



Davis Wright Tremaine LLP

ANCHORAGE BELLEVUE LOS ANGELES NEW YORK PORTLAND SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, D.C.

JAMES M. SMITH
DIRECT (202) 973-4288
jamesmsmith@dwt.com

SUITE 200
1919 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20006-3402

TEL (202) 973-4200
FAX (202) 973-4499
www.dwt.com

May 28, 2008

BY ECFS

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

Re: WC Docket No. 08-69

Dear Ms. Dortch:

On behalf of Joint Applicants U.S. South Communications, Inc. and First Data Corporation, and at the request of Ms. Jodie May of the Wireline Competition Bureau, this is to supplement the Joint Applicants' Application for Transfer of Control under Section 214 in the above-referenced proceeding to provide the following additional information:

1. Attached hereto is a Verification to be associated with the Application.

2. At page 4, item (h) of the Application: New Omaha Holdings L.P. ("New Omaha Holdings"), the indirect parent of Transferee First Data Corporation, is a Delaware Limited Partnership. The only limited partners in New Omaha Holdings that own greater than 10% are:

a. KKR 2006 Fund, L.P. ("2006 Fund"), a Delaware limited partnership, which currently owns 36.7%. 2006 Fund is an investment partnership formed and managed by affiliates of Kohlberg Kravis Roberts & Co. L.P. ("KKR"). KKR (www.kkr.com), a Delaware limited partnership with headquarters in New York City, is one of the world's oldest and most experienced private equity firms, specializing in management buyouts. None of the owners of 2006 Fund, nor KKR itself, owns a 10% or greater interest in New Omaha Holdings.

b. New Omaha Holdings Co-Invest L.P. ("New Omaha Holdings Co-Invest"), a Delaware limited partnership. New Omaha Holdings Co-Invest is a co-



investment vehicle which *collectively* owns approximately 21.9%, but none of the owners of which directly or indirectly owns a 10% or greater interest in New Omaha Holdings. New Omaha Holdings Co-Invest is ultimately managed by the same affiliates of KKR as the 2006 Fund.

3. At page 4, item (i) of the Application: Neither Transferee First Data nor any of its subsidiaries has any affiliation with any foreign telecommunications carrier. As noted above, First Data's indirect parent, New Omaha Holdings, is a limited partnership in which investment funds associated with KKR and other co-investors own the limited partnership interests. KKR does not own any voting shares or equity in Transferee First Data or any of the entities that control First Data; however, among KKR's myriad other equity investments are holdings in the following foreign telecommunications concerns: (1) Denmark-based TDC A/S, a leading provider of telecommunications solutions in Scandinavia, Switzerland and elsewhere in Northern and Central Europe; and (2) Bharti Infratel, an Indian cellular towers business.

Thank you for your consideration of this supplemental information. Please direct any correspondence concerning this matter to the undersigned counsel.

Sincerely,

DAVIS WRIGHT TREMAINE LLP

James M. Smith

cc (by e-mail): Ms. Jodie May

VERIFICATION

I hereby verify that I have read the foregoing joint Application of U.S. South Communications, Inc. (Transferor) and First Data Corporation (Transferee) for Transfer of Control of Blanket Domestic and Global International Resale Authority Under Section 214 of the Communications Act; and that to the best of my knowledge, information and belief the information stated therein is true and accurate.

For Transferor U.S. South Communications, Inc.:

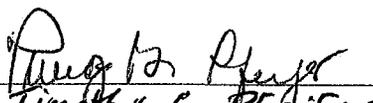


Michael D. Gruenhut

Title: SVP & General Counsel

Date: 5/21/08

For Transferee First Data Corporation:



Timothy G. Pfeiffer

Title: Managing Atty. Strategy, Bus. Dev.,
and Asst. Secretary

Date: 5/21/08