

WC 04-430

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November 24, 2004

VIA HAND DELIVERY

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: **In the Matter of the Joint Application of Supra Telecommunications and Information Systems, Debtor-In-Possession and H.I.G. Supra, Inc. for the Approval of a Transfer of Control**

Dear Ms. Dortch:

On behalf of Supra Telecommunications and Information Systems, Debtor-In-Possession ("Supra") and H.I.G. Supra, Inc. ("H.I.G.") enclosed please find an original and six (6) copies of an application for Commission approval for a transfer of control. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer application ("Combined Application"). Applicants are simultaneously filing the Combined Application electronically via the International Bureau's Electronic Filing System ("MyIBFS").

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$895.00, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please do not hesitate to contact us if you have any questions regarding this filing.

Respectfully submitted,

Douglas D. Orvis II
Catherine Wang
Douglas D. Orvis II

cc: Brian Chaiken

Enclosure

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Swidler Berlin Shereff Friedman, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 3000 K Street, N.W. Suite 300			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Supra Telecommunications and Information Systems, Debtor-In-Possession			
(14) STREET ADDRESS LINE NO. 1 2620 S.W. 27th Avenue			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Miami		(17) STATE FL	(18) ZIP CODE 33133-3005
(19) DAYTIME TELEPHONE NUMBER (include area code) (305) 476-4248		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0012-1998-73		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT			
I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>11/24/04</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

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

In the Matter of)

Supra Telecommunications and)
Information Systems, Debtor-in Possession,)
Transferor)

and)

H.I.G. Supra, Inc.)
Transferee)

Application For Authority Pursuant to Section)
214 of the Communications Act of 1934,)
as Amended, for the Transfer of Control of)
an Authorized U.S. International and Domestic)
Communications Common Carrier)

File No. ITC-T/C-2004 _____

WC Docket No. 04 _____

APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Supra Telecommunications and Information Systems, Debtor-in-Possession¹ (“Supra”) and H.I.G. Supra, Inc. (“H.I.G.” or the “Purchaser”) (together, with Supra, the “Applicants”), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.04 and 63.24(e) of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24(e), hereby respectfully request that the Commission grant authority, to the extent it deems it

¹ In October, 2002, Supra filed for protection under Chapter 11 of the U.S. Bankruptcy Code. As part of this process, a *pro forma* transfer of control occurred, in which Supra Telecommunications and Information Systems, Inc. became Supra Telecommunications and Information Systems, Debtor-in-Possession. Supra has been unable to locate

required, for a transaction wherein Supra will become majority owned and controlled by the Purchaser. The Applicants propose the transfer of ownership to implement a Plan of Reorganization that will allow Supra to emerge from Chapter 11 bankruptcy. As described below, because this transaction is purely a stock acquisition, the proposed transaction will not result in any immediate change in the rates, terms, or conditions of the services provided to existing Supra customer. However, the Applicants expect that the transaction will enable Supra to emerge from bankruptcy as a more effective competitor offering high quality, affordable telecommunications services to U.S. consumers. Accordingly, the Applicants respectfully submit that the proposed transaction will serve the public interest.

B. Request for Expedited Consideration

Expeditious grant of Commission approval is crucial to this transaction. In order to comply with scheduling requirements of the supervising U.S. Bankruptcy Court and meet important financial and business deadlines, the Applicants have an urgent need to complete the proposed transaction as quickly as possible. The Plan of Reorganization approved by the Bankruptcy Court resulted from a careful resolution of difficult issues reached after lengthy negotiations with Supra's primary creditor, Bell South. Having successfully developed a Plan of Reorganization that meets the needs of all interested parties with a bid that was approved by the Court on October 27, 2004, Applicants respectfully request that the Commission act upon this Application expeditiously in order to allow the proposed transaction to be consummated as soon as possible.

information concerning a prior notification to the Commission of this *pro forma* transfer. Thus, to the extent necessary, Supra hereby notifies the Commission of this *pro forma* transfer.

C. This Application is Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules. 47 C.F.R. §§ 63.03, 63.12. With respect to the domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions: (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) to the extent that Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Applicants or their affiliates is dominant with respect to any U.S. domestic telecommunications service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules. 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is affiliated with any foreign telecommunications carriers except for foreign telecommunications carriers that qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules, and none of the scenarios outlined in Section 63.12(c)(2)-(4) of the Commission's Rules applies.

