

ORIGINAL



DAVID J. ROBINSON
SYNIVERSE TECHNOLOGIES, INC.
ONE TAMPA CITY CENTER #700
TAMPA, FL 33602
TN: (813) 273-3307
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EMAIL: DAVID.ROBINSON@SYNIVERSE.COM

050325-TX

RECEIVED-FPSC
MAY 16 AM 10:16
COMMISSION
CLERK

May 13, 2005

Florida Public Service Commission
Division of Commission Clerk and Administrative Services
2540 Shumard Oak Blvd
TALLAHASSEE, FLORIDA 32399-0850

RE: Application of Syniverse Technologies, Inc. for Authority to Provide Alternative Local Exchange Service within the State of Florida

To Whom It May Concern:

Attached please find an original plus six (6) copies of the application of Syniverse Technologies, Inc. to provide alternative local exchange services within the State of Florida. Included in this package is a check for \$250.00 made payable to the "Florida Public Service Commission" as required by Commission Rules.

Please review this application, I am available to answer any questions or provide additional information. I look forward to the Commission's approval of our application and we appreciate your consideration. Again, I am happy to answer any questions or provide additional information.

Sincerely,

David J. Robinson
Manager - Public Policy

ATTACHMENTS

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.
Initials of person who forwarded check:

05 MAY 16 AM 9:14

04708 MAY 16 03

04708 MAY 16 03
FPSC-COMMISSION CLERK

**** FLORIDA PUBLIC SERVICE COMMISSION ****

DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
CERTIFICATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 12).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- ◆ If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Competitive Markets and Enforcement
Certification
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

APPLICATION

1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Syniverse Technologies, Inc.

3. Name under which the applicant will do business (fictitious name, etc.):

4. Official mailing address (including street name & number, post office box, city, state, zip code):

One Tampa City Center #700
Tampa, FL 33602

5. Florida address (including street name & number, post office box, city, state, zip code):

One Tampa City Center #700
Tampa, FL 33602

6. Structure of organization:

- () Individual (X) Corporation
() Foreign Corporation () Foreign Partnership
() General Partnership () Limited Partnership
() Other _____

7. If individual, provide:

Name: N/A; see Corporation

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

8. If incorporated in Florida, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

N/A; see Corporation

9. **If foreign corporation, provide proof of authority to operate in Florida:**

(a) The Florida Secretary of State corporate registration number:

FEI # 06-1262301 - Document # P23873

10. **If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:**

(a) The Florida Secretary of State fictitious name registration number:

N/A

11. **If a limited liability partnership, provide proof of registration to operate in Florida:**

(a) The Florida Secretary of State registration number:

N/A; Sec Corporation

12. **If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.**

Name: N/A; Sec Corporation

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. **If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.**

(a) The Florida registration number: P23873

14. **Provide F.E.I. Number(if applicable):** 06-1262301

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

N.

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No.

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: DAVID J. Robinson
Title: MANAGER- Public Policy
Address: ONE TAMPA CITY CENTER #700
City/State/Zip: TAMPA, FL 33602
Telephone No.: 813-273-3307 Fax No.: 813-273-3595
Internet E-Mail Address: David.robinson@syniverse.com
Internet Website Address: WWW.SYNIVERSE.COM

(b) Official point of contact for the ongoing operations of the company:

Name: David J. Robinson
Title: Manager - Public Policy
Address: One Tampa City Center #700
City/State/Zip: Tampa, FL 33602
Telephone No.: 813-273-3307 Fax No.: 813-273-3595
Internet E-Mail Address: David.Robinson@syniverse.com
Internet Website Address: www.syniverse.com

(c) Complaints/Inquiries from customers:

Name: David J. Robinson
Title: Manager - Public Policy
Address: One Tampa City Center #700
City/State/Zip: Tampa, FL 33602
Telephone No.: 813-273-3307 Fax No.: 813-273-3595
Internet E-Mail Address: David.Robinson@syniverse.com
Internet Website Address: www.syniverse.com

17. **List the states in which the applicant:**

(a) has operated as an alternative local exchange company.

AL, AZ, CA, CT, IN, KY, NC, NY,
PA, SC, TN, UT, VA

(b) has applications pending to be certificated as an alternative local exchange company.

WA

(c) is certificated to operate as an alternative local exchange company.

AL, AZ, CA, CT, DE, IL, IN, HI, ME, MD, KY, GA, NC, NY, OK, PA, SC, TN, UT, VA

-
- (d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

None

- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None

- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

None

18. Submit the following:

- A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.**

Attached as Exhibit 1

- B. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.**

Attached as Exhibit 1

C. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer **affirming that the financial statements are true and correct** and should include:

1. the balance sheet: *See Attached Financial Statements .*
2. income statement: and
3. statement of retained earnings.

NOTE: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) should be provided:


1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

- 1. REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.

- 2. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

<u>Robert F Garcia</u> Print Name	 Signature
<u>General Counsel</u> Title	<u>5-13-2005</u> Date
<u>813-273-4781</u> Telephone No.	<u>813-273-3430</u> Fax No.

Address: Syniverse Technologies, Inc
One Tampa City Center #700
Tampa, FL 33602

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

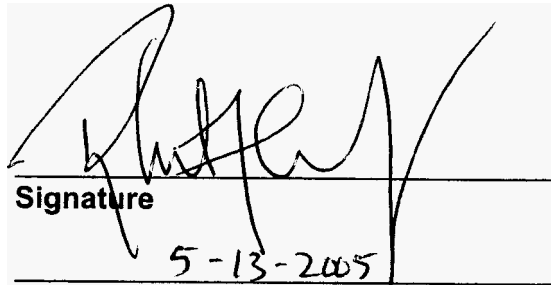
Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:

Robert F Garcia
Print Name

General Counsel
Title

813-273-4781
Telephone No.


Signature

5-13-2005
Date

813-273-3430
Fax No.

Address: Syniverse Technologies, Inc.
One Tampa City Center #700
Tampa, FL 33602

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. **POP:** Addresses where located, and indicate if owned or leased.

1) N/A 2) _____

3) _____ 4) _____

2. **SWITCHES:** Address where located, by type of switch, and indicate if owned or leased.

