

**VIA ECFS**

July 19, 2005

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

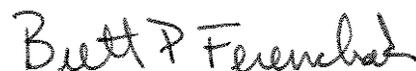
**Re: WC Docket No. 05-207 – SECOND SUPPLEMENT**  
*In the Matter of Supra Telecommunications and Information Systems, Inc.,  
Transferor, and FDN Supra, LLC, Transferee, Application For Authority  
Pursuant to Section 214 of the Communications Act of 1934, as Amended, for  
the Transfer of Control of 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”), attached for filing is a Second Supplement to the above-referenced application. A hard copy of this Second Supplement is also being filed in IB File No. ITC-T/C-20050601-00207.

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

Attachment

cc (via email):

Renee Crittendon (WCB)  
Denise Coca (WCB)

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

In the Matter of	)	
	)	
<b>Supra Telecommunications and Information Systems, Inc.,</b>	)	
Transferor	)	
	)	IB File No. ITC-T/C-20050601-00207
and	)	
	)	WC Docket No. 05-207
<b>FDN Supra, LLC</b>	)	
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	)	

**SECOND SUPPLEMENT**

Supra Telecommunications and Information Systems, Inc. (“Supra”) and FDN Supra, LLC (“FDN Supra” or the “Purchaser”) (together, with Supra, the “Applicants”), hereby file this Second Supplement to clarify statements in their Application and First Supplement filed in the above-referenced dockets.

**A. Current Ownership of Supra**

Supra currently is directly owned by H.I.G. Supra, LLC (a 51% equity ownership stake) and FDN Supra, LLC (a 49% equity ownership stake). The direct and indirect owners of each of these companies are provided in the First Supplement and Sections D and E, below.

**B. Clarification Regarding Relationship of FDN Supra, LLC and Southern Digital Network, Inc.**

On page 3 of the Application, Applicants state: “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. This statement was intended to convey the following: (1) SDN is a subsidiary of FDN; (2) FDN Supra and SDN are affiliated through common ownership by FDN; and (3) FDN Communications (referring, collectively to both FDN and SDN) provides telecommunications services in eight (8) southeastern states.

**C. Citizenship of Southern Digital Network, Inc.**

As requested, the Applicants state that Southern Digital Network, Inc. is a Delaware corporation.

**D. Clarification Regarding Ownership Information Provided in the Application and First Supplement**

Applicants would like to clarify the ownership interest of Alexander Enterprise Holdings Corp. Specifically, contrary to the information provided in the Application and First Supplement, Alexander Enterprise Holdings Corp. does not have and never had a twenty-five percent (25%) ownership interest in H.I.G. Supra, Inc. Alexander Enterprise Holdings Corp. only has a direct nineteen percent (19%) interest<sup>1</sup> in H.I.G. Supra, LLC.

In addition, Applicants would like to clarify that H.I.G. Supra, Inc.’s direct interest in H.I.G. Supra, LLC is 76 %, not 77.5%, as originally stated.

---

<sup>1</sup> The interest was originally stated in the Application and First Supplement as twenty percent (20%).

**E. Additional Ownership Information Requested by Wireline Competition Bureau**

The information provided in this Second Supplement includes the same entities and other information provided in the Application and First Supplement, except that the “Interest Held” information reflects the effective percentage ownership interest that each entity has in H.I.G. Supra, LLC or FDN Supra, LLC as calculated using the Commission’s attribution rules. As a reminder, the Application and First Supplement provide the direct percentage ownership that each entity has in the tier below. Also, please note that the entity referred to as “Alexander Holdings, Inc.” on page 11 of the Application and page 7 of the First Supplement should actually have been identified as “Alexander Enterprise Holdings Corp.”, the same entity listed on page 9 of the Application and page 5 of the First Supplement.

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

Name: Florida Digital Network, Inc.  
Address: 2301 Lucien Way, Suite 200  
Maitland, FL 32751  
Citizenship: U.S.  
Interest Held: 50% (directly held in FDN Supra, LLC)  
Principal Business: Telecommunications

Name: M/C Venture Partners V, L.P.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109-1829  
Citizenship: U.S.  
Interest Held: Approximately 49% (indirectly held through Florida Digital Network, Inc.)  
Principal Business: Private Equity Venture Fund

Name: Centennial Ventures VII, L.P.  
Address: 1428 Fifteenth Street  
Denver, CO 80202  
Citizenship: U.S.  
Interest Held: Approximately 12.7% (indirectly held through Florida Digital Network, Inc.)  
Principal Business: Private Equity Venture Fund

Name: Columbia Capital III, LLC (“CC III”)  
Address: 201 North Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: U.S.  
Interest Held: 12.85% (indirectly controlled as General Partner of various funds that hold interests in Florida Digital Network, Inc.)<sup>2</sup>  
Principal Business: Investment

