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November 23, 2004

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COMMISSION
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VIA OVERNIGHT DELIVERY

Blanca S. Bayó
Commission Clerk and Administrator Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RE: Transfer of Control of Supra Telecommunications and Information Systems, Inc.

Dear Ms. Bayó:

I. INTRODUCTION

Supra Telecommunications and Information Systems, Inc. ("Supra") and H.I.G. Supra, Inc. ("H.I.G." or the "Purchaser", and, together, with Supra, the "Parties"), through their undersigned counsel, hereby notify the Commission, to the extent it deems it required, of a transaction wherein Supra will become majority owned and controlled by the Purchaser. The Parties propose the transfer of ownership to implement a Plan of Reorganization that will allow Supra to emerge from Chapter 11 bankruptcy. The Parties provide this notice because, after a review of the Commission's rules, they have determined that no approval is necessary for this transaction.

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 customers in Florida. However, the Parties expect that the transaction will enable Supra to emerge from bankruptcy as a more effective competitor offering high quality, affordable telecommunications services to consumers of this state. Accordingly, the Parties respectfully submit that the proposed transaction will serve the public interest in Florida.

II. DESCRIPTION OF THE PARTIES

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

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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. In Florida, Supra is licensed as a reseller of competitive local exchange carrier, a pay telephone provider and a multi-location discount aggregator and reseller, throughout the state of Florida and was issued company codes TX088, TI635 and 5922 by this commission.. Supra is also authorized by the Federal Communications Commission to provide competitive domestic and international telecommunications services.

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 would resolve 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 to consumers in Florida. Supra's Plan of Reorganization, including the proposed transfer of ownership described below, the terms of which were approved in a hearing by the Bankruptcy Court on October 27, 2004.

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

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 approximately 80% 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. Capital 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, Supra will issue, and the Purchaser will receive 9 million shares of new common stock and 4.5 million shares of convertible preferred stock, which combined shall represent 90% of the new equity ownership of Supra.¹

Customers of Supra in Florida 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 in Florida. Customers will receive notice of the transaction.

IV. PUBLIC INTEREST CONSIDERATIONS

Parties 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 in Florida a selection of valuable telecommunications services. In particular, Parties 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 Florida telecommunications market by providing Supra with access to Purchasers' 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 in Florida, 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, Parties hope to complete the proposed transaction as quickly as possible.

V. CONCLUSION

For the reasons stated above, Parties respectfully submits that the public interest, convenience, and necessity would be furthered by this transaction. As noted above, the Parties

¹ Purchaser will hold approximately 90% of Supra's stock. The remaining 10% interest will be divided among several minority investors, including individuals in management, none of which will hold more than 5%.

Blanca S. Bayó (FL PSC)

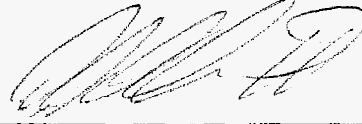
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believe that no approval is necessary for this transaction. If we do not receive notice to the contrary within thirty (30) days, we shall consider this matter closed.

An original and five copies of this letter are enclosed. Please date-stamp the enclosed extra copy and return it to us in the enclosed pre-paid envelope. Should she have any questions concerning this letter, please contact the undersigned at 202-945-6941.

Respectfully submitted,



Catherine Wang

Douglas D. Orvis II

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DDOrvis@swidlaw.com (Email)

Verifications

VERIFICATION

STATE OF Florida)
)
CITY OF Dade) SS:

I, Tzani Chouki, being first duly sworn, state that I am Exec of Legal of Supra Telecommunications and Information Systems, Inc., a Party in the foregoing filing; that I am authorized to make this Verification on behalf of Supra Telecommunications and Information Systems, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

Tzani Chouki

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

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

Esther Sunday

Notary Public

My commission expires 6-9-08

