

## SWIDLER BERLIN LLP

## Please Date Stamp &amp; Return

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VIA COURIER

June 1, 2005

FCC/MELLON

JUN 01 2005

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

**Re: In the Matter of Supra Telecommunications and Information Systems, Inc.,  
Transferor, and FDN Supra, LLC, 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**

Dear Ms. Dortch:

On behalf of Supra Telecommunications and Information Systems, Inc. ("Supra") and FDN Supra, LLC (together, "Applicants"), enclosed for filing is an application for Commission approval for a transfer control of Supra. 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").

Applicants also submit a completed Fee Remittance Form 159 and check in the amount of \$895.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules. A copy of the Fee Remittance Form 159 is being submitted to the Mellon Bank in Pittsburgh, Pennsylvania along with the Application.

Please do not hesitate to contact us if you have any questions regarding this filing.

Respectfully submitted,



Catherine Wang  
Douglas D. Orvis II  
Brett P. Ferenchak

Counsel to Applicants

Enclosure

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 1

(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 LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) 895.00
(4) STREET ADDRESS LINE NO. 1 3000 K Street, N.W.		
(5) STREET ADDRESS LINE NO. 2 Suite 300		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20007-5116
(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, Inc.		
(14) STREET ADDRESS LINE NO. 1 2901 S.W. 149th Avenue		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Miramar	(17) STATE FL	(18) ZIP CODE 33027
(19) DAYTIME TELEPHONE NUMBER (include area code) (786) 455-4200	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0013-5538-96	(22) FCC USE ONLY
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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, M. Renee Britt, 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 M. Renee Britt DATE June 1, 2005

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	)	
	)	
<b>Supra Telecommunications and Information Systems, Inc.,</b>	)	
Transferor	)	
and	)	File No. ITC-T/C-2005 _____
<b>FDN Supra, LLC</b>	)	WC Docket No. 05 _____
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	)	
	)	

**APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

Supra Telecommunications and Information Systems, Inc. ("Supra") and FDN Supra, LLC ("FDN Supra" 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 required, for a transaction wherein Supra will become 50 percent owned by the Purchaser. 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. 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, Inc.**

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.)

### **B. FDN Supra, LLC**

FDN Supra, LLC ("FDN Supra") is a Florida limited liability company, established as a holding company, with its principle place of business located at 2301 Lucien Way, Ste. 200, Maitland, FL 32751. FDN Supra is wholly owned by Florida Digital Networks, Inc. d/b/a FDN Communications ("FDN"). FDN is competitive local exchange carrier in the state of Florida. Through its subsidiary (and affiliate of FDN Supra, LLC), Southern Digital Network, Inc. d/b/a FDN Communications ("SDN") (FDN and SDN together, "FDN Communications"), FDN Communications provides telecommunications services in eight (8) southeastern states. FDN Communications holds domestic and international Section 214 authority granted by the Commission. (See FCC File No. ITC-214-19980605-00387 (Old File No. ITC-98-443) (July 30, 1998).)

### **III. DESCRIPTION OF THE TRANSACTION**

The Applicants have agreed to a transaction wherein FDN Supra would acquire 50 percent of the stock of Supra. 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.

### **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 place Supra in a stronger position 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.

**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, Inc.  
2901 S.W. 149<sup>th</sup> Avenue  
Miramar, FL 33027  
(786) 455-4200 (Tel)  
(786) 445-4600 (Fax)

FDN Supra, LLC  
2301 Lucien Way, Ste. 200  
Maitland, FL 32751  
(407) 835-0460 (Tel)  
(407) 835-0309 (Fax)

**(b) Jurisdiction of Organizations:**

Supra is a corporation formed under the laws of the State of Florida.  
FDN Supra 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  
Brett P. Ferenchak  
Swidler Berlin 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)  
BPFerenchak@swidlaw.com (Email)

- (d) Supra holds domestic and international Section 214 authority, with FCC File Numbers ITC-214-19970207-00068 and ITC-214-20020903-00451.

While FDN Supra does not hold domestic and international Section 214 authority, FDN Supra's parent company, FDN, holds domestic and international Section 214 authority, with FCC File No. ITC-214-19980605-00387 (Old File No. ITC-98-443) (July 30, 1998). SDN operates under the Section 214 authority held by its parent, FDN.