In support of this Application, Applicants state as follows:

II. DESCRIPTION OF APPLICANTS

A. Supra Telecommunications and Information Services, Debtor-in-Possession

Supra is a facilities-based national Alternative Local Exchange Carrier ("ALEC") targeting the consumer market. Based in Miami, Florida, in 1997 Supra became one of the first

companies in South Florida to provide residential and business customers a choice in the selection of their "local telephone company." Today, Supra is one of Florida's largest residential competitive local provider. The company's vision is to extend to all parts of the country the same freedom of choice that Supra now provides to its customers in Florida and New York. Supra is licensed in seven states to provide intrastate local and long distance telecommunications services. Supra holds domestic and international Section 214 authority granted by the Commission. (See File Numbers ITC-214-199770207-00068 and ITC-214-20020903-00451.)

In October, 2002, Supra filed for protection under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of Florida, (case number 02-41250). After protracted bankruptcy proceedings before Chief U.S. Bankruptcy Judge Robert A. Mark, Supra, its creditors and other interested parties have reached agreement on a plan that resolves the parties' interests in bankruptcy, including specifically, the interests of Supra's primary creditor Bell South. This resolution occurred after substantial negotiations between Bell South, as a creditor and a primary supplier to Supra, and Supra, and approval from the Bankruptcy Court occurred. Thus, the Plan of Reorganization will enable Supra to emerge as a viable provider of competitive telecommunications services. Supra's Plan of Reorganization, including the proposed bid on the transfer of ownership described below was approved in a hearing by the Bankruptcy Court on October 27, 2004.

B. H.I.G. Supra, Inc.

H.I.G. Supra, Inc. is a Cayman Islands corporation recently established in connection with the proposed emergence of Supra from bankruptcy. H.I.G. is majority owned by H.I.G. Capital Partners III, L.P. ("H.I.G. Capital"), a Delaware limited partnership. H.I.G. Capital is part of a group of H.I.G. companies that together are a leading private equity and venture capital

investment firm with more than \$1.5 billion of equity capital under management. Founded in 1993, with offices in Miami, Atlanta, Boston and San Francisco, H.I.G. Capital specializes in providing capital to small and medium-sized companies with attractive growth potential.

H.I.G. Capital seeks investment opportunities with companies with visionary management teams and entrepreneurs who have taken substantial equity positions in their companies to help build businesses of significant value. The H.I.G. Capital team has substantial operating, consulting, technology and financial management experience, enabling H.I.G. to contribute meaningfully to its portfolio companies.

III. DESCRIPTION OF THE TRANSACTION

On October 26, 2004, the Applicants agreed to a transaction wherein Supra would reissue its common and preferred stock to the Purchaser as part of a Plan of Reorganization supervised by the U.S. Bankruptcy Court for the Southern District of Florida. Under the Plan, the Purchaser will receive 9 million shares of new common stock and 4.5 million shares of convertible preferred stock, which combined, shall represent approximately 90% of the new equity ownership of Supra. The remaining 10% of new shares will be held by a number of smaller investors.

Customers of Supra will not be affected by this change of control. Because this transaction is strictly a stock transaction, the issuance and sale of new stock and the transfer of control will not result in any change in rates or terms of service to Supra's existing customers. Customers will receive notice of the transaction.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants respectfully submit that the proposed transaction serves the public interest. Supra has provided a choice for consumers of high quality, affordably priced telecommunications

services since 1997. The proposed transaction will allow Supra to emerge from bankruptcy intact with new ownership. The transfer of ownership will avoid disruption of customer service and better position Supra to continue offering consumers a selection of valuable telecommunications services. In particular, Applicants submit that: (1) the proposed transaction will not adversely affect Applicants' managerial or technical qualifications, and will enhance the financial qualifications of Applicants; (2) the proposed transaction will benefit consumers in the U.S. telecommunications market by providing Supra with access to Purchaser's capital and management expertise, which will make Supra a more vibrant competitor; and (3) the proposed transaction will assure that there is no disruption of service and will be virtually transparent to existing customers of Supra.

