

REQUEST TO ESTABLISH DOCKET

(PLEASE TYPE)

Date July 31, 2001

Docket No. 011002-TP

- 1. Division Name/Staff Name Competitive Services/Isler
- 2. OPR Competitive Services/Isler
- 3. OCR Legal Services

4. Suggested Docket Title Bankruptcy Cancellation by the Florida Public Service Commission for Alternative Local Exchange Carrier Certificate No. 7426 and Interexchange Carrier Certificate No. 7425 issued to OnSite Access Local LLC, Effective July 2, 2001.

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
- B. Provide COMPLETE name and address for all others. (Match representatives to clients.)

1. Parties and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. Interested Persons and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. Check one:
- Documentation is attached.
  - Documentation will be provided with recommendation.

I:\PSC\RAR\WP\ESTDKT.  
PSC/RAR 10 (Revised 01/96)

DOCUMENT NUMBER-DATE  
09330 JUL 31 01  
FPSC-COMMISSION CLERK

CHP/Isler

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR  
3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FAX (202) 424-7645  
WWW.SWIDLAW.COM

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
(212) 973-0111 FAX (212) 891-9598

June 29, 2001

## VIA OVERNIGHT DELIVERY

Blanca S. Bayó, Director  
Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak, Blvd.  
Tallahassee, Florida 32399-0870

2001 JUL -2 PM 3:21  
DIVISION OF  
COMPETITIVE SERVICES

**Re: OnSite Access Local, LLC - Notification of Discontinuance of Service,  
Abandonment of Authority, and Revocation of Tariff**

Dear Ms. Bayó:

On behalf of OnSite Access Local, LLC ("OnSite"), this letter is to notify the Florida Public Service Commission that OnSite intends to discontinue its provision of telecommunications service within the State of Florida as soon as possible due to the company's distressed financial condition. OnSite does not currently provide telecommunications service to any subscribers in Florida. OnSite further requests that its tariffs and certificates of authority to provide telecommunications service in Florida be cancelled.

By way of background, OnSite is a New York limited liability company headquartered in New York City. OnSite is authorized to provide resold and/or facilities-based interexchange and local exchange telecommunications service in various states. In Florida, OnSite is authorized to provide local exchange and interexchange telecommunications services pursuant to Commission orders issued in Docket Nos. 000195-TX and 000194-TI.

Due to adverse developments in the telecommunications industry, OnSite has filed for bankruptcy protection and will discontinue the provision of telecommunications service in the State of Florida as soon as possible. In the states that it does have customers, OnSite will notify its subscribers of its intention to cease operations, and will assist its customers to transition their service to other carriers. To ensure the smooth transfer of each customer, OnSite has developed a customer notification and transfer plan that is intended to provide the greatest opportunity for customer awareness, the informed exercise of customer choice, and a seamless transition with no service interruption to the customers' selected carriers. OnSite customers will receive adequate written notices regarding the discontinuance of OnSite service and the need to elect a new service provider. OnSite intends to discontinue service as soon as practical, but in no event will it be able to maintain service in any of its territories beyond August 15, 2001. As mentioned

DOCUMENT NUMBER-DATE

08125 JUL-26

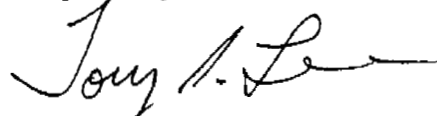
FPSC-RECORDS/REPORTING

above, OnSite does not have any subscribers in Florida; therefore, there will be no harm to the general public in the state.

An original and six (6) copies of this filing are enclosed. Please date stamp the extra copy of this filing, and return it in the postage-prepaid, self-addressed envelope provided

Should you have any questions with respect to this matter, please do not hesitate to contact the undersigned at (202) 424-7798.

Respectfully submitted,



Tony S. Lee  
Michael P. Donahue

Counsel for OnSite Access Local, LLC

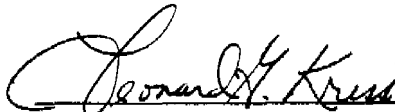
cc: Leonard G. Kriss  
Russell M. Blau

## VERIFICATION

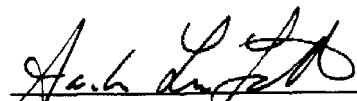
VERIFICATION

STATE OF NEW YORK )  
 )  
 )  
COUNTY OF NEW YORK )  
\_\_\_\_\_ )

I, Leonard G. Kriss, hereby declare under penalty of perjury that I am the Executive Vice President, Secretary, and General Counsel of OnSite Access Local, LLC and am authorized to make this verification on its behalf; and that the facts stated in the foregoing document are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Leonard G. Kriss  
Executive Vice President, Secretary, and  
General Counsel  
OnSite Access Local, LLC

Subscribed and sworn to before me  
this 7 day of May 2001.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 11/13/02

SARAH O. LUCIANO LAPORTE  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 01LU6051090  
QUALIFIED IN BRONX COUNTY  
MY COMMISSION EXPIRES NOV. 13, 2002



# Public Service Commission

-M-E-M-O-R-A-N-D-U-M-

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**DATE:** June 26, 2001.

**TO:** Paula Isler, Division of Competitive Services

**FROM:** Nonnye Grant, Division of Records and Reporting *NI*

**RE:** Bankruptcy Notice

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Forwarding copy of the following bankruptcy notices that I received for your information, review and verification:

1. OnSite Access, Inc. et al

I found the following companies listed in MCD and I went ahead and marked them as being in "bankruptcy":

1. OnSite Access Local, LLC - TJ360 and TX424

Please advise if this is correct and if you find any other company (ies) that should be marked accordingly.

Thanks for your help.

/nbg

Attachment (1)

2001 JUN 26 PM 3:12  
COMPETITIVE SERVICES

RECEIVED  
FLORIDA PUBLIC  
SERVICE COMMISSION

UNCLASSIFIED

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

RECEIVED FPSC  
JUN 25 AM 10:01  
REPORTING AND

-----x

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

-----x

*OnSite Access Local, LLC - TJ360 TX424*

**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

- APP \_\_\_\_\_
- CAF \_\_\_\_\_
- CMP \_\_\_\_\_
- COM \_\_\_\_\_
- CTR \_\_\_\_\_
- ECR \_\_\_\_\_
- LEG \_\_\_\_\_
- OPC \_\_\_\_\_
- PAI \_\_\_\_\_
- RGO \_\_\_\_\_
- SEC \_\_\_\_\_
- SER \_\_\_\_\_
- OTH \_\_\_\_\_

DOCUMENT NUMBER-DATE

07802 JUN 25 01

FPSC-RECORDS/REPORTING

*None*  
*Hong*

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, 2<sup>nd</sup> 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](http://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](http://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  
One Penn Plaza  
New York, New York 10119  
Telephone: (212) 594-5000  
Facsimile: (212) 967-4258  
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. :  
-----X

**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](http://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