Name: M/C VP V, L.L.C.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109-1829  
Citizenship: U.S.  
Interest Held: Approximately 49% (indirectly controlled as General Partner of M/C Venture Partners V, L.P.)  
Principal Business: Investment

Name: Centennial Holdings VII, LLC  
Address: 1428 Fifteenth Street  
Denver, CO 80202  
Citizenship: U.S.  
Interest Held: Approximately 12.85% (indirectly controlled as General Partner of Centennial Ventures VII, L.P. and another intervening fund<sup>3</sup>)  
Principal Business: Investment

Name: Matthew J. Rubins  
Citizenship: U.S.  
Interest Held: Approximately 49% (indirectly controlled as Manager of M/C VP V, L.L.C.)  
Principal Business: Individual

---

<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, in aggregate, CC III has indirect ownership of 12.85% of the equity of FDN Supra. None of the intervening entities own or control ten percent (10%) or more of the equity of FDN Supra under the Commission’s methodology for determining indirect interest in communications companies.

<sup>3</sup> Centennial Holdings is also the sole general partner of Centennial Entrepreneurs Fund VIII, L.P., which directly holds a 0.18% interest in Florida Digital Network, Inc.

Names: James F. Wade  
David D. Croll  
Peter H.O. Claudy  
Citizenship: U.S.  
Interest Held: approximately 59.29% (indirectly controlled as Managers of M/C VP V, L.L.C. and other funds<sup>4</sup>)  
Principal Business: Individuals

No other person or entity, directly or indirectly, owns or controls ten percent (10%) or more of the equity of FDN Supra, LLC.

The following entities, directly or indirectly, 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  
Interest Held: 76% (directly held in H.I.G. Supra, LLC)  
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  
Interest Held: 19% (directly in H.I.G. Supra, LLC)  
Principal Business: Investments

Name: H.I.G. Capital Partners III, L.P.  
Address: 1001 Brickell Bay Drive  
Miami, FL 33131  
Citizenship: U.S.  
Interest Held: Approximately 68% (indirectly held through H.I.G. Supra, Inc.)  
Principal Business: Investments

---

<sup>4</sup> These individuals also indirectly control other affiliated funds that hold the following interests in Florida Digital Network, Inc.: Media/Communications Partners III Limited Partnership (6.63%), Chestnut Venture Partners, L.P. (2.45%) and M/C Investors L.L.C. (0.81%).

Name: H.I.G. Advisors III, LLC  
Address: 1001 Brickell Bay Drive  
Miami, FL 33131  
Citizenship: U.S.  
Interest Held: Approximately 68% (indirectly controlled as General Partner of H.I.G. Capital Partners III, L.P.)  
Principal Business: Investments

Name: Anthony Tamer  
Address: 104 Paloma Avenue  
Coral Gables, FL 33143  
Citizenship: U.S.  
Interest Held: 50% (indirectly controlled through H.I.G. Advisors III, LLC and as Trustee of Tamer Family Trust)<sup>5</sup>  
Principal Business: Managing Director

Name: Kactus Investment Corporation  
Address: 104 Paloma Avenue  
Coral Gables, FL 33143  
Citizenship: Cayman Islands  
Interest Held: 40% (indirectly controlled through H.I.G. Advisors III, LLC)  
Principal Business: Investments

Name: Sami Mnaymneh  
Address: 221 Costanera Road  
Coral Gables, FL 33143  
Citizenship: U.S.  
Interest Held: 50% (indirectly controlled through H.I.G. Advisors III, LLC and as Trustee of Sami Mnaymneh 2002 Children's Trust)  
Principal Business: Managing Director

Name: Sami Mnaymneh 2002 Children's Trust  
Address: 104 Paloma Avenue  
Coral Gables, FL 33143  
Citizenship: U.S.  
Interest Held: 40% (indirectly controlled through H.I.G. Advisors III, LLC)  
Principal Business: Investments

---

<sup>5</sup> Anthony Tamer owns ten percent (10%) of H.I.G. Advisors III, LLC and is trustee of the Tamer Family Trust, which indirectly holds 40% of H.I.G. Advisors III, LLC through its 100% ownership of Kactus Investment Corporation.