1) N/A 2) _____

3) _____ 4) _____

3. **TRANSMISSION FACILITIES:** POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

POP-to-POP OWNERSHIP

1) N/A _____

2) _____

3) _____

4) _____

REPORT FOR FLORIDA PUBLIC SERVICE COMMISSION
Directors and Principle Officers

Give the name and office addresses of all directors at the close of the year, and dates of beginning and expiration of terms. Chairman (*) and Secretary (**) marked by asterisks.

SYNIVERSE TECHNOLOGIES, INC.

Incorporated: Delaware
EIN #06-1262301

G. Edward Evans – Chief Executive Officer *

Mr. Evans became our Chief Executive Officer and Director in February 2002. From January 1997 until January 2002, Mr. Evans was employed by Dobson Communications Corporation, serving as the President of its cellular subsidiaries and then as the President and Chief Operating Officer of Dobson Communications Corporation itself. Mr. Evans was employed by BellSouth Mobility, Inc. from 1993 to 1996, serving as General Manager—Kentucky, Director of Field Operations at BellSouth's corporate office in Atlanta and Director of Marketing—Alabama. He was an Area Manager and a Market Manager of U.S. Cellular from 1990 to 1993 and was Sales Manager of GTE Mobilnet from 1989 to 1990. Mr. Evans serves on the boards of the CTIA and Carolina West Wireless. He holds an MBA from Georgia State University.

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

F. Terry Kremian – Chief Operating Officer

Mr. Kremian is chief operating officer. He oversees Syniverse's network operations, sales, marketing, business development and strategy, industry relations, operations, customer support and technology. Prior to joining Syniverse, Mr. Kremian served as executive vice president and general manager, Telecommunication Services Group for VeriSign, a position he held since VeriSign's acquisition of Illuminet Holdings in December 2001. Mr. Kremian has more than twenty years of telecommunications experience. He served as president, executive vice president and COO of Illuminet Holdings from September 1998 until December 2001. Prior to that, he was vice president-marketing and sales. Mr. Kremian joined Illuminet Holdings from MCI where he was employed since 1982, most recently as director of carrier sales. Mr. Kremian holds a B.S. degree from the U.S. Naval Academy and a J.D. degree from the University of Maryland School of Law. His military history includes active and reserve duty as an officer and fighter pilot with the United States Marine Corps (1971-1992).

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

Raymond L. Lawless – Chief Financial Officer

Mr. Lawless became our Chief Financial Officer in February 2002 and a Director as of March 2003. From October 2001 to February 2002, Mr. Lawless provided financial consulting services to telecommunication companies. Mr. Lawless worked for Intermedia Communications Inc. from April 1997 to September 2001 serving as Vice President Finance and Treasurer. During his tenure at Intermedia, Mr. Lawless was responsible for capital formation, treasury operations, risk management, corporate development, forecasting, strategic planning, budgeting, management reporting and investor relations support. Prior to that, Mr. Lawless spent 18 years at Bell Atlantic Corporation in various finance positions. Mr. Lawless holds a BS in Business Administration from West Chester University and an MBA from the University of Arkansas.

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

Paul A. Wilcock- Chief Technology Officer

Mr. Wilcock is Chief Technology Officer, prior to this appointment he served as Vice President – Technology at Syniverse. Paul also served as Vice President—Business Development and Strategy from August 2001 to September 2002. Having joined us in 1992, Mr. Wilcock previously served as Assistant Vice President—Business Development and Strategy, Assistant Vice President—Marketing, Director—Product Development and Support Services and Director—Enterprise Technology. Mr. Wilcock began his GTE career in 1975 and has held numerous positions of increasing responsibility in engineering, operations, marketing and strategy development. Mr. Wilcock graduated in Telecommunications from Leeds College of Engineering and Science (England) and holds an MBA from Wake Forest University.

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

REPORT FOR THE FLORIDA PSC (cont'd)

Michael O'Brien – Vice President Marketing

Mr. O'Brien has served as Vice President—Marketing since January 2003. Prior to that, he served as Vice President—Marketing/Business Development from September 2002 to January 2003 and Vice President—Marketing from August 2001 to September 2002. Previously he served as Assistant Vice President—Marketing from November of 2000 to August 2001 and Marketing Director—North American Wireless from June of 1999 to November of 2000. From January of 1999 to June of that same year, Mr. O'Brien worked as an independent consultant. From August of 1997 to January of 1999, Mr. O'Brien held the position of Director of Operations at GE LogistiCom, a satellite communications business. Prior to his employment with GE LogistiCom, Mr. O'Brien served as a Product Manager with us from March of 1996 to August of 1997. He has over 9 years experience with us in various marketing and operations positions. Mr. O'Brien holds a BS in Computer Science from the University of Virginia.

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

Wayne Nelson – Vice President, Controller

Mr. Nelson has served as Vice President—Controller since August 2002. From September 2000 to August 2002 Mr. Nelson served as Director—Finance and previously he served as Director—Customer Support. Mr. Nelson began his GTE career as a Finance Associate in 1987. He has over 11 years experience with us in various marketing, operations and finance positions. Mr. Nelson holds a BA in Economics from the University of Rochester and an MBA in Finance/Statistics from Rutgers University.

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

Gilbert Mosher – Vice President, Operations/Customer Support

Mr. Mosher has served as Vice President—Operations/Customer Support since August 2001 and previously served as Assistant Vice President—Information Technology, responsible for overseeing our software development. Prior to that, Mr. Mosher held various positions with increasing responsibility in the technical and management areas beginning with a position as a Programmer Analyst with GTE in 1979. Mr. Mosher joined us in January, 1996 as Assistant Vice President—Information Technology. He earned a BS in Professional Management from Nova Southeastern University and was elected as a member of Alpha Chi, National College Honor Scholarship Society. He also holds an MBA from Nova Southeastern University.

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

Robert Garcia, Jr.- Vice President, General Counsel **

Mr. Garcia became our General Counsel in February 2002. Prior to being appointed to General Counsel, he served as Associate General Counsel since September 2000. Mr. Garcia joined us in 1995 as in-house legal counsel. Prior to that, he was in private practice in Washington, D.C. Mr. Garcia received his law degree from the National Law Center, George Washington University and has a BA in Political Science from the University of South Florida.

