

VIA OVERNIGHT DELIVERY

April 22, 2005

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

050000

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

Dear Ms. Bayó:

I. Description of the Transaction

Supra Telecommunications and Information Systems, Inc. ("Supra"), H.I.G. Supra, Inc. ("H.I.G."), and FDN Supra, LLC ("FDN") (Supra, H.I.G. and FDN together, the "Parties"), hereby notify the Commission of the transfer control of Supra to FDN. The Parties previously notified the Commission of a transaction whereby H.I.G. would acquire control of Supra in order to implement a Plan of Reorganization that will allow Supra to emerge from Chapter 11 bankruptcy ("Reorganization"). See Letter from Catherine Wang and Douglas D. Orvis II, Swidler Berlin Shereff Friedman, LLP, to Blanca S. Bayó, Commission Clerk and Administrator Services, Florida Public Service Commission (dated November 23, 2004) (regarding the transfer of control of Supra to H.I.G.). While the Reorganization was completed, there was a change in the structure. Specifically, when H.I.G. acquired control of Supra, H.I.G. only acquired 51% of the stock of Supra with the remaining 49% being owned by FDN. The transaction that is the subject of this letter, will result in both H.I.G. and FDN holding a 50% equity interest in Supra. The transaction also allows each of these two owners to pick two of the members of the Board of Directors of Supra, while the fifth member shall be appointed by FDN, with the consent of H.I.G.

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 offered to consumers in Florida. However, the Parties expect that the transaction will enable Supra to act 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.

In support of this Notification, the Parties state as follows:

DOCUMENT NUMBER-DATE

04001 APR 25 '05

In support of this Notification, the Parties state as follows:

II. Description of the Parties

A. Supra Telecommunications and Information Services, Inc. ("Supra")

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 (7) states to provide intrastate local and long distance telecommunications services. In Florida, Supra is licensed as a 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 TG394 by this Commission. Supra is also authorized by the Federal Communications Commission to provide competitive domestic and international telecommunications services.

B. FDN Supra, LLC ("FDN")

FDN Supra, LLC 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, LLC, is wholly owned by Florida Digital Network, Inc. d/b/a FDN Communications ("FDN Communications"). FDN Communications is an authorized interexchange and competitive local exchange carrier in the state of Florida pursuant to IXC Certificate No. 7048 and CLEC Certificate No. 5715 issued in Docket Nos. 990451-TI and 980862-TX, respectively. Through its subsidiary (and affiliate of FDN Supra, LLC), Southern Digital Network, Inc. d/b/a FDN Communications, FDN Communications provides telecommunications services in eight (8) southeastern states.

C. 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

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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. Public Interest Considerations

The 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 place Supra in a better position to continue offering consumers in Florida a selection of valuable telecommunications services. In particular, the Parties submit that: (1) the proposed transaction will not adversely affect Supra's managerial or technical qualifications, and will enhance the financial qualifications of Supra; (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.

IV. Conclusion

For the reasons stated above, Parties respectfully submits that the public interest, convenience, and necessity would be furthered by this transaction. Based on a review of Florida law, it is the Parties' understanding that no approval is required to complete the transactions described herein. Accordingly, the Parties submit this letter to the Commission in order to ensure compliance with the Commission's requirements and to ensure that the Commission's records remain up to date.

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An original and five (5) copies of this notification letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it to us in the enclosed pre-paid envelope. Should you have any questions concerning this letter, please contact the undersigned at (202) 945-6941.

Respectfully submitted,




Catherine Wang
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CWang@swidlaw.com (Email)
DDOrvis@swidlaw.com (Email)

VERIFICATION

STATE OF)
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) SS:
CITY OF)

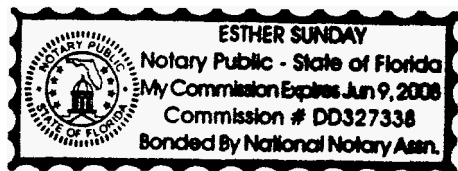
I, Brian Chaiken, being first duly sworn, state that I am Executive VP of Legal Affairs of Supra Telecommunications and Information Systems, Inc., a Party in the foregoing filing; that I am authorized to make this Verification on behalf of Supra Telecommunications and Information Systems, Inc.; that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


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

Sworn and subscribed before me this 12th 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., a Party in the foregoing filing; that I am authorized to make this Verification on behalf of Florida Digital Network, 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.



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

Sworn and subscribed before me this 12th day of April, 2005.


Notary Public

My commission expires 11-9-07



Glenda S. Chapman
My Commission DD285574
Expires November 09, 2007