



March 5, 2003

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY**BY HAND DELIVERY**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: CC Docket No. 00-257, Notification Regarding Acquisition of Customers

Dear Ms. Donch:

Southern Digital Network, Inc. d/b/a FDN Communications ("Southern Digital") hereby notifies the Commission, pursuant to 47 C.F.R. § 64.1120(e), of the impending transfer of the Georgia customer base and certain telecommunications assets of Mpower Communications Corp. ("Mpower") to Southern Digital pursuant to an asset purchase agreement entered into by and among Southern Digital's parent company, Florida Digital Network, Inc. and Mpower Holdings Corp., the parent of Mpower. The telecommunications services being provided to the customers being transferred include local exchange, intrastate interexchange, interstate, and international telecommunications services. The parties anticipate that the transfer of the customer base will occur as soon as all applicable state and federal regulatory requirements are met.

Southern Digital is incorporate in Delaware. Mpower is incorporated in Nevada.

Attached is a copy of the form of the notice letter being sent to the affected customer base and a certification as required by 47 C.F.R. § 64.1120(e)(1). Please include this notice and the attachment in the record of the above-referenced proceeding.

An original and one (1) copy of this letter are submitted herewith. Please date-stamp the enclosed copy of this letter and return it in the envelope provided.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Michael Gallagher".

Michael Gallagher  
President and Chief Executive Officer

Handwritten initials "OTR" in black ink.

Attachments

CERTIFICATION OF COMPLIANCE

On behalf of Southern Digital Network, **Inc.** d/b/a FDN Communications ("FDN"), with regard to FDN's acquisition of the interstate and international long distance customer base of Mpower Communications Corporation located in Georgia, I hereby certify compliance with the requirements of 47 C.F.R. § 64.1120(e). This includes the provision of advanced subscriber notice, in accordance with 47 C.F.R. § 64.1120(e)(3), and the obligations specified in that notice.



Michael P. Gallagher  
President & Chief Executive Officer  
Southern Digital Network, Inc. d/b/a FDN  
Communications

Subscribed and sworn to before me  
this 5 day of March, 2003.

  
Notary Public

My Commission expires: 8/8/2004

(Notary Seal)





March 5, 2003

To valued Mpower Communications customers:

Mpower Communications Corp. and Southern Digital Network, Inc. D/B/A FDN Communications ("FDN"), are excited to announce that we have entered into an agreement under which FDN will take over the Southeast operations of Mpower Communications and begin serving Mpower customers in Georgia.

Mpower Communications remains committed to providing a positive customer experience. A recent change in the national business plan of Mpower has made this agreement the best choice for their Southeast customers. Mpower believes in the ability of FDN to provide the excellent service and value that Mpower customers deserve.

We understand that change always raises some concerns. We want you to know that FDN comes into this with excellent fundamental strengths. Established in Orlando in 1998 by telecom veteran Mike Gallagher, Florida Digital has grown steadily and today provides voice and Internet service to over 30,000 businesses. The private corporation is financially strong with no bank debt and positive earnings. Built on a solid foundation of customer service and reliable technology, FDN is the right choice for the Mpower customers. FDN's tight regional focus and fully redundant facilities based network combined with an experienced, hands on management team have created one of the best telecom choices for today's businesses. We invite you to learn more about FDN by visiting the FDN website, [FDN.COM](http://FDN.COM)

We understand what is most important to our customers and want to assure you of a couple of items. First, **NO INTERRUPTION** in service will result from this transfer. Second, there will be no immediate changes in your rates or in the types of services you receive. And third, we pledge to keep you fully informed at every significant step along the way.

Here's what you can expect: For the next few weeks, Mpower personnel will continue to handle your customer service needs, including billing inquiries and service. Mpower customers with repair needs should continue to call 888-777-5802 to report phone service troubles. We will notify you before changes are made.

The actual transition of your phone service will take place in approximately 45 days. Attached you will find an OFFICIAL NOTICE OF TRANSFER OF TELEPHONE SERVICE which outlines the transition and highlights your rights as a consumer.

You will receive more correspondence from us in the coming weeks. These communications will contain more details about the seamless transition of your service to FDN and your FDN Customer Welcome Pack.

We thank you for the opportunity you have given us to serve you

We welcome you to our company, and look forward to serving you with excellence.

Sincerely,

Sincerely,

Rolla Huff  
Chief Executive Officer  
Mpower Communications Corp

Mike Gallagher  
Chief Executive Officer  
FDN Communications

**MARCH 5, 2003**  
**NOTICE OF TRANSFER OF TELEPHONE SERVICE**

Dear Mpower Communications Corp. customer:

Mpower Communications Corp. and certain of its affiliates (collectively "Mpower") recently agreed to sell its Southeast assets to Florida Digital Network, Inc., and Southern Digital Network, Inc., (collectively "FDN Communications"). Beginning on April 6, 2003, or as soon thereafter as final regulatory approvals are received (the "Transfer Date"), FDN Communications will provide you with the telecommunications services you had received from Mpower (local, local toll, long distance, Internet, or some combination). In accordance with the applicable rules of the Federal Communications Commission ("FCC") and your state public service commission, this notice is intended to provide you with notice of this transition.

There will be no interruption of your service during the transfer. Further, **there** will be no immediate change to the rates terms and conditions of your services. In the event that changes become necessary in the future FDN will provide written notice of the changes in accordance with any applicable rules of your state public service commission and/or the FCC. FDN will be responsible for any carrier change **charge** associated with the transition of your service to FDN, so the transfer of service to FDN will be at no cost to you. If you have a deposit with Mpower for services affected by this transfer and become an FDN customer at the Transfer Date, the deposit will be transferred to FDN and governed in accordance with the **same** conditions as before.

Mpower or its designee is responsible for handling any outstanding complaints or disputes that may exist between you and Mpower prior to the Transfer **Date**. Any complaints or disputes that arise during or after the transfer will be the responsibility of FDN.

While FDN hopes that you will choose to remain with FDN through the transfer and for many years to come, you do have the right to choose another telecommunications services provider. If you do wish to be served by another carrier, you must make arrangements with that carrier to complete the transfer prior to the Transfer Date or your service will be transferred to FDN as explained above. If you transfer all or some of your services to a carrier other than FDN, however, you may incur a new connection charge and termination charges consistent with the terms of your existing service contract. Also, if you transfer to a carrier other than FDN you must pay your final Mpower bill, address disposition of any deposit, and resolve any pending billing or other complaints you may have.

Some Mpower customers have a preferred carrier **freeze** on their accounts. **All** existing preferred carrier **freezes** on services involved in the transfer will be lifted for the purposes of this transaction. Customers who had preferred carrier freezes on their services will be transferred to FDN unless they transfer their services to another carrier before the Transfer Date. Please contact an FDN service representative if you wish to reinstate a preferred carrier freeze after the transfer to FDN is complete.

If you have any questions about FDN, FDN services or the transfer, please contact FDN at 1-817-433-6435. For Customer Service inquiries prior to the Transfer Date please contact an Mpower customer service rep at 1-888-777-5802.