL USE  
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
A.R.C. Networks, Inc.

(3) TOTAL AMOUNT PAID (dollars and cents)  
780.00

(4) STREET ADDRESS LINE NO. 1  
1770 Motor Parkway

(5) STREET ADDRESS LINE NO. 2

DUPLICATE

(6) CITY  
Hauppauge

(7) STATE  
New York

(8) ZIP CODE  
11788

(9) DAYTIME TELEPHONE NUMBER (include area code)  
(516) 582-2222

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)  
Arc Networks, Inc.

(12) STREET ADDRESS LINE NO. 1  
1770 Motor Parkway

(13) STREET ADDRESS LINE NO. 2

(14) CITY  
Hauppauge

(15) STATE  
New York

(16) ZIP CODE  
11788

(17) DAYTIME TELEPHONE NUMBER (include area code)  
(516) 582-2222

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID (20A) PAYMENT TYPE CODE (PTC) (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK 20A  
C U T 1 \$ 780.00 FCC USE ONLY

(23A) FCC CODE 1 (24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID (20B) PAYMENT TYPE CODE (PTC) (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK 20B  
FCC USE ONLY

(23B) FCC CODE 1 (24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C  
FCC USE ONLY

(23C) FCC CODE 1 (24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D  
FCC USE ONLY

(23D) FCC CODE 1 (24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN 0113240814 (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2  
APPLICANT TIN 0113446434

(27) CERTIFICATION STATEMENT I, \_\_\_\_\_, (PRINT NAME) \_\_\_\_\_, Certify under penalty of perjury that the foregoing and supporting information

are true and correct to the best of my knowledge, information and belief. SIGNATURE \_\_\_\_\_

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: \_\_\_\_\_

EXPIRATION DATE: \_\_\_\_\_

MASTERCARD

MONTH YEAR

VISA I hereby authorize the FCC to charge my VISA or MASTERCARD

AUTHORIZED SIGNATURE

DATE

for the service(s)/authorization(s) herein described.

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

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

In the Matter of )  
 )  
Arc Networks, Inc. )  
 )  
Transferor, )  
 )  
Technology Acquisitions, Ltd. )  
 )  
 )  
Transferee, )  
 )  
Gemini II, Inc. )  
 )  
 )  
Transferee, )  
 )  
 )  
 )  
Application for Authority Pursuant to )  
Section 214 of the Communications Act )  
of 1934, as amended, for Approval of )  
Transfer of Control and Merger )  
 )

File No. I-T-C-99-\_\_\_\_\_

**APPLICATION FOR APPROVAL OF  
TRANSFER OF CONTROL AND MERGER**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, Arc Networks, Inc., Technology Acquisitions, Ltd., and Gemini II, Inc., by their attorneys, hereby request authority for the following i) the purchase by Technology Acquisitions, Ltd., of approximately 67 percent of the outstanding common stock of Arc Networks, Inc., and ii) the acquisition by a subsidiary of Gemini II, Inc. of Arc Networks, Inc. by merger.

Arc Networks, Inc. ("Arc-Parent"), through its wholly-owned subsidiary, A.R.C. Networks, Inc. ("ARC"), currently holds Section 214 authority to operate as an international facilities-based and/or resale carrier between the United States and all foreign points. See File



No. ITC-96-032.

Approval of the proposed transfer will serve the public interest. The acquisition of Arc-Parent and its merger with a subsidiary of Gemini II, Inc. will promote competition by enabling ARC to have access to additional capital so that it may expand its facilities and international service offerings. In short, ARC will be positioned to become a more effective competitor in the international telecommunications market.

**I. Description of the Transactions**

The initial step in this transaction is the purchase by Technology Acquisitions, Ltd. of 6,392,800 shares of Arc-Parent, currently owned by SIS Capital Corp., a wholly owned subsidiary of Consolidated Technology Group, Ltd. This purchase represents approximately 67 percent of the outstanding shares of Arc-Parent. Contemporaneously with the acquisition, a subsidiary of Gemini II, Inc. will be merged into Arc-Parent, as a result of which, Arc-Parent will be a wholly owned subsidiary of Gemini II, Inc.

Although the merger will result in a change in control of ARC, it will not involve a change in the manner in which services are provided to ARC's customers. After the merger, ARC will continue to operate with its current name, providing service under its existing tariffs. In effect, the acquisition of Arc-Parent stock and its merger with a subsidiary of Gemini II, Inc. will be transparent to ARC's customers.

**II. Information Required by Section 63.18**

Pursuant to Section 63.18(e)(5) of the Commission's Rules, the parties submit the following:



(a) Name and Address of Applicants:

Arc Networks, Inc.  
1770 Motor Parkway  
Hauppauge, New York 11788

Technology Acquisitions, Ltd.  
c/o Benchmark Equity Group  
700 Gemini  
Houston, Texas 77058

Gemini II, Inc.  
c/o Benchmark Equity Group  
700 Gemini  
Houston, Texas 77058

(b) Arc-Parent is a corporation organized under the laws of the state of Delaware.