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

Charles A. Drexler – Vice President, Sales

Mr. Drexler became our Vice President—Sales in June 2002. Prior to joining us, Mr. Drexler served as director-project development for MetroPCS from March 2002 to June 2002. Mr. Drexler provided consulting services to telecommunications companies from August 2001 to March of 2002. From 1989 to July 2001, Mr. Drexler held positions of increasing responsibility at Lucent/AT&T. During his tenure at Lucent/AT&T he was responsible for managing and developing domestic and international sales territories. Mr. Drexler holds a bachelor's degree in education from the University of Texas-EI Paso.

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

Linda Hermansen – Vice President, Business Development

Ms. Hermansen became our Vice President—Business Development and Strategy in January 2003. From November 1997 to January 2003, she served as Director—Marketing and Business Development. Ms. Hermansen began her GTE career in 1989 with the GTE Telephone Operations finance department where she held various positions of increasing responsibility within business analysis. Ms. Hermansen holds a bachelor of science degree in economics from the University of Illinois and an MBA from Butler University.

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

REPORT FOR THE FLORIDA PSC (cont'd)

Paul Corrao – Vice President, Network Operations

Mr. Corrao became our Vice President – Network Operations in July 2003. He has held several senior level customer care and operations positions throughout his 29-year career. From February 2002 to July 2003 he was Vice President – Operations for EPIX and from August 1999 to October 2001 he was Vice President – Service Delivery for Intermedia Communications. Mr. Corrao spent 26 years with AT&T where he managed such areas as switching quality control, VTNS operations, 800 and business application services, ISDN installations and customer care. He also worked with Bell Atlantic's Global Network division. He holds a master of science degree from the Stevens Institute of Technology and a BA in computer science from the City University of New York (CUNY).

Mailing Address: One Tampa City Center #700
Tampa, FL 33602

Eugene Bergen Henegouwen – Managing Director, European Operations

Mr. Henegouwen became our Managing Director – European Operations in May 2003. Mr. Bergen Henegouwen, a Dutch native, has held a variety of high tech executive level positions in the United States and The Netherlands. Prior to joining us, he was CEO and Chairman of Invention Machine Corporation from January 2001 to November 2002. From January 1999 to December 2000 he was CEO and president of AVIO Digital Inc. and from April 1995 to December 1998 he was CEO of Philips Creative Display Solutions in The Netherlands. Mr. Bergen Henegouwen has also held senior level management positions with Philips Consumer Electronics, Business Electronics, Monitors and Philips Telecommunications and Data Systems. He holds a master of science degree and a bachelor of science degree in electrical engineering from Delft University of Technology in The Netherlands.

Mailing Address: Graatd Van Roggenweg 328-334
Utrecht, Netherlands

David A. Donnini - Director

Mr. Donnini has served as a Director since February 2002. Mr. Donnini is currently a Principal of GTCR Golder Rauner, LLC, which he joined in 1991. He previously worked as an associate consultant with Bain & Company. Mr. Donnini earned a BA in Economics from Yale University and an MBA from Stanford University. Mr. Donnini is a director of various companies including American Sanitary, Cardinal Logistics Management, U.S. Fleet Services, InfoHighway Communications Corporation, InteCap (formerly Technology Dispute & Resolution Consulting), Coinmach Laundry Corporation, Synagro Technologies, International Computer Graphics, Keystone Group, Polymer Group and Polypore.

Mailing Address: GTCR Golder Rauner, LLC
6100 Sears Tower
Chicago, Illinois 60606-6402

Collin E. Roche - Director

Mr. Roche has served as a Director since February 2002. Mr. Roche is a Principal of GTCR Golder Rauner, LLC, which he joined in 1996. Previously, Mr. Roche worked as an investment banking analyst at Goldman, Sachs & Co. and as an associate at Everen Securities (now First Union Securities). He received a BA in Political Economy from Williams College. He also holds an MBA from Harvard Business School. Mr. Roche serves on the board of directors of Transaction Network Services, InfoHighway Communications Corporation, TransFirst Holdings, Skylight Financial and Verifone.

Mailing Address: GTCR Golder Rauner, LLC
6100 Sears Tower
Chicago, Illinois 60606-6402

Odie C. Donald - Director

Mr. Donald has served as a Director since August 2002. Mr. Donald was a consultant to DIRECTV, Inc., a direct broadcast satellite television service and a unit of Hughes Electronics Corporation, from July 2001 to December 2002. From April 2000 to July 2001, Mr. Donald was President of DIRECTV. From March 1999 to April 2000 he was Chief Executive Officer of Cable & Wireless Caribbean and Atlantic Islands Plc. Prior to that, Mr. Donald spent 25 years with BellSouth Corporation, where he held various positions, including Group President—Customer Operations from 1998 to 1999 and President of Bellsouth Mobility from 1992 to 1998. Mr. Donald serves on the board of directors of Darden Restaurants Inc.

Mailing Address: GTCR Golder Rauner, LLC
6100 Sears Tower
Chicago, Illinois 60606-6402

REPORT FOR THE FLORIDA PSC (cont'd)

Tony G. Holcombe - Director

Mr. Holcombe has served as a Director since March 2003. Mr. Holcombe is currently chief executive officer of Valutec Card Solutions, which he joined in September 2002. From May 1997 to September 2002, Mr. Holcombe served in various executive positions at Ceridian Corporation and its subsidiaries. From November 1999 to September 2002, Mr. Holcombe served as Executive Vice President of Ceridian Corporation. In addition, Mr. Holcombe held the following positions at subsidiaries of Ceridian Corporation including President of Ceridian Employer/Employee Services from November 1999 to September 2002 and President of Comdata from May 1997 to November 1999. Prior to this, Mr. Holcombe was President and Chief Executive Officer of National Processing, Inc., which provides transaction-processing services and customized processing solutions, from October 1994 to March 1997. Mr. Holcombe serves on the board of directors of TALX Corporation.

