

June 3, 2005

VIA OVERNIGHT DELIVERY

Blanca Bayó, Director
Division of the Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Re: Application For Approval of the Transfer of Control of A.Sur Net, Inc.

Dear Ms. Bayó:

A.Sur Net, Inc. ("A.Sur Net") and Columbus Communications Inc. ("Columbus" and, together with A.Sur Net, the "Applicants"), pursuant to Rule 25-24.730 of the Rules of the Florida Public Service Commission ("Commission"), hereby jointly submit an application on Commission Form PSC/CMU 43 (1/95) for approval to transfer control of A.Sur Net from Barclays Bank PLC to Columbus, a corporation organized under the laws of Barbados (the "Application"). Applicants respectfully request that the Application be granted expeditiously in order to permit Applicants to complete the transaction described herein as soon as possible.

DESCRIPTION OF THE APPLICANTS

A.Sur Net is a corporation organized and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of ARCOS-1 USA, Inc. ("ARCOS-1 USA") a Delaware corporation. In turn, ARCOS-1 USA is a wholly-owned subsidiary of New World Network, Ltd. ("New World Network"), a Bermuda company. New World Network is a wholly-owned subsidiary of New World Network International, Ltd. ("NWN International"), a Bermuda company. In turn, NWN International is a wholly-owned subsidiary of New World Network Holdings, Ltd. ("NWN Holdings"), a Bermuda company.

On March 15, 2001, the Florida Public Service Commission issued an order¹ granting Com Tech (now A.Sur Net) authority to provide Alternative Vendor Services in the State of Florida (the "AAV Certificate"). A description of the A.Sur Net's authorized services and facilities is part of the record of that proceeding.

¹ In re: *Application for Certificate to Provide Alternative Access Vendor Services by Com Tech International Cable Corporation*, Docket No. 010150-TA, Order No. PSC-01-0647-PAA-TA (the "Order"). On April 9, 2001, the Order became final (see Order No. PSC-01-0896-CO-TA.).

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FPSC-COMMISSION CLERK

Columbus is a corporation organized under the laws of Barbados. Columbus is controlled by Ironbound Holdings (Barbados) Limited, a corporation organized under the laws of Barbados. Ironbound is controlled primarily by Canadian citizens and corporations and owned as detailed herein. Columbus controls Caribbean Crossings, which operates the Bahamas Internet Cable System between the United States and the Bahamas, and thus has demonstrated the resources and ability to manage a telecommunications company..

THE TRANSACTION

Under the proposed transaction, Columbus² will acquire control of New World Network, Ltd., and thereby acquire control over A.Sur Net. The precise details of the purchase have not yet been finalized. Closing of the acquisition of control over New World Network, Ltd. is conditioned on, *inter alia*, receipt of all necessary regulatory approvals. In light of New World Network Ltd.'s control over A.Sur Net, a holder of a Florida AAV license, prior Commission approval on an expedited basis is being requested.

DESIGNATED CONTACTS

For the purposes of the Application, contacts for the Applicants are as follows:

For A.Sur Net:

David M. Martin
President
ARCOS-1 USA, Inc.
15950 West Dixie Highway
North Miami Beach, Florida 33162
(786) 274-7400

with copies to:

Ulises R. Pin
Troy F. Tanner
Swidler Berlin LLP
3000 K Street, NW Suite 300
Washington, DC 20007
(202) 424-7500

For Columbus Communications Inc.:

² It is possible that all or part of the A.Sur Net shares to be acquired by Columbus will be held by a yet-to-be-formed wholly-owned subsidiary of Columbus (the "Subsidiary"). The insertion of a wholly-owned subsidiary as the holder of all or part of the stock of A.Sur Net will not affect the ultimate control of Columbus as described in this Application. To the extent any ownership interests of A.Sur Net will be ultimately held by such a Subsidiary, the parties will promptly notify the Commission prior to the Closing.

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Brendan Paddick
Chief Executive Officer
Columbus Communications Inc
Suites 205-207 Dowell House
Roebuck & Palmetto Streets
Bridgetown, Barbados

with copies to:

Linda M. Wellstein, Esq.
Wellstein Steel & Associates International, LLC
1401 N. Taft Street
Suite 609
Arlington, VA 22201
(202) 250-3488

Stephen L. Goodman
Wilkinson Barker Knauer, LLP
2300 N Street, N.W.
Suite 700
Washington, D.C. 20037
(202) 783-4141

**THE COMMISSION SHOULD APPROVE THE TRANSFER OF CONTROL
OF A.SUR NET**

The proposed transaction is in the public interest because it will enhance competition in Florida by strengthening the financial and competitive position of A.Sur Net by enabling it to continue to operate its facilities in the State of Florida in a more efficient and cost-effective manner. Moreover, the proposed transaction is not expected to affect the day-to-day operations of A.Sur Net and will be transparent to A.Sur Net's customers in Florida. A.Sur Net's customers in Florida are mainly other authorized domestic and international carriers and some large corporate users. Finally, the proposed transaction will not negatively affect competition in the Florida telecommunications market. Therefore, the Commission should approve the transfer of control of A.Sur Net.