Name: Tamer Family Trust  
Address: 104 Paloma Avenue  
Coral Gables, FL 33143  
Citizenship: U.S.  
Interest Held: 40% (indirectly controlled through H.I.G. Advisors III, LLC)  
Principal Business: Investments

Name: Berggruen Holdings Ltd.  
Address: 1114 Avenue of the Americas, 41st Floor  
New York, NY 10036  
Citizenship: British Virgin Islands  
Interest Held: 19% (indirectly controlled through Alexander Enterprise Holdings Corp.)  
Principal Business: Investments

Name: The Tarragona A Trust  
Address: 1114 Avenue of the Americas, 41st Floor  
New York, NY 10036  
Citizenship: British Virgin Islands  
Interest Held: 19% (indirectly controlled through Berggruen Holdings Ltd.)  
Principal Business: Investments

Name: Maitland Trustees Limited<sup>6</sup>  
Address: Falcon Cliff, Palace Road  
Douglas, Isle of Man  
British Isles, IM2 4LB  
Citizenship: British Virgin Islands  
Interest Held: 19% (indirectly controlled as Trustee of The Tarragona A Trust)  
Principal Business: Trust Services

No other person or entity, directly or indirectly, owns or controls ten percent (10%) or more of the equity of FDN Supra, LLC.

As this ownership information is rather complicated, Applicants are providing as Attachment A charts of the corporate structure of FDN Supra, LLC and H.I.G. Supra, LLC. As in the Application and First Supplement, the percentages provided in the charts provide the direct percentage ownership that each entity has in the tier below.

---

<sup>6</sup> Maitland Trustees Limited is controlled by the Maitland Group, a privately held British Virgin Island company.

Except as supplemented by the statements made herein, all other information in the Application and First Supplement remains true and correct.

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)

Counsel for the Applicants

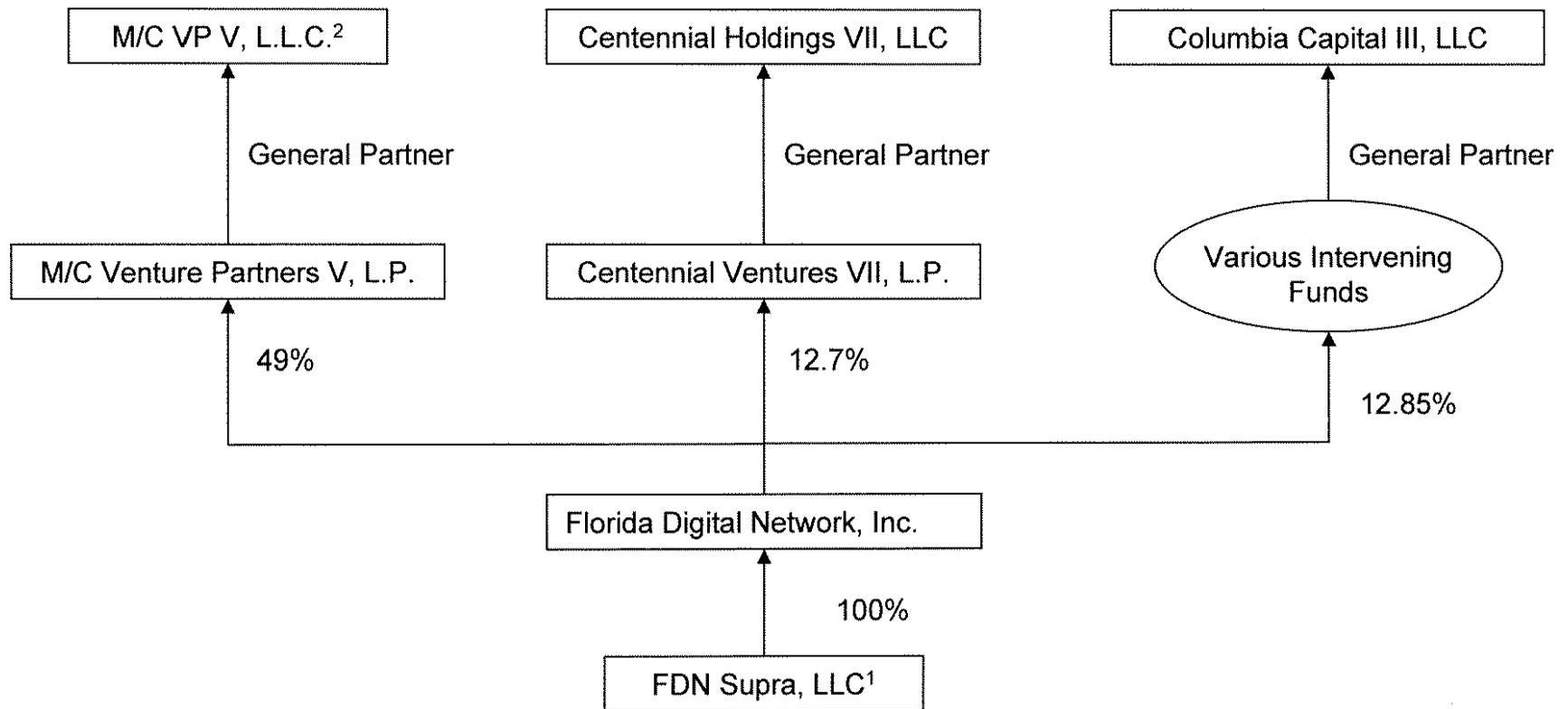
Dated: July 19, 2005

**ATTACHMENT A**

Charts of Corporate Structure

## CORPORATE STRUCTURE OF FDN SUPRA, LLC

(Please refer to the Supplements for Ownership Interests)