At the same time, however, the proposed transaction will give Supra's customers the added benefit that will come with Supra's strengthened capital position following the proposed transaction. Supra will be better positioned to continue to compete against the larger, better-capitalized incumbent providers, and can revitalize its business plan to bring lower cost, competitive services to consumers. The proposed transaction is, therefore, expected to invigorate competition and to help to ensure that customers continue to have a competitively active and financially viable alternatives in the business and residential communications marketplace. Because the proposed transaction is expected to reduce Supra's impediments to growth and will provide Supra's customers with a wider variety of telecommunications services, Applicants hope to complete the proposed transaction as quickly as possible. If the transaction is not approved expeditiously, Supra will likely be required to cease operations, which could result in the loss of local service for its customers. Accordingly, Applicants respectfully request that the Commission expedite the processing of this Application and grant the requested authority as soon as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Supra Telecommunications and Information Systems, Debtor-in-Possession
2620 S.W. 27th Avenue
Miami, FL 33133-3005
(305) 476-4248 (Tel)
(305) 443-1078 (Fax)

H.I.G. Supra, Inc.
1001 Brickell Bay Drive
Miami, FL 33131
(305) 379-2322 (Tel)
(305) 379 2013 (Fax)

(b) Jurisdiction of Organizations:

Supra is a corporation formed under the laws of the State of Florida.
H.I.G. is a corporation formed under the laws of the Cayman Islands.

(c) Correspondence concerning this Application should be sent to:

Catherine Wang
Douglas D. Orvis II
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
(202) 945-6941 (Tel)
(202) 424-7645 (Fax)
CWang@swidlaw.com (Email)
DDOrvis@swidlaw.com (Email)

(d) Supra holds domestic and international Section 214 authority, with FCC File Numbers ITC-214-199770207-00068 and ITC-214-20020903-00451.

(h) Ownership of Proposed Purchaser

- 1) The following entities will own or control ten percent (10%) or more of the equity of Supra Telecommunications and Information Systems, Debtor-in-Possession

Name: H.I.G. Supra, Inc.
Address: 1001 Brickell Bay Drive
Miami, FL 33131
Citizenship: Cayman Islands
Percentage Owned: Approximately 90%
Principal Business: Investments

No other entity will hold a direct investment in Supra that will result in the ownership or control of ten percent or more of the equity of Supra.

- 2) The following entities will own or control ten percent (10%) or more of the equity of H.I.G. Supra, Inc.

Name: H.I.G. Capital Partners III, L.P.
Address: 1001 Brickell Bay Drive
Miami, FL 33131
Citizenship: Delaware
Percentage Owned: Approximately 68%
Principal Business: Investments

Name: Alexander Holdings, Inc.
Address: 909 3rd Avenue, 29th Floor
New York, NY 10022
Citizenship: British Virgin Islands
Percentage Owned: Approximately 25%
Principal Business: Investments

No limited partner has a 10% or greater interest in H.I.G. Capital Partners III, L.P.

- 3) The following entity is the General Partner of H.I.G. Capital Partners III, L.P.

Name: H.I.G. Advisors III, LLC
Address: 1001 Brickell Bay Drive
Miami, FL 33131
Citizenship: Delaware
Percentage Owned: less than 1%
Principal Business: Investments

- 4) The following entities will own or control ten percent (10%) or more of the equity of H.I.G. Advisors III, LLC.

Name: Anthony Tamer
Address: 104 Paloma Avenue
Coral Gables, FL 33143
Citizenship: USA
Percentage Owned: 10%
Principal Business: Managing Director

Name: Kactus Investment Corporation
Address: 104 Paloma Avenue
Coral Gables, FL 33143
Citizenship: Cayman Islands
Percentage Owned: 40%
Principal Business: Investments

Name: Sami Mnaymneh
Address: 221 Costanera Road
Coral Gables, FL 33143
Citizenship: USA
Percentage Owned: 10%
Principal Business: Managing Director

Name: Sami Mnaymneh 2002 Children's Trust²
Address: 104 Paloma Avenue
Coral Gables, FL 33143
Citizenship: Florida
Percentage Owned: 40%
Principal Business: Investments

- 5) The following entities will own or control ten percent (10%) or more of the equity of Kactus Investment Corporation.

Name: Tamer Family Trust³
Address: 104 Paloma Avenue
Coral Gables, FL 33143
Citizenship: Florida
Percentage Owned: 100%
Principal Business: Investments

² The sole trustee, and thus control of the trust, is Sami Mnaymneh, whose information is provided above.

³ The sole trustee, and thus control of the trust, is Anthony Tamer, whose information is provided above.

- 6) The following entities will own or control ten percent (10%) or more of the equity of Alexander Holdings, Inc.

Name: Berggruen Holdings Limited
Address: 909 3rd Avenue, 29th Floor
New York, NY 10022
Citizenship: British Virgin Islands
Percentage Owned: 100%
Principal Business: Investments

- 7) The following entities will own or control ten percent (10%) or more of the equity of Burggruen Holdings Limited.