A.Sur Net previously obtained the AAV Certificate from the Commission and has a significant operating history in Florida. Thus, its qualifications to provide telecommunications services are a matter of public record. The proposed transaction will not affect the qualifications of A.Sur Net and the services provided by A.Sur Net, but rather will allow A.Sur Net to be controlled by an ownership group focused on the long-term growth potential of A.Sur Net.

The proposed transaction will result in an indirect transfer of control of A.Sur Net from Barclays to Columbus. The direct shareholding of A.Sur Net will not change. Applicants do not expect that the current management and personnel of A.Sur Net will change

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substantially upon closing of the proposed transaction. Applicants expect that upon closing, A.Sur Net's customers will continue to receive telecommunications services at the same rates, terms and conditions offered by A.Sur Net prior to closing. In short, Applicants do not anticipate any immediate changes in the day-to-day operations of A.Sur Net in Florida as a result of the proposed transaction. The proposed transaction therefore will be transparent to A.Sur Net's customers and will not adversely affect the provision of telecommunications services in Florida.


CONCLUSION

For the reasons set forth above, the Applicants urge the Commission to grant the attached Application for approval of the transfer of control of A.Sur Net, Inc. on an expedited basis and grant such other relief as appropriate. An original and six (6) copies of this Application are enclosed. Also enclosed is a filing fee check payable to the Florida Public Service Commission in the amount of \$250.00. Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, stamped envelope.

Respectfully submitted,

**A.Sur Net, Inc. and
Columbus Communications Inc.**

By: 
Linda M. Wellstein
Wellstein Steel &
Associates International, LLC
1401 N. Taft Street
Suite 609
Arlington, VA 20001

By: 
Ulises R. Pin
Troy F. Tanner
Swidler Berlin LLP
3000 K Street, N.W. Suite 300
Washington, DC 20007-5116

Counsel to A.Sur Net, Inc.

*Counsel to Columbus
Communications Inc.*

Date: June 3, 2005

cc: David M. Martin
Brendan J. Paddick

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

DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
CERTIFICATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE ALTERNATIVE ACCESS VENDOR SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 13).
- B. Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. 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**

Note: A **filing fee is required** for the sale, assignment or transfer of an existing certificate to another company (see Chapter 25-24.730, F.A.C.).

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

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

FORM PSC/CMU 43 (1/95)
Required by Commission Rule Nos. 25.24.715,
15-24.720 and 25-24.730

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 authority rather than apply for a new certificate.
- () **Approval of Assignment of existing Certificate:** Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.
- (**X**) **Approval for transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Columbus Communications Inc.

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

A. Sur Net, Inc.

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

14950 West Dixie Highway

North Miami Beach, FL 33162

FORM PSC/CMU 43 (1/95)

Required by Commission Rule Nos. 25.24.715, 15-24.720 and 25-24.730

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

N/A

6. Structure of organization: √

Individual

Corporation

Foreign Corporation

Foreign Partnership

General Partnership

Limited Partnership

Other

7. **If individual,** provide:

Name: N/A

Title:

Address:

City/State/Zip:

Telephone No.:

Fax No.:

Internet E-Mail Address:

Internet Website Address:

FORM PSC/CMU 43 (1/95)

Required by Commission Rule Nos. 25.24.715, 15-24.720 and 25-24.730

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

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

_____ N/A _____

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

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

_____ N/A _____

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.** please proof of registration to operate in Florida.

(a) **The Florida Secretary of State registration number:** _____ N/A _____

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

Name: _____ N/A _____

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:** N/A

14. Provide **F.E.I. Number** (if applicable): 65-10610480

15. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?

Yes **No**

(b) If not, who will bill for your services?

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ **Fax No.:** _____

(c) Who will the billed party contact to ask questions about the bill?

Name: Dexter Cartwright

Telephone Number: (786) 274 8543

(d) How is this information provided?

Information about the bill may be provided by phone

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

(a) The application:

Name: Florencia Maggi

Address: 15950 West Dixie Highway

City/State/Zip: North Miami Beach, FL 33162

Telephone No.: (786) 274 8693 **Fax No.:** (786) 274 8693

Internet E-Mail Address: fmaggi@nwnccable.com

Internet Website Address: www.nwnccable.com

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

Name: Dexter Cartwright

Address: 15950 West Dixie Highway

City/State/Zip: North Miami Beach, FL 33162

Telephone No.: (786) 274 8543 **No.:** (786) 274 7977

Internet E-Mail Address: dcartwright@nwnccable.com

Internet Website Address: www.nwnccable.com

(c) Complaints/Inquiries from customers:

Name: Hollis Forde

Address: 15050 West Dixie Highway

City/State/Zip: North Miami Beach, FL 33162

Telephone No.: (786) 274 7405 **Fax No.:** (305) 919 8370

Internet E-Mail Address: hforde@nwnccable.com

Internet Website Address: www.nwnccable.com

17. List the states in which the applicant:

- (a) has operated as an Alternative Access Vendor.