Technology Acquisitions, Ltd. is a corporation organized under the laws of Bermuda. Gemini II, Inc. is a corporation organized under the laws of the state of Delaware.

(c) Correspondence concerning this application should be sent to Counsel for the

Applicants:

Glenn S. Richards, Esq.  
Fisher Wayland Cooper Leader & Zaragoza L.L.P.  
2001 Pennsylvania Avenue, NW  
Washington, D.C. 20006-1851  
(202) 659-3494 (Telephone)  
(202) 296-6518 (Facsimile)

The designated contact for the continuing operations of ARC is:

Joseph Gregori, Executive Vice President  
A.R.C. Networks, Inc.  
1770 Motor Parkway  
Hauppauge, New York 11788  
(516) 582-2222 (Telephone)  
(516) 582-1240 (Facsimile)

(d) Arc-Parent's subsidiary, ARC, is authorized to operate as an international

facilities-based and resale carrier in accordance with Section 63.18 of the Commission's Rules.

See File No. ITC-96-032. Technology Acquisitions, Ltd. and Gemini II, Inc. do not possess any Section 214 authorizations.

(e) Pursuant to this Application, Arc-Parent seeks Commission authorization for the following i) the purchase by Technology Acquisitions, Ltd., of approximately 67 percent of the outstanding common stock of Arc Networks, Inc., and ii) the acquisition by Gemini II, Inc. of Arc Networks, Inc. by merger.

(f) Not applicable.

(g) Not applicable.

(h) Technology Acquisitions, Ltd. certifies that it has no affiliation with a foreign carrier as defined in Section 63.18(h)(1) of the Commission's Rules. Technology Acquisitions, Ltd. further certifies that it has no affiliation with any U.S. facilities-based international carrier whose facilities-based services it plans to resell. Pursuant to Section 63.18(h)(2) of the Commission's Rules, the following information is provided regarding the ten percent or greater direct and indirect shareholders of Technology Acquisitions, Ltd., with the relevant percentages indicated.

Trident Equity Management Group, (100%) ✓

Location: Cayman Islands

Principal Business: Investment Management Company

The ten percent or greater shareholders of Trident Equity Management Group are as follows:

Lighthouse Capital Insurance Company (100%) ✓

Location: Cayman Islands

Principal Business: Class B Unlimited Life Insurance Company

Gemini II, Inc. certifies that it has no affiliation with a foreign carrier as defined in

Section 63.18(h)(1) of the Commission's Rules. Gemini II, Inc. further certifies that it has no affiliation with any U.S. facilities-based international carrier whose facilities-based services it



plans to resell. Pursuant to Section 63.18(h)(2) of the Commission's Rules, the following information is provided regarding the ten percent or greater direct and indirect shareholders of Gemini II, Inc., with the relevant percentages indicated.

Benchmark Equity Group, Inc. (48.4%)

Location: United States

Principal Business: Merchant Banking Company

Lighthouse Capital Insurance (18.93%)

Location: Cayman Islands

Principal Business: Class B Unlimited Life Insurance Company

Christopher H. Efrid (10.5%)

Citizenship: United States

The ten percent or greater shareholders of Benchmark Equity Group, Inc. are as follows:

Frank M. DeLape (100%)

Citizenship: United States

(i) Technology Acquisitions, Ltd. has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which it serves. Technology Acquisitions, Ltd. certifies it will not enter into such agreements in the future.

Gemini II, Inc. has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which it serves. Gemini II, Inc. certifies it will not enter into such agreements in the future.

(j) See attached certifications.

**SECTION 1.2001 CERTIFICATION**

On behalf of Technology Acquisitions, Ltd. and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§1.2001-1.2003, I hereby certify that Technology Acquisitions, Ltd. is not 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. § 853(a).

  
Paul J. Moran  
Treasurer

(Name of officer)  
(Title)

Technology Acquisitions, Ltd.  
c/o Benchmark Equity Group  
700 Gemini  
Houston, Texas 77058

Dated: 04/15/99



**SECTION 1.2001 CERTIFICATION**

On behalf of Gemini II, Inc., and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§1.2001-1.2003, I hereby certify that Gemini II, Inc. is not 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. § 853(a).



(Name of officer)

(Title)

Gemini II, Inc.  
c/o Benchmark Equity Group  
700 Gemini  
Houston, Texas 77058

Dated: 04/15/99

### Conclusion

A grant of this application will serve the public interest, convenience, and necessity because it will promote competition in the provision of international telecommunications services and thereby advance the goals of the Commission's international telecommunications policies. Accordingly, for the reasons stated above, it is respectfully requested that the Commission grant this application.