Name: The Tarragona A Trust
Address: 909 3rd Avenue, 29th Floor
New York, NY 10022
Citizenship: British Virgin Islands
Percentage Owned: 100%
Principal Business: Investments

- 8) The following entity serves as the trustee of The Tarragona A Trust.

Name: Maitland Trustees Limited
Address: Falcon Cliff, Palace Road
Douglas, Isle of Man
British Isles, IM2 4LB
Citizenship: British Virgin Islands
Percentage Owned: Trustee
Principal Business: Trust Services

Maitland Trustees Limited is controlled by the Maitland Group, a privately held British Virgin Island company, which does not have any majority shareholder whose interest could be considered a 10 percent or greater interest in Supra.

No other entity has a ten percent or greater direct or indirect interest in Supra.

Supra does not have any interlocking directorates with a foreign carrier.

The Purchaser does not have any interlocking directorates with a foreign carrier.

- (i) Supra certifies that it is not a foreign carrier. The Purchaser certifies that it is not a foreign carrier.

- (j) The Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant (or an affiliate) is a foreign carrier in that country; or
 - (2) an Applicant (or an affiliate) controls a foreign carrier in that country; or
 - (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relationship affecting the provision of marketing or international basic telecommunications services in the United States.
- (k) Not Applicable.
- (l) Not Applicable.
- (m) Not Applicable.
- (n) The Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) The Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is affiliated with any foreign telecommunications carriers except for foreign telecommunications carriers that qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules, and none of the scenarios outlined in Section 63.12(c)(2)-(4) of the Commission's Rules applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Section 63.04(b) of the Commission's, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request

for domestic Section 214 authority in order to address the requirements set forth in Sections 63.04(a)(6)-(12) of the Commission's Rules. 47 C.F.R. §§ 63.04(a)(6)-(12).

(a)(6) A description of the proposed transaction is set forth in **Section III** above.

(a)(7) Supra is licensed to provide local and/or long distance competitive telecommunications services in California, Colorado, Florida, Georgia, Illinois, New York and Texas. Supra currently provides competitive local and long distance services in New York and Florida, to residential consumers. All of the services provided by Supra and its affiliates are competitive in nature and neither Supra nor any of its affiliates holds a dominant position in any market.

H.I.G. does not provide telecommunications services. H.I.G. is affiliated with T-Netix Communications Services, Inc. and Evercom Systems, Inc. Both of these affiliated entities provides competitive resold wireline long distance services to inmates pursuant to state and FCC authorizations. All of the services provided by T-Netix Communications Services, Inc. and Evercom Systems, Inc. are competitive in nature and neither Supra nor any of its affiliates holds a dominant position in any market.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction: (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transaction); and (3) none of the Applicants or their Affiliates is dominant with respect to any telecommunications service.

(a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).

(a)(10) Prompt completion of the proposed transaction is critical to ensuring that Applicants can obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in **Section IV** above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this instant Application. The Applicants respectfully request expedited approval to permit the proposed transaction described herein to be consummated consistent with the completion as soon as possible.

Respectfully submitted,



Catherine Wang
Douglas D. Orvis II
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)
CWang@swidlaw.com (Email)
DDOrvis@swidlaw.com (Email)

Dated: November 24, 2004

Verifications

VERIFICATION

STATE OF Florida)
)
CITY OF Dade) SS:

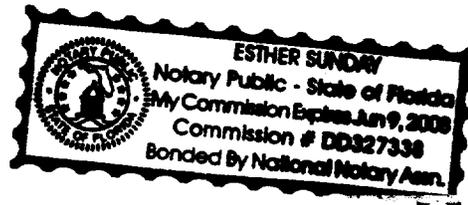
I, Brian Clark, being first duly sworn, state that I am EVP / Legal of Supra Telecommunications and Information Systems, Inc., an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Supra Telecommunications and Information Systems, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

[Signature]
[NAME]
[TITLE]
Supra Telecommunications and Information Systems, Inc.

Sworn and subscribed before me this 19th day of November, 2004.

[Signature]
Notary Public

My commission expires 6-9-08



VERIFICATION

STATE OF Florida)
CITY OF Dade) SS:

I, Jason Clarke, being first duly sworn, state that I am VP of Legal of Supra Telecommunications and Information Systems, Inc., an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Supra Telecommunications and Information Systems, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

[Signature]
[NAME]
[TITLE]
Supra Telecommunications and Information Systems, Inc.

Sworn and subscribed before me this 19th day of November, 2004.

[Signature]
Notary Public

My commission expires 6-9-08