Florida

- (b) has applications pending to be certificated as an Alternative Access Vendor.

No

- (c) is certificated to operate as an Alternative Access Vendor.

No

(d) has been denied authority to operate as an Alternative Access Vendor and the circumstances involved.

No

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

No

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

No

18. 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. If so, provide explanation.

No

(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

19. The applicant will provide the following AAV services (check all that apply):

- a.(x) Intraexchange private line service to an affiliate.
- b.(x) Interexchange private line service to an affiliate.
- c.(x) Special access as part of a private line dedicated service.
- d.(x) Special access to an IXC switched network.
- e.(x) Private line services (Channel Services)

- (x) DS-O, 64 kb/s
- (x) DS-1, 1.54 Mb/s
- (x) DS-2, 6.31 Mb/s
- (x) DS-3, 44.76 Mb/s

The applicant will provide private line services (E1, T1, E3, DS3, STM1, OC3, OC3c, STM4, OC12c, STM 16 and OC48c, OC 192. This capacity will either be transported on an "owned or leased" fiber optic network, or will be delivered on a resale basis through strategic relationships with other carriers. The path will be between the ARCOS-1 Cable Station and Various Points of Presence (PO) in the state of Florida including the Greater Miami-Dade area.

As for private line services, current plans call for the development of SONTE/SDH (Synchronous Optical Network/Synchronous Digital Hierarchy) (from UTS) transmission equipment for the transportation of bandwidth within Florida and the United States

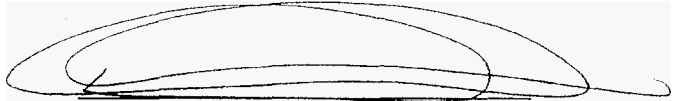
DS-1 (1.54 Mb/s), E1 (2.048 Mbps), DS-3 (44.76 Mb/s) lines: To be groomed from higher level signal using DACS (Digital Access Cross Connect) and transported to requested location using either "Owned or Leased" network or through strategic relationship with other carriers.

STM-1, OC3c (155 Mbps); STM-4 OC12, OC12c (620 Mbps); STM-16, O48, OC48c (2.5 Gbps), OC 192 (10 Gbps) lines: To be transported to requested location using either "Owned or Leased" network or though strategic relationship with other carriers.

**THIS PAGE MUST BE COMPLETED AND SIGNED
** APPLICANT ACKNOWLEDGEMENT 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 the 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.
3. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to my provision of alternative access vendor service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding AA V service.

UTILITY OFFICIAL:

<u>David Martin</u>	
Print Name	Signature
<u>President</u>	<u>June 3, 2005</u>
Title	Date
<u>301 365 4461</u>	<u>(786) 274 7962</u>
Telephone No.	Fax No.
Address: <u>15950 West Dixie Highway</u>	
<u>North Miami Beach, FL 33162</u>	
<u> </u>	

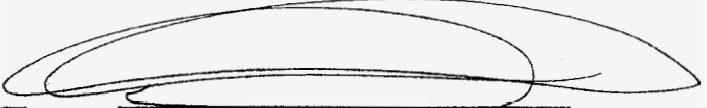
THIS PAGE MUST BE COMPLETED AND SIGNED

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 access vendor 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."

OFFICIAL:

<u>David Martin</u>	
Print Name	Signature
<u>President</u>	<u>June 3, 2005</u>
Title	Date
<u>301 365 4461</u>	<u>(786) 274 7962</u>
Telephone No.	Fax No.
Address: <u>15950 West Dixie Highway</u>	
<u>North Miami Beach, FL 33162</u>	
<u></u>	

SERVICE AREA NETWORK

1. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not (**X**) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:


a) What services have been provided and when did these services begin?

N/A

b) If the services are not currently offered, when were they discontinued?

N/A

UTILITY OFFICIAL:

<u>David Martin</u>	
Print Name	Signature
<u>President</u>	<u>June 3, 2005</u>
Title	Date
<u>301 365 4461</u>	<u>(786) 274 7962</u>
Telephone No.	Fax No.
Address: <u>15950 West Dixie Highway</u>	
<u>North Miami Beach, FL 33162</u>	

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) David Martin

(Title) President of

(Name of Company) A. Sur Net, Inc.

and current holder of certificate number 7790, have

reviewed this application and join in the petitioner's

request for a () sale, (X) transfer () or assignment of the above mentioned certificate.

UTILITY OFFICIAL:

David Martin

Print Name



Signature

President

Title

June 3, 2005

Date

301 365 4461

Telephone No.

(786) 274 7962

Fax No.

Address: 15950 West Dixie Highway

North Miami Beach, FL 33162

FORM PSC/CMU 43 (1/95)
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