Respectfully submitted,

**Arc Networks, Inc.  
Technology Acquisitions, Ltd.  
Gemini II, Inc.**



Glenn S. Richards, Esq.  
Jaqualin Friend Peterson, Esq.  
Fisher Wayland Cooper Leader  
& Zaragoza L.L.P.  
2001 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006-1851  
(202) 659-3494 (Telephone)  
(202) 296-6518 (Facsimile)

Their Attorneys

Dated: April 15, 1999

J:\DATA\CLIENT\6018\6018P.FCC



Attachment 1

Grant of ARC Networks, Inc.'s Authority to Operate as an  
International Facilities-Based and Resale Carrier



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION

1919 M STREET N.W.

WASHINGTON, D.C. 20554

News media information 202 418-0500. Recorded listing of releases and texts 202 418-2222

REPORT # 1-8155

14 March 1996

OVERSEAS COMMON CARRIER SECTION 214 APPLICATION  
ACTIONS TAKEN  
(Formal Section 63.01)

The following applications for international section 214 certification have been granted effective March 8, 1996 pursuant to the Commission's streamlined processing procedures set forth in Section 63.12 of the Commission's Rules, 47 C.F.R. (All are resale of public switched service).

<u>ITC File</u>	<u>No.Applicant</u>
ITC-96-013	MCI Telecommunications Corporation
ITC-96-014	Omnitel, Inc.
ITC-96-015	The MMC Interactive Exchange
ITC-96-016	Atmuri Telecom, Inc.
ITC-96-017	American's New Beginning, Inc.
ITC-96-018	Trans Global Communications, Inc.
ITC-96-019	Granite State Long Distance, Inc.

The following applications for international section 214 certification have been granted effective March 11, 1996 pursuant to the Commission's streamlined processing procedures set forth in Section 63.12 of the Commission's Rules, 47 C.F.R. (All are resale of public switched service).

<u>ITC File</u>	<u>No.Applicant</u>
ITC-96-022	International Voice & Data, Inc.
ITC-96-023	Fox Telecommunications, Inc.
ITC-96-024	Utopia Communications Corporation
ITC-96-025	ARYA International Communications Corp.
ITC-96-027	Development Ventures International, Inc.
ITC-96-028	Five Star Telecom, Inc.
ITC-96-029	Gillette Global Network, Inc.
ITC-96-030	International Telephone Group, Inc.

~~ITC-96-031~~ ~~INTER ACCESS, INC.~~  
 ITC-96-032 A.R.C. NETWORKS, INC.  
~~ITC-96-033~~ ~~UNICOM, Inc.~~  
 ITC-96-034 Western Union Communications, Inc.  
 ITC-96-035 SunTel Communications, Inc.  
 ITC-96-036 PTT Telekom, Inc.  
 ITC-96-037 BHC Telenet, Inc.  
 ITC-96-038 Lone Star Long Distance, Inc.  
 ITC-96-042 Centurion InTelNet  
 ITC-96-043 Voice Telephone Company

*The applicants listed above are authorized to provide international switched services by reselling the international switched services of other carriers as listed in their application and only in accordance with all rules, regulations and policies of the Commission.*

**CORRECTION;**

ITC-96-064 Telefonica Larga Distancia de Puerto Rico, Inc. Appearing in Public Notice, Reported # 1-8141 dated 2Feb96 as Streamline. It should be Non-Streamline.



Applicants shall file annual reports of circuit additions in accordance with the requirements set forth in Rules for Filing of International Circuit Status Reports, CC Docket No. 93-157, Report and Order, 10 FCC Rcd 8605 (1995). Applicants also shall file with the Commission a copy of any operating agreement entered into with its foreign correspondents within thirty (30) days of its execution, and shall otherwise comply with the filing requirements contained in Section 43.51 of the Commission's Rules. In addition, those applicants reselling international interconnected private lines to Canada, Sweden and the United Kingdom shall file all arrangements for private line interconnection to the United States public switched network pursuant to this section.

Those applicants reselling international private lines for the provision of non-interconnected private line service are limited to the provision of such private line service only between the United States and those points listed in their application - - that is, private lines which originate in the United States and terminate in one of the points listed in their application, or which originate in one of the points listed in their application and terminate in the United States. In addition, applicants may not - - and the applicants' tariffs must state that the applicants' customers may not - - connect private lines provided over these facilities to the public switched network at either the U.S. or foreign end, or both, for the provision of international basic telecommunications services, including switched voice services, unless authorized to do so by the Commission upon a finding that the foreign administration affords resale opportunities equivalent to those available under U.S. law, in accordance with Regulation of International Accounting Rates, Phase II, First Report and Order, 7 FCC Rcd 559 (1991), Order on Reconsideration and Third Further Notice of Proposed Rulemaking, 7 FCC Rcd 7927 (1992), petition for reconsideration pending.