(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, Inc.:

Name:	H.I.G. Supra, LLC <sup>1</sup>
Address:	1001 Brickell Bay Drive Miami, FL 33131
Citizenship:	Delaware
Percentage Owned:	50%
Principal Business:	Investments

Name:	FDN Supra, LLC
Address:	2301 Lucien Way, Suite 200 Maitland, FL 32751
Citizenship:	Cayman Islands
Percentage Owned:	50%
Principal Business:	Telecommunications

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<sup>1</sup> On or about February 18, 2005, the Commission was notified of the pro forma transfer of control of Supra from H.I.G. Supra, Inc. to H.I.G. Supra, LLC.

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 entity directly or indirectly owns ten percent (10%) or more of the equity of FDN Supra, LLC:

Name: Florida Digital Network, Inc. ("FDN")  
Address: 2301 Lucien Way, Suite 200  
Maitland, FL 32751  
Citizenship: U.S.  
Percentage Owned: 100%  
Principal Business: Telecommunications

The following entities, directly or indirectly, own or control ten percent (10%) or more of the equity of FDN:

Name: M/C Venture Partners V, L.P. ("MCVP V")  
Address: 75 State Street, Suite 2500  
Boston, MA 02109-1829  
Citizenship: U.S.  
Percentage Owned: approximately 49%  
Principal Business: Private Equity Venture Fund

Name: Centennial Ventures VII, L.P. ("Centennial VII")  
Address: 1428 Fifteenth Street  
Denver, CO 80202  
Citizenship: U.S.  
Percentage Owned: approximately 12.7%  
Principal Business: Private Equity Venture Fund

Name: Columbia Capital III, LLC ("CC III")<sup>2</sup>  
Address: 201 North Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: U.S.  
Percentage Owned: 12.85%  
Principal Business: General Partner

<sup>2</sup> CC III is the general partner of Columbia Capital Equity Partners III (QP), L.P., which directly owns 6.93% of the equity of FDN, and the general partner or managing member of various other funds that are the members of Columbia FDN Partners III, LLC, which directly owns 5.92% of the equity of FDN. As a result, CC III has indirect ownership of 12.85% of the equity of FDN. None of the intervening entities own or control 10% of the equity of Supra under the Commission's methodology for determining indirect interest in communications companies.

MCVP V is controlled by its general partner as follows:

Name: M/C VP V, L.L.C.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109-1829  
Citizenship: U.S.  
Interest Held: General Partner  
Principal Business: Investment

The limited partners of M/C Venture Partners V, L.P. (and affiliated funds) consist of institutional and other investors. Based on the Commission's methodology for determining indirect interest in communications companies, none of the limited partners in these entities will hold percent or more of the equity of Supra.

Centennial VII is controlled by its general partner as follows:

Name: Centennial Holdings VII, LLC<sup>3</sup>  
Address: 1428 Fifteenth Street  
Denver, CO 80202  
Citizenship: U.S.  
Interest Held: General Partner  
Principal Business: Investment

The limited partners of Centennial Ventures VII, L.P. consist of institutional and other investors. Based on the Commission's methodology for determining indirect interest in communications companies, none of the limited partners in these entities will hold percent or more of the equity of Supra.

The following individuals control M/C VP V, L.L.C.:

Names: James F. Wade<sup>4</sup>  
David D. Croll<sup>3</sup>  
Peter H.O. Claudy<sup>3</sup>  
Matthew J. Rubins  
Citizenship: U.S.  
Interest Held: Managers  
Principal Business: Individuals

No entity owns or controls Columbia Capital III, LLC.

No entity owns or controls Centennial Holdings VII, LLC.

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<sup>3</sup> Centennial Holdings is also the sole general partner of Centennial Entrepreneurs Fund VIII, L.P., which hold a 0.18% interest in FDN. Centennial Holdings, therefore, controls 12.85% of FDN through the two funds.

<sup>4</sup> These individuals also indirectly control other affiliated funds that hold the following interests in FDN: Media/Communications Partners III Limited Partnership (6.63%), Chestnut Venture Partners, L.P. (2.45%) and M/C/ Investors L.L.C. Accordingly, these individuals indirectly control, through various venture funds, 59.29% of Supra pursuant to the Commission's methodology for determining indirect interest in communications companies.