Mailing Address: GTCR Golder Rauner, LLC
6100 Sears Tower
Chicago, Illinois 60606-6402

Robert J. Marino- Director

Mr. Marino has served as a Director since February 2004. From August 1998 to February 2003 Mr. Marino served as Group President of Convergys Information Management Group, at which time he retired. Convergys Corporation was formed by spinning off Cincinnati Bell Information Systems Inc. (CBIS) and MATRIXX Marketing Inc. from Cincinnati Bell Inc. Prior to this, Mr. Marino served as president and chief executive officer of CBIS from October 1996 to August 1998 and chief operating officer of CBIS from November 1995 to October 1996. Prior to joining CBIS Mr. Marino served as president of the northeast region at Nextel Communications from November 1993 to October 1995. Mr. Marino also held senior management positions at Houston Cellular Telephone Company, Compañia de Radiocomunicaciones Moviles in Argentina and Sprint Corporation.

Mailing Address: 3032 Castalain Ct.
Naples, Florida 34105

John C. Hofmann – Director

Mr. Hofmann has served as a Director since November 2004. Mr. Hofmann is currently a Vice President of GTCR Golder Rauner, L.L.C., which he joined in 1999. Prior to joining GTCR, Mr. Hofmann worked as a management consultant at McKinsey & Company. He received a BA in History from the University of Pennsylvania. He also holds an MBA from Harvard Business School.

Business Purpose: Provides resold telecommunication network services.

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SYNIVERSE HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(DOLLARS IN THOUSANDS)

	December 31, 2003	December 31, 2004
	<u> </u>	<u> </u>
ASSETS		
Current assets:		
Cash	\$ 8,299	\$ 17,919
Accounts receivable, net of allowances of \$2,535 and \$1,142, respectively	61,611	79,450
Deferred tax assets, net	369	86
Prepaid and other current assets	6,284	4,789
	<u> </u>	<u> </u>
Total current assets	76,563	102,244
Property and equipment, net	33,548	35,703
Capitalized software, net	67,653	54,663
Deferred costs, net	14,584	12,889
Goodwill	331,263	362,600
Identifiable intangibles, net:		
Customer contract, net	9,705	5,228
Trademark	685	—
Customer base, net	196,270	203,866
	<u> </u>	<u> </u>
Total assets	\$ 730,271	\$ 777,193
	<u> </u>	<u> </u>
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities:		
Accounts payable	\$ 4,072	\$ 7,680
Accrued payroll and related benefits	8,881	15,453
Accrued interest	14,136	14,025
Other accrued liabilities	17,419	22,946
Current portion of Term Note B, net of discount	33,589	2,400
	<u> </u>	<u> </u>
Total current liabilities	78,097	62,504
Long-term liabilities:		
Deferred tax liabilities	19,700	27,979
Senior Subordinated Notes, net of discount	241,037	241,817
Term Note B, net of discount	174,749	213,231
Other long-term liabilities	2,955	2,908
	<u> </u>	<u> </u>
Total long-term liabilities	438,441	485,935
Commitments and contingencies		
Class A cumulative redeemable preferred stock, par value \$0.01; 300,000 shares authorized, 240,479.70 issued and outstanding at December 31, 2003 and 2004, including accrued and unpaid dividends of \$63,570 and \$95,134 at December 31, 2003 and 2004, respectively (Redemption value of \$304,050 and \$335,614 at December 31, 2003 and 2004, respectively)	304,050	335,614
Stockholder's equity (deficit):		
Class A common stock, \$0.001 par value; 100,300,000 shares authorized; 39,837,630 shares issued and outstanding at December 31, 2003 and 2004	40	40
Class B common stock, \$0.001 par value; 1,300,000 shares authorized; none issued or outstanding	—	—
Additional paid-in capital	68,585	37,021
Accumulated deficit	(159,368)	(144,305)
Accumulated other comprehensive income	426	384
	<u> </u>	<u> </u>
Total stockholder's equity (deficit)	(90,317)	(106,860)
	<u> </u>	<u> </u>
Total liabilities and stockholder's equity	\$ 730,271	\$ 777,193
	<u> </u>	<u> </u>

See Notes to Consolidated Financial Statements.

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SYNIVERSE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(THOUSANDS EXCEPT PER SHARE AMOUNTS)

	Predecessor	Successor		
	Period from January 1 to February 13, 2002	Period from February 14 to December 31, 2002	Year Ended December 31, 2003	Year Ended December 31, 2004
Revenues (including \$15,838, \$1,617, \$2,313 and \$1,462 from affiliates, respectively)	\$ 39,996	\$296,044	\$ 271,408	\$ 332,403
Costs and expenses:				
Cost of operations (excluding depreciation and amortization shown separately below and including \$4,419, \$687, \$457 and \$195 from affiliates, respectively)	20,655	130,364	109,744	138,484
Sales and marketing	2,614	22,706	18,631	20,244
General and administrative (including \$443 \$417, \$500 and \$500 from affiliates, respectively)	3,001	42,630	39,881	41,939
Provision for (recovery of) uncollectible accounts	1,340	(693)	466	(165)
Depreciation and amortization	1,464	33,285	37,319	41,972
Restructuring	—	2,845	2,164	289
Impairment losses on intangible assets	—	—	53,712	14,056
	29,074	231,137	261,917	256,819
Operating income	10,922	64,907	9,491	75,584
Other income (expense), net:				
Interest income (including \$221, \$0 \$0 and \$0 from affiliates, respectively)	432	965	768	1,148
Interest expense	—	(54,105)	(58,128)	(52,928)
Other, net	(19)	(275)	—	(12)
	413	(53,415)	(57,360)	(51,792)
Income (loss) from continuing operations before provision for income taxes	11,335	11,492	(47,869)	23,792
Provision for income taxes	4,418	9,320	10,057	8,729
Income (loss) from continuing operations	6,917	2,172	(57,926)	15,063
Discontinued operations:				
Loss from discontinued operations (including loss on disposal of \$312, net of income taxes of \$0)	—	(1,541)	—	—
Net income (loss)	6,917	631	(57,926)	15,063
Preferred stock dividends	—	(33,340)	(30,230)	(31,564)
Net income (loss) attributable to common stockholder	\$ 6,917	\$ (32,709)	\$ (88,156)	\$ (16,501)
Basic and diluted earnings per share:				
Discontinued operations		\$ (0.04)	\$ —	\$ —
Continuing operations		(0.78)	(2.21)	(0.41)
Basic and diluted net loss per common share		\$ (0.82)	\$ (2.21)	\$ (0.41)
Basic and diluted weighted average common shares outstanding		39,838	39,838	39,838

See Notes to Consolidated Financial Statements.

