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Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
236 Massachusetts Avenue, N.E.
Suite 110
Washington, D.C. 20002

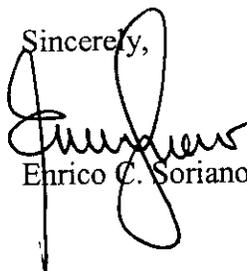
Re: Section 63.03 Application of OnFiber Carrier Services, Inc., OnFiber Carrier Services-Virginia, Inc., Telseon Carrier Services, Inc., and Telseon Carrier Services of Virginia, Inc., WC Docket No. 02-232

Dear Secretary Dortch:

Enclosed herewith for filing with the Commission are an original, a duplicate, and five copies of an Amendment to the above-captioned domestic transfer of control application.

Please date-stamp the enclosed duplicate copy and return it to the delivering courier. If there are any questions regarding this filing, please contact me at (202) 955-9866, or Stephanie Bishop at (202) 955-9869. Thank you in advance for your assistance with this matter.

Sincerely,



Enrico C. Soriano

Encl.

cc: William Dever (w/ encl.)
Tracey Wilson (w/ encl.)

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

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In the Matter of)
)
Amendment to the)
Section 63.03 Application of)
)
ONFIBER CARRIER SERVICES, INC. AND)
ONFIBER CARRIER SERVICES-VIRGINIA, INC.)
TRANSFEREES,)
)
AND)
)
TELSEON CARRIER SERVICES, INC. AND)
TELSEON CARRIER SERVICES OF VIRGINIA, INC.)
TRANSFERORS,)
)
For *Nunc Pro Tunc* Authority for Domestic)
Transfer of Control Through the Sale of Assets)
From Telseon Carrier Services, Inc. and Telseon)
Carrier Services of Virginia, Inc.)
to OnFiber Carrier Services, Inc. and)
OnFiber Carrier Services-Virginia, Inc.)

AUG 15 2002
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

WC Docket No. 02-232

**AMENDMENT TO SECTION 63.03 APPLICATION
AND REQUEST FOR *NUNC PRO TUNC* APPROVAL**

OnFiber Carrier Services, Inc. (“OnFiber Carrier”) and OnFiber Carrier Services-Virginia, Inc. (“OnFiber-Virginia”) (collectively, the “OnFiber Entities”) and Telseon Carrier Services, Inc. (“Telseon Carrier”) and Telseon Carrier Services of Virginia, Inc. (“Telseon-Virginia”) (collectively, the “Telseon Entities”) (collectively, the OnFiber Entities and the Telseon Entities are hereinafter referred to as the “Joint Applicants”), by their undersigned attorneys and pursuant to Section 214(a) of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Commission’s Rules, 47 C.F.R. §§

63.03 and 63.04, hereby respectfully amend their Section 63.03 Application, requesting *nunc pro tunc* authority for the domestic transfer of control through the sale of certain telecommunications assets from the Telseon Entities to the OnFiber Entities in California, Colorado, Florida, Georgia, Illinois, New Jersey, New York, Pennsylvania, Texas, Virginia, Washington, and the District of Columbia, which was filed with the Commission on July 26, 2002.

Specifically, the Joint Applicants respectfully amend their Application to show that the Letter Agreement referenced in the Application was revised by the Joint Applicants shortly after the Application was filed with the Commission to, among other things, move the closing date of the Transaction to July 31, 2002.¹ This was done to save the Telseon Entities from an impending financial crisis, as well as to avoid a potential bankruptcy filing by the Telseon Entities. Consequently, section 6 (description of the transaction) of the Application is amended as follows.

6. A Description of the Transaction:

On June 26, 2002, by Letter Agreement (the "Letter Agreement"), OnFiber Communications and Telseon IP Services, Inc., Telseon Carrier Services, Inc., Telseon Carrier Services of Virginia, Inc., and Telseon, Inc. (collectively, the "Telseon Companies" agreed to a transaction pursuant to which OnFiber Communications will purchase a majority of the assets and assume certain of the liabilities of the Telseon Companies (the "Transaction"). The Letter Agreement was subsequently changed and superseded by another agreement dated July 25, 2002. Additional revisions were made to the Letter Agreement on August 31, 2002, to reflect several substantive changes, the most relevant of which for the purpose of this Application was the modification of the closing date. Pursuant to the terms of the revised Letter Agreement, the Transaction was consummated on July 31, 2002.