In addition, applicants authorized to resell international private lines for the provision of switched services between the United States and Canada or Sweden or the United Kingdom are limited to the provision of such services between the United States and Canada or Sweden or the United Kingdom -- that is, private lines which carry traffic that originates in the United States, and terminates in Canada or Sweden or the United Kingdom, or traffic that originates in Canada or Sweden or the United Kingdom, that terminates in the United States.

Grant of applications to resell international private lines for the provision of switched services and interconnected private line services between the United States and Canada, Sweden and/or the United Kingdom is conditioned upon Canada Sweden and/or the United Kingdom continuing to afford resale opportunities equivalent to those available under U.S. law. In addition, all such non-dominant private line resellers are required to file with the Commission on a semi-annual basis the information contained in the annual traffic reports required by Section 43.61 of the Commission's Rules. This reporting requirement applies to traffic carried through December 1995 for Canada, December 1997 for the United Kingdom, and



December 1999 for  
9 FCC Rcd 4066, 4  
Cable & Wirelless,  
annual reports shall  
first six-month cal  
period. This policy  
line resellers are r

George said to  
return these  
SCL cables to  
you I want  
them where you  
found SCLs.

Further, applicant  
or controlled by th  
acquire or enjoy  
from the United  
United States carrier by reason of  
working arrangement to which the applicants or any  
controlling or controlled by the applicants are parties.

on Reconsideration,  
Rcd 6240 (1994); and  
Y 16, 1996. These semi-  
than September 30 for the  
second six-month calendar  
tinent international private  
arterly traffic reports.  
r indirectly controlling them  
control with them, shall not  
or interchanging traffic to or  
which is denied to any other  
tract, understanding, or  
such persons or companies

All of the applicants listed in this public notice shall file a tariff pursuant to Section 203 of the Communications Act of 1934, as amended, 47 U.S.C. Section 203, and Part 61 of the Commission's Rules, 47 C.F.R. Part 61, for the services requested in their application. The applicants shall file the annual reports of overseas telecommunications traffic required by Section 43.61. Further, the grant of these applications shall not be construed to include authorization for the transmission of money in connection with the services the applicants have been given authority to provide. The transmission of money is not considered to be a common carrier service.

If any applicant is reselling service obtained pursuant to a contract, the applicant shall file publicly any contracts entered into with other carriers or a contract summary in accordance with Section 203 of the Communications Act, 47 U.S.C. § 203, and Competition in the Interstate Interexchange Marketplace, 6 FCC Rcd 5880, 5902 (1991). In addition, the services obtained by contract shall be made generally available to similarly situated customers at the same terms, conditions and rates.

To the extent that any of the above-listed U.S. carriers intend to provide international call-back services through the use of uncompleted call signaling, their authorization to resell international switched voice and/or data services to provide these services is expressly subject to the conditions listed in VIA USA Ltd., et. al., 9 FCC Rcd 2288 (1994), affirmed in Order on Reconsideration, 10 FCC Rcd 9540 (1995).

Petitions for reconsideration under Section 1.106 or applications for review under Section 1.115 of the Commission's Rules in regard to the grant of any of these applications may be filed within 30 days of this public notice (see Section 1.4 (b) (2)).

For additional information concerning this matter, please contact Mary Cobbs (202) 418-1492 or Rudy Bandong (202) 418-1493.

**DUPLICATE**

FISHER WAYLAND COOPER LEADER & ZARAGOZA L.L.P.  
2001 PENNSYLVANIA AVENUE, N.W. **FWC/MELLON** **APR 23 1999**

SUITE 400

WASHINGTON, D. C. 20006-1851

TELEPHONE (202) 659-3494

Jacqualin Friend Peterson

(202) 775-3534

FACSIMILE

(202) 296-6518

April 23, 1999

INTERNET

jpeterson@fwciz.com

**DELIVERY VIA COURIER TO MELLON BANK**

Ms. Magalie Roman Salas, Secretary  
Federal Communications Commission  
The Portals  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

**Re: Arc Networks, Inc.  
Section 214 Application for Authority for Approval of  
Transfer of Control and Merger**

Dear Ms. Salas:

On behalf of Arc Networks, Inc., we hereby submit for filing an original and five (5) copies of a Section 214 Application for authority for approval of transfer of control and merger.

Pursuant to Section 63.12 of the Commission's Rules, New York Access Corporation requests streamlined processing of the enclosed Application.

An FCC Form 159 and a \$780.00 check to cover the required filing fee are attached hereto.

Please refer all questions and correspondence regarding this filing directly to the undersigned.

Very truly yours,



Glenn S. Richards  
Jaqualin Friend Peterson  
Counsel for Arc Networks, Inc.

Enclosures

J:\DATA\CLIENT\REGULATORY\APPLICATIONS\6018000L.214