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SYNIVERSE HOLDINGS, INC.

**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY (DEFICIT)
(DOLLARS IN THOUSANDS)**

	Class A Common Stock	Class B Common Stock	Common Stock	Additional Paid-In Capital	Retained Earnings/ (Accumulated Deficit)	Notes Receivable from Brience Stockholders	Accumulated Other Comprehensive Income (Loss)	Total
PREDECESSOR								
Balance at December 31, 2001	\$ —	\$ —	\$ 1	\$ 100,903	\$ 52,546	\$ —	\$ (346)	\$ 153,104
Net income	—	—	—	—	6,917	—	—	6,917
Dividends declared	—	—	—	—	(26,514)	—	—	(26,514)
Tax benefit from exercise of stock options	—	—	—	3	—	—	—	3
Balance at February 13, 2002	\$ —	\$ —	\$ 1	\$ 100,906	\$ 32,949	\$ —	\$ (346)	\$ 133,510
SUCCESSOR								
Balance at February 14, 2002	\$ 40	\$ —	\$ —	\$ 53,601	\$ (102,073)	\$ (312)	\$ —	(48,744)
Net income	—	—	—	—	631	—	—	631
Accrued dividends on class A preferred stock	—	—	—	(33,340)	—	—	—	(33,340)
Balance, December 31, 2002	40	—	—	20,261	(101,442)	(312)	—	(81,453)
Net loss	—	—	—	—	(57,926)	—	—	(57,926)
Other comprehensive income—unrealized gain on investments	—	—	—	—	—	—	426	426
Comprehensive income	—	—	—	—	—	—	—	(57,500)
Accrued dividends on class A preferred stock	—	—	—	(30,230)	—	—	—	(30,230)
Acquisition of Brience, Inc. in common control merger	—	—	—	78,554	—	—	—	78,554
Cancellation of notes receivable from Brience, Inc. stockholders	—	—	—	—	—	312	—	312
Balance, December 31, 2003	\$ 40	\$ —	\$ —	\$ 68,585	\$ (159,368)	\$ —	\$ 426	\$ (90,317)
Net income	—	—	—	—	15,063	—	—	15,063
Other comprehensive income—unrealized loss on investments	—	—	—	—	—	—	(42)	(42)
Comprehensive income	—	—	—	—	—	—	—	15,021
Accrued dividends on class A preferred stock	—	—	—	(31,564)	—	—	—	(31,564)
Balance, December 31, 2004	\$ 40	\$ —	\$ —	\$ 37,021	\$ (144,305)	\$ —	\$ 384	\$ (106,860)

See Notes to Consolidated Financial Statements.

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SYNIVERSE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(DOLLARS IN THOUSANDS)

	Predecessor	Successor		
	Period from January 1 to February 13, 2002	Period from February 14 to December 31, 2002	Year Ended December 31, 2003	Year Ended December 31, 2004
Cash flows from operating activities				
Net income (loss)	\$ 6,917	\$ 631	\$ (57,926)	\$ 15,063
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and amortization including amortization of deferred debt issuance costs	1,464	41,962	49,265	51,044
Provision for (recovery of) uncollectible accounts	1,340	(693)	466	(165)
Deferred income tax expense	(586)	8,873	10,458	8,562
Pension and other employee retirement benefits	546	—	—	—
Gain on lease termination	—	—	(1,250)	—
Loss on disposition of property	—	1,472	327	147
Impairment losses on intangible assets	—	—	53,712	14,056
Changes in operating assets and liabilities:				
Accounts receivable	14,682	7,475	(6,644)	(15,617)
Other current assets	(1,641)	(1,814)	1	1,424
Accounts payable	2,732	(4,359)	(1,818)	8,356
Other current liabilities	(24,269)	6,602	(254)	4,873
Other assets and liabilities	—	(393)	2,085	(2,047)
Net cash provided by operating activities	<u>1,185</u>	<u>59,756</u>	<u>48,422</u>	<u>85,696</u>
Cash flows from investing activities				
Capital expenditures	(606)	(12,278)	(18,280)	(22,184)
Acquisition of Softwright Holdings Limited net of cash acquired	—	—	(603)	—
Acquisition of IOS North America	—	—	—	(56,479)
Decrease in note receivable—affiliate	35,387	—	—	—
Net cash provided by (used in) investing activities	<u>34,781</u>	<u>(12,278)</u>	<u>(18,883)</u>	<u>(78,663)</u>
Cash flows from financing activities				
Dividends paid	(11,250)	—	—	—
Debt issuance costs paid	—	—	(1,683)	(1,102)
Excess cash received at purchase date	—	1,884	—	—
Retirement of short-term debt	—	(30,430)	—	—
Principal payments on Term Note B	—	(15,641)	(62,059)	(40,701)
Borrowings under Term Note B	—	—	—	44,500
Notes receivable from stockholders of Brience, Inc.	—	—	312	—
Net cash provided by (used in) financing activities	<u>(11,250)</u>	<u>(44,187)</u>	<u>(63,430)</u>	<u>2,697</u>
Effect of exchange rate changes on cash	—	—	—	(110)
Net increase (decrease) in cash	24,716	3,291	(33,891)	9,620
Cash at beginning of period	284	38,899	42,190	8,299
Cash at end of period	<u>\$ 25,000</u>	<u>\$ 42,190</u>	<u>\$ 8,299</u>	<u>\$ 17,919</u>
Supplemental cash flow information				
Interest paid	\$ —	\$ 30,187	\$ 46,152	\$ 44,296
Income taxes paid	22,554	1,605	—	81
Supplemental non-cash transactions				
Note receivable of \$63,525 and accrued liabilities of \$48,261 distributed as dividend to stockholder	\$ 15,264	\$ —	\$ —	\$ —
Reduction of goodwill and restructuring reserve accrual	—	666	284	—

See Notes to Consolidated Financial Statements

SYNIVERSE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(DOLLARS IN THOUSANDS)

1. Description of Business and History

We are a leading provider of mission-critical technology services to wireless telecommunications companies worldwide. Our solutions simplify technology complexities by integrating disparate carriers' systems and networks in order to provide seamless global voice and data communications to wireless subscribers. Many carriers depend on our integrated suite of services to solve their most complex technology challenges and to facilitate the rapid deployment of next generation wireless services. We provide our services to over 300 telecommunication carriers in approximately 40 countries, including the ten largest U.S. carriers and six of the ten largest international wireless carriers. We deliver most of our services to wireless carriers through a transaction-based recurring revenue model.