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

Name: H.I.G. Supra, Inc.  
Address: 1001 Brickell Bay Drive  
Miami, FL 33131  
Citizenship: Cayman Islands  
Percentage Owned: 77.5%  
Principal Business: Investments

Name: Alexander Enterprise Holdings Corp.  
Address: 1114 Avenue of the Americas, 41<sup>st</sup> Floor  
New York, NY 10036  
Citizenship: British Virgin Islands  
Percentage Owned: 20%  
Principal Business: Investments

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 Enterprise Holdings Corp.  
Address: 1114 Avenue of the Americas, 41<sup>st</sup> Floor  
New York, NY 10036  
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.

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

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 Trust<sup>5</sup>  
Address: 104 Paloma Avenue  
Coral Gables, FL 33143  
Citizenship: Florida  
Percentage Owned: 40%  
Principal Business: Investments

The following entity will own or control ten percent (10%) or more of the equity of Kactus Investment Corporation:

Name: Tamer Family Trust<sup>6</sup>  
Address: 104 Paloma Avenue  
Coral Gables, FL 33143  
Citizenship: Florida  
Percentage Owned: 100%  
Principal Business: Investments

<sup>5</sup> The sole trustee, and thus control of the trust, is Sami Mnaymneh, whose information is provided above.

<sup>6</sup> The sole trustee, and thus control of the trust, is Anthony Tamer, whose information is provided above.

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

Name: Berggruen Holdings Ltd  
Address: 1114 Avenue of the Americas, 41<sup>st</sup> Floor  
New York, NY 10036  
Citizenship: British Virgin Islands  
Percentage Owned: 100%  
Principal Business: Investments

The following entity will own or control ten percent (10%) or more of the equity of Berggruen Holdings Ltd.:

Name: The Tarragona A Trust  
Address: 1114 Avenue of the Americas, 41<sup>st</sup> Floor  
New York, NY 10036  
Citizenship: British Virgin Islands  
Percentage Owned: 100%  
Principal Business: Investments

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.

FDN Supra does not provide telecommunications services. FDN Supra is owned by FDN, which provides competitive local exchange and interexchange services in Florida. FDN also owns a subsidiary, SDN which provides competitive local exchange and interexchange services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. The services provided by FDN and SDN are competitive in nature and neither FDN nor SDN 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.

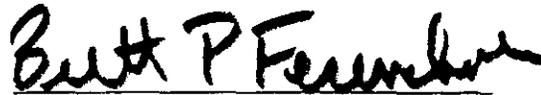
(a)(11) Not applicable.

(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  
Brett P. Ferenchak  
SWIDLER BERLIN 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)  
BPFerenchak@swidlaw.com (Email)

Dated: June 1, 2005

## Verifications

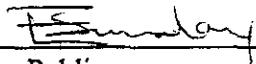
VERIFICATION

STATE OF )  
 ) ss:  
CITY OF )

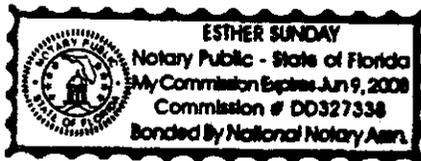
I, Brian Chaiken, being first duly sworn, state that I am Executive VP of Legal Affairs of Supra Telecommunications and Information Systems, Inc., an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Supra Telecommunications and Information Systems, Inc.; 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.

  
\_\_\_\_\_  
Brian Chaiken  
Executive VP of Legal Affairs  
Supra Telecommunications and Information  
Systems, Inc.

Sworn and subscribed before me this 12<sup>th</sup> day of April, 2005.

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

My commission expires June 9, 2008



VERIFICATION

STATE OF )  
 ) ss:  
CITY OF )

I, Matthew J. Feil, being first duly sworn, state that I am General Counsel of Florida Digital Network, Inc., an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Florida Digital Network, 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.



Matthew J. Feil  
General Counsel  
Florida Digital Network, Inc.

Sworn and subscribed before me this 12<sup>th</sup> day of April, 2005.

  
Notary Public

My commission expires 11-9-07



Glenda S. Chapman  
My Commission DD266574  
Expires November 09, 2007