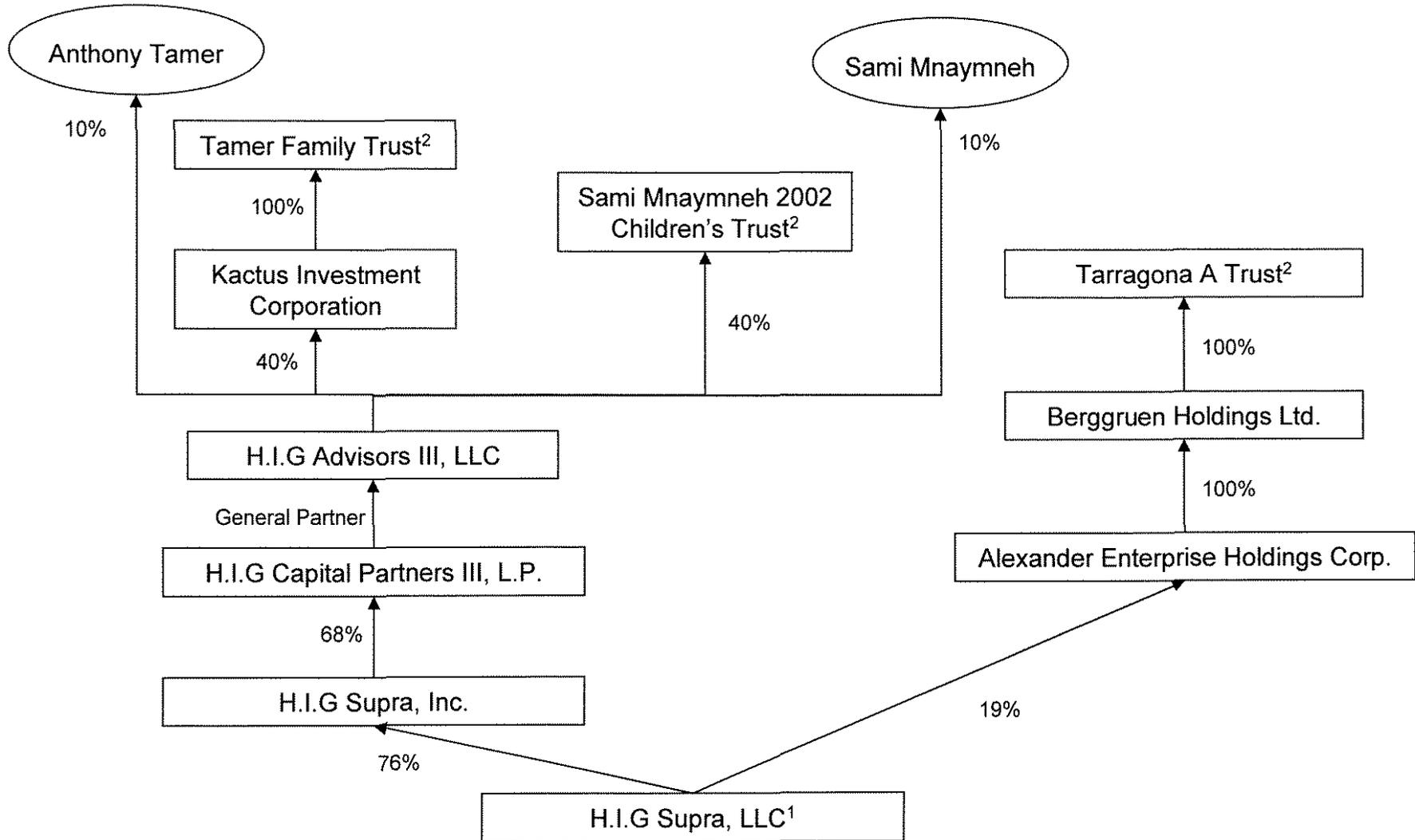


1 FDN Supra, LLC currently owns 49% of Supra. Following completion of the transaction FDN Supra, LLC will own 50% of Supra.

2 See Supplement for the managers of the fund.

## CORPORATE STRUCTURE OF H.I.G SUPRA, LLC

(Please refer to the Supplements for Ownership Interests)



1 H.I.G. Supra, LLC currently owns 51% of Supra. Following completion of the transaction H.I.G. Supra, LLC will own 50% of Supra.

2 See Application or Supplement for the Trustee of each trust.