History

On February 14, 2002, we acquired all of the outstanding stock of Syniverse Technologies, Inc. from Verizon Communications Inc. (Verizon). From the date of the acquisition, all of our common and preferred shares were owned by Syniverse Holdings, LLC, which was majority owned by funds or individuals affiliated with GTCR Golder Rauner, LLC (GTCR), a private equity investment firm. As of February 14, 2002, Verizon is no longer an affiliate or related party but remains our largest customer.

On February 9, 2005, Syniverse Holdings, LLC entered into an Amendment No. 1 to Limited Liability Company Agreement and Dissolution Agreement, dated as of February 9, 2005, with Syniverse Holdings, Inc. and certain members of Syniverse Holdings, LLC (the "Dissolution Agreement"). The Dissolution Agreement provides, among other things, for (i) the distribution of the capital stock of Syniverse Holdings, Inc. to the members of Syniverse Holdings, LLC, (ii) the termination of certain equity agreements among Syniverse Holdings, LLC and its members and (iii) the subsequent dissolution of Syniverse Holdings, LLC.

On February 10, 2005, the Company completed an initial public offering of 17,620,000 shares of its common stock at a price of \$16.00 per common share. The net proceeds of the offering of \$264,300, after deducting underwriting discounts and commissions, along with the \$240,000 received from our new credit facility as described in Note 14, was used as follows (i) \$176.5 million to redeem 124,876 shares of our Class A cumulative redeemable convertible preferred stock as described in Note 16, (ii) \$98.7 million to tender 35% of our senior subordinated notes as described in Note 14, and (iii) \$222.6 million to repay our existing credit facility and related accrued interest as described in Note 14.

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The consolidated financial statements include the accounts of Syniverse Holdings, Inc. (Syniverse Inc.), Syniverse Technologies, Inc. (Syniverse), Syniverse Finance, Inc. (Syniverse Finance), Syniverse Networks, Inc. (Syniverse Networks), Syniverse Technologies, BV (Syniverse BV), Syniverse Brience, LLC (Syniverse Brience) and Syniverse Holdings Limited (Syniverse Limited). Syniverse Holdings, Inc. was wholly owned by Syniverse Holdings, LLC (Syniverse LLC) until our February 10, 2005 initial public offering. Concurrent with the initial public offering, Syniverse LLC was dissolved. References to "the Company" or "we" include all of the consolidated companies. All significant intercompany balances and transactions have been eliminated.

As described more fully in Note 5, we merged with Brience, Inc. (Brience), now known as Syniverse Brience, on July 23, 2003. Funds associated with GTCR had common control of both Syniverse LLC and Brience from February 14, 2002 to the date of the merger and thus the merger was accounted for in a manner similar to a pooling of interests. Therefore, all of our historical financial statements since that 2002 date were restated to include Brience's historical financial results.

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**SYNIVERSE HOLDINGS, LLC AND PREDECESSOR
CONSOLIDATED BALANCE SHEETS
(DOLLARS IN THOUSANDS)**

	December 31, 2002	December 31, 2003
ASSETS		
Current assets:		
Cash	\$ 42,190	\$ 8,299
Accounts receivable, net of allowances of \$2,424 and \$2,535, respectively	55,193	61,611
Deferred tax assets	2,110	369
Prepaid and other current assets	5,811	6,284
	<hr/>	<hr/>
Total current assets	105,304	76,563
Property and equipment, net	33,728	33,548
Capitalized software, net of accumulated amortization	73,914	67,653
Deferred costs, net	16,015	14,584
Goodwill	330,559	331,263
Identifiable intangibles:		
Customer contract, net	13,594	9,705
Trademark	51,700	685
Customer base, net	207,124	196,270
Other assets	1,130	—
	<hr/>	<hr/>
Total assets	\$ 833,068	\$ 730,271
LIABILITIES AND UNITHOLDERS'/SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 8,204	\$ 4,029
Accrued payroll and related benefits	6,672	8,881
Accrued interest	14,608	14,136
Other accrued liabilities	15,841	17,419
Current portion of Term Note B, net of discount	52,736	33,589
	<hr/>	<hr/>
Total current liabilities	98,061	78,054
Long-term liabilities:		
Deferred taxes	10,983	19,700
Subordinated Notes, net of discount	240,257	241,037
Term Note B, net of discount—less current portion	211,607	174,749
Other liabilities	1,250	2,955
	<hr/>	<hr/>
Total long-term liabilities	464,097	438,441
Redeemable preferred stock of Brience	119	—
Commitments and contingencies		
Unitholders'/shareholders' equity:		
Class A Preferred Units—an unlimited number authorized, none issued or or outstanding	—	—
Class B Preferred Units—an unlimited number authorized, 252,367.50 units issued and outstanding at December 31, 2002 and December 31, 2003; liquidation preference of \$252,367	252,367	252,367
Common Units—an unlimited number authorized, 89,099,099 and 90,505,405 units issued at December 31, 2002 and December 31, 2003, respectively and 88,828,859 and 90,505,405 outstanding at December 31, 2002 and December 31, 2003, respectively	2,967	120,351
Common stock of Brience—\$.01 par value, 30,000,000 shares authorized and 72,266 issued and outstanding at December 31, 2002	1	—
Additional paid-in capital of Brience	117,219	—
Notes receivable from stockholders of Brience	(312)	—
Accumulated deficit	(101,442)	(159,368)
Accumulated other comprehensive income—unrealized gains on investments		426
Less cost of treasury units (270,270 and 0 common units at December 31, 2002 and December 31, 2003, respectively)	(9)	
	<hr/>	<hr/>
Total unitholders'/shareholders' equity	270,791	213,776
Total liabilities and unitholders'/shareholders' equity	\$ 833,068	\$ 730,271

See Notes to Consolidated Financial Statements

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**SYNIVERSE HOLDINGS, LLC AND PREDECESSOR
CONSOLIDATED STATEMENTS OF OPERATIONS
(DOLLARS IN THOUSANDS)**