No customers that previously received telecommunications services from the Telseon Entities were transferred to the OnFiber Entities as a result of the Transaction. Rather, the Telseon Entities' only customer, Telseon IP Services,

¹ Several other minor changes, which are not material to this Application, were also incorporated into the original Letter Agreement.

Inc., an affiliate and an unregulated enhanced service provider, *voluntarily* terminated the transport service it was receiving from the Telseon Entities.

In addition, the third paragraph of section 7 is amended as follows:

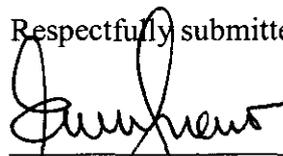
The geographic areas relevant to the instant Application are the Telseon Entities' assets located in California, Colorado, the District of Columbia, Florida, Georgia, Illinois, New Jersey, New York, Pennsylvania, Texas, Virginia, and Washington.

The rest of the information provided in the Application remains accurate and applicable.

In light of the fact that the Joint Applicants consummated the Transaction on July 31, 2002, pursuant to the amended Letter Agreement, the Joint Applicants respectfully request Commission approval of their Application *nunc pro tunc*. *Nunc pro tunc* approval of the Transaction is in the public interest because, absent Commission approval, the Transaction could unravel, resulting in profound negative consequences.

Accordingly, the Joint Applicants hereby amend their Application as set forth herein and request Commission approval at the earliest possible opportunity.

Respectfully submitted,



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Counsel for ONFIBER CARRIER
SERVICES, INC. and ONFIBER CARRIER
SERVICES-VIRGINIA, INC.

and



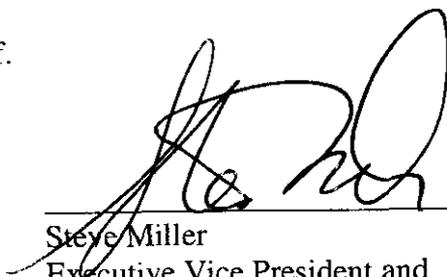
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Counsel for TELSEON CARRIER
SERVICES, INC. and TELSEON
CARRIER SERVICES OF VIRGINIA, INC.

Dated: August 12, 2002

VERIFICATION

I, Steve Miller, being first duly sworn, state that I am Executive Vice President and General Counsel of Telseon, Inc. and its subsidiaries, Telseon Carrier Services, Inc. and Telseon Carrier Services of Virginia, Inc. (collectively, "Telseon"); that I am authorized to make this Verification on their behalf; that Telseon is not subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988; and that the statements in the foregoing document relating to Telseon, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information and belief.



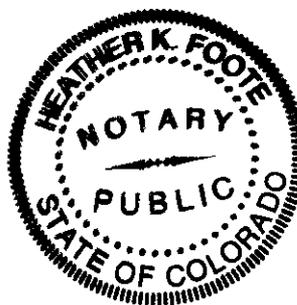
Steve Miller
Executive Vice President and
General Counsel

Subscribed and sworn to before me this 13th day of August, 2002.

Heather K. Foote

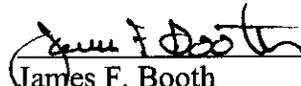
Notary Public

My Commission expires: June 15, 2005

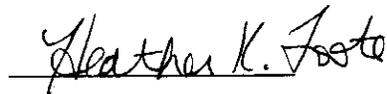


VERIFICATION

I, James F. Booth, being first duly sworn, state that I am Vice President, Legal, of OnFiber Communications, Inc. and its subsidiaries, OnFiber Carrier Services, Inc. and OnFiber Carrier Services-Virginia, Inc. (collectively, "OnFiber"); that I am authorized to make this Verification on their behalf; that OnFiber is not subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988; and that the statements in the foregoing document relating to OnFiber, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information and belief.


James F. Booth
Vice President, Legal

Subscribed and sworn to before me this 13th day of August, 2002.



Notary Public

My Commission expires: June 15, 2005