	Predecessor		Successor	
	Year Ended December 31, 2001	Period from January 1 to February 13, 2002	Period from February 14 to December 31, 2002	Year Ended December 31, 2003
Revenues (including \$122,397, \$15,838, \$1,617 and \$2,313 from affiliates, respectively)	\$ 361,358	\$ 39,996	\$ 296,044	\$ 271,408
Costs and expenses:				
Cost of operations (including \$34,460, \$4,419, \$687 and \$457 from affiliates, respectively)	169,025	20,655	130,364	109,744
Sales and marketing	24,348	2,614	22,706	18,631
General and administrative (including \$4,511, \$443, \$0 and \$0 from affiliates, respectively)	41,245	3,001	42,630	39,881
Provision for (recovery of) uncollectible accounts	2,207	1,340	(693)	466
Depreciation and amortization	15,203	1,464	33,285	37,319
Restructuring	—	—	2,845	2,164
Impairment losses on intangible assets	—	—	—	53,712
	<u>252,028</u>	<u>29,074</u>	<u>231,137</u>	<u>261,917</u>
Operating income	109,330	10,922	64,907	9,491
Other income (expense), net:				
Interest income (including \$2,472, \$221, \$0 and \$0 from affiliates, respectively)	3,903	432	965	768
Interest expense	—	—	(54,105)	(58,128)
Other, net	(80)	(19)	(275)	—
	<u>3,823</u>	<u>413</u>	<u>(53,415)</u>	<u>(57,360)</u>
Income (loss) from continuing operations before provision for income taxes	113,153	11,335	11,492	(47,869)
Provision for income taxes	43,895	4,418	9,320	10,057
Income (loss) from continuing operations	69,258	6,917	2,172	(57,926)
Discontinued operations:				
Loss from discontinued operations (including loss on disposal of \$312, net of income taxes of \$0)	—	—	(1,541)	—
Net income (loss)	69,258	6,917	631	(57,926)
Preferred unit dividends	—	—	(22,952)	(28,581)
Net income (loss) attributable to common shareholders/unitholders	<u>\$ 69,258</u>	<u>\$ 6,917</u>	<u>\$ (22,321)</u>	<u>\$ (86,507)</u>

See Notes to Consolidated Financial Statements

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**SYNIVERSE HOLDINGS, LLC AND PREDECESSOR
CONSOLIDATED STATEMENTS OF CHANGES IN UNITHOLDERS'/SHAREHOLDERS' EQUITY
(DOLLARS IN THOUSANDS)**

	Class A Preferred Units	Class B Preferred Units	Common Units	Common Stock	Additional Paid-In Capital	Retained Earnings/ (Accumulated Deficit)	Treasury Units	Notes Receivable from Brience Stockholders	Accumulated Other Comprehensive Income (Loss)	Total
PREDECESSOR										
Balance at December 31, 2000	\$ —	\$ —	\$ —	\$ 1	\$ 100,614	\$ 17,038	\$ —	\$ —	\$ (346)	\$117,307
Net income	—	—	—	—	—	69,258	—	—	—	69,258
Dividends declared	—	—	—	—	—	(33,750)	—	—	—	(33,750)
Tax benefit from exercise of stock options	—	—	—	—	289	—	—	—	—	289
Balance at December 31, 2001	—	—	—	1	100,903	52,546	—	—	(346)	153,104
Net income	—	—	—	—	—	6,917	—	—	—	6,917
Dividends declared	—	—	—	—	—	(26,514)	—	—	—	(26,514)
Tax benefit from exercise of stock options	—	—	—	—	3	—	—	—	—	3
Balance at February 13, 2002	\$ —	\$ —	\$ —	\$ 1	\$ 100,906	\$ 32,949	\$ —	\$ —	\$ (346)	\$133,510
SUCCESSOR										
Balance at February 14, 2002	\$ —	\$ 252,367	\$ 2,967	\$ 1	\$ 117,219	\$ (102,073)	\$ —	\$ (312)	\$ —	\$270,169
Net income	—	—	—	—	—	631	—	—	—	631
Cost of treasury units (270,270 common units)	—	—	—	—	—	—	(9)	—	—	(9)
Balance, December 31, 2002	—	252,367	2,967	1	117,219	(101,442)	(9)	(312)	—	270,791
Net loss	—	—	—	—	—	(57,926)	—	—	—	(57,926)
Other comprehensive income – unrealized gains on investments	—	—	—	—	—	—	—	—	426	426
Comprehensive income	—	—	—	—	—	—	—	—	—	(57,500)
Issuance of common units	—	—	47	—	—	—	—	—	—	47
Acquisition of Brience, Inc. in common control merger	—	—	117,337	(1)	(117,219)	—	—	312	—	429
Cost of treasury units (270,270 common units)	—	—	—	—	—	—	9	—	—	9
Balance, December 31, 2003	\$ —	\$ 252,367	\$ 120,351	\$ —	\$ —	\$ (159,368)	\$ —	\$ —	\$ 426	\$213,776

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**SYNIVERSE HOLDINGS, LLC AND PREDECESSOR
CONSOLIDATED STATEMENTS OF CASH FLOWS
(DOLLARS IN THOUSANDS)**

	Predecessor		Successor	
	Year Ended December 31, 2001	Period from January 1 to February 13, 2002	Period from February 14 to December 31, 2002	Year Ended December 31, 2003
Cash flows from operating activities				
Net income (loss)	\$ 69,258	\$ 6,917	\$ 631	\$ (57,926)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and amortization	15,203	1,464	41,962	49,265
Provision for (recovery of) uncollectible accounts	2,207	1,340	(693)	466
Deferred income tax benefit (expense)	(4,748)	(586)	8,873	10,458
Pension and other employee retirement benefits	3,861	546	—	—
Deferred charges	—	—	—	(2,000)
Gain on forgiveness of debt	—	—	—	(1,250)
Loss on disposition of property	—	—	1,472	327
Impairment losses on intangible assets	—	—	—	53,712
Changes in operating assets and liabilities:				
Accounts receivable	30,498	14,682	7,475	(6,644)
Other current assets	3,912	(1,641)	(1,814)	1
Accounts payable	(7,146)	2,732	(4,350)	(1,874)
Other current liabilities	18,236	(24,269)	6,602	(254)
Other assets	—	—	(393)	1,130
Other liabilities	—	—	—	2,955
Net cash provided by operating activities	<u>131,281</u>	<u>1,185</u>	<u>59,765</u>	<u>48,366</u>
Cash flows from investing activities				
Capital expenditures	(10,406)	(606)	(12,278)	(18,280)
Acquisition of Softwright Holdings Limited net of cash acquired	—	—	—	(603)
(Increase) decrease in note receivable—affiliate	(89,425)	35,387	—	—
Net cash provided by (used in) investing activities	<u>(99,831)</u>	<u>34,781</u>	<u>(12,278)</u>	<u>(18,883)</u>
Cash flows from financing activities				
Dividends paid	(33,750)	(11,250)	—	—
Debt issue fees paid	—	—	—	(1,683)
Excess cash received at purchase date	—	—	1,884	—
Principal payments on long-term debt	—	—	(15,641)	(62,059)
Retirement of short-term debt	—	—	(30,430)	—
Issuance of common units	—	—	—	65
Repurchase of common units	—	—	(9)	(9)
Notes receivable from stockholders of Brience	—	—	—	312
Net cash used in financing activities	<u>(33,750)</u>	<u>(11,250)</u>	<u>(44,196)</u>	<u>(63,374)</u>
Net increase (decrease) in cash	(2,300)	24,716	3,291	(33,891)
Cash at beginning of period	2,584	284	38,899	42,190
Cash at end of period	<u>\$ 284</u>	<u>\$ 25,000</u>	<u>\$ 42,190</u>	<u>\$ 8,299</u>
Supplemental cash flow information				
Interest paid	\$ —	\$ —	\$ 30,187	\$ 46,152
Income taxes paid	24,019	22,554	1,605	—
Supplemental non-cash transactions				
Note receivable of \$63,525 and accrued liabilities of \$48,261 distributed as dividend to stockholder	—	15,264	—	—
Reduction of goodwill and restructuring reserve accrual	—	—	666	284
Acquisition of Brience with 100,000 common units of LLC	—	—	—	3

See Notes to Consolidated Financial Statements

Table of Contents**SYNIVERSE HOLDINGS, LLC AND PREDECESSOR
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(DOLLARS IN THOUSANDS)****1. Description of Business**

We are a global communications technology company specializing in innovative business and network engineering solutions that manage and interconnect voice and data systems throughout the world. Our services include transaction-based technology interoperability, network, number portability and call processing services that simplify the interconnection and management of complex voice and data networks. We address technology interoperability complexities as the largest clearinghouse in the United States for the billing and settlement of wireless roaming telephone calls, with an estimated market share of approximately 60% in 2003 based on wireless subscribers. We also own one of the largest unaffiliated Signaling System 7 (SS7) networks in the United States. SS7 is the telecommunication industry's standard network signaling protocol used by nearly all carriers to enable the setup and delivery of wireless and wireline telephone calls. Our network services also allow our customers to access intelligent network services and monitor network performance and subscriber activity on a real-time basis. In addition, we are the industry's leading developer and provider of call processing solutions that enable seamless regional, national and international wireless roaming telephone service.

On March 1, 2004, we changed our corporate name from TSI Telecommunication Holdings, LLC to Syniverse Holdings, LLC. In addition, we changed the names of each of our subsidiaries, as detailed in Note 2 below.

2. Summary of Significant Accounting Policies**Basis of Presentation and Principles of Consolidation**

The consolidated financial statements include the accounts of Syniverse Holdings, LLC (Syniverse LLC, formerly TSI Telecommunication Holdings LLC), Syniverse Holdings, Inc. (Syniverse Inc., formerly TSI Telecommunication Holdings Inc.), Syniverse Technologies, Inc. (Syniverse, formerly TSI Telecommunication Services Inc.), Syniverse Finance, Inc. (Syniverse Finance, formerly TSI Finance Company), Syniverse Networks, Inc. (Syniverse Networks, formerly TSI Telecommunication Networks Inc.), Syniverse Technologies, BV (formerly TSI Telecommunication Services, BV), for periods beginning on and after February 14, 2002, Syniverse Brience, LLC (Syniverse Brience, formerly TSI Brience, LLC) and Softwright Holdings Limited (Softwright). References to "the Company" or "we" include all of the consolidated companies. All significant intercompany balances and transactions have been eliminated.

Syniverse, previously known as GTE Telecommunication Services, Inc., was incorporated in 1987, as an indirect wholly owned subsidiary of GTE Corporation (GTE). As a result of the merger of Bell Atlantic Corporation (Bell Atlantic) and GTE in June 2000, Syniverse became an indirect wholly owned subsidiary of Verizon Communications Inc. (Verizon). The merger of Bell Atlantic and GTE was accounted for as a pooling of interests business combination. Accordingly, references to affiliates and related parties include Verizon and its predecessor companies for all periods presented.

On February 14, 2002, Syniverse Inc. acquired all of the outstanding stock of Syniverse from Verizon Information Services Inc, a subsidiary of Verizon Communications Inc. (collectively, Verizon). A majority of the common and preferred units issued by Syniverse LLC at the acquisition date and outstanding at December 31, 2002 and 2003 are owned by certain funds or individuals affiliated with GTCR Golder Rauner, LLC (GTCR), a private equity investment fund. As of February 14, 2002, Verizon is no longer an affiliate or related party.

As described more fully in Note 5, Syniverse LLC acquired Brience, Inc. (Brience) in July 2003. Due to common control of both Syniverse LLC and Brience since February 14, 2002 by funds associated with GTCR, the acquisition was accounted for in a manner similar to a pooling of interests. Therefore, all historical financial statements of Syniverse LLC since that date have been restated herein to include Brience's historical financial results.

As described more fully in Note 6, Syniverse LLC acquired Softwright Holdings Limited on December 19, 2003. The acquisition was accounted for using the purchase method of accounting.

The term "successor" refers to Syniverse Holdings, LLC (Syniverse LLC) and all of its subsidiaries, including Syniverse, following the acquisition of Syniverse on February 14, 2002. The term "predecessor" refers to Syniverse prior to being acquired by Syniverse Inc. on February 14, 2002.