

VIA OVERNIGHT DELIVERY

September 19, 2005

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

**Re: Florida Digital Network, Inc. d/b/a FDN Communications – Notification of
Pro Forma Corporate Change**

Dear Ms. Bayó:

Florida Digital Network, Inc. d/b/a FDN Communications (“FDN”), through its undersigned counsel, hereby advises the Florida Public Service Commission (“Commission”) that FDN intends complete, on or before November 13, 2005, a *pro forma* change in FDN’s corporate structure that will result in the creation of a new ultimate holding company above FDN. Importantly, however, this new holding company, FDN Holdings, LLC (“FDN Holdings”), will be owned by the same entities that currently own FDN. Accordingly, the change will be *pro forma* in that it will not result in a change in the entities holding ultimate ownership of FDN. A description of the proposed *pro forma* corporate change is set forth below.

Based on FDN’s understanding of Florida law, FDN does not believe that approval is necessary for this *pro forma* corporate change. This filing, therefore, is for informational purposes to ensure the continuing accuracy of the Commission’s records. In support of this filing, FDN further states as follows:

Description of Florida Digital Network, Inc. d/b/a FDN Communications

FDN is a Delaware corporation with its principle offices at 2301 Lucien Way, Suite 200, Maitland, Florida 32751. FDN provides telecommunications services in Florida pursuant to CLEC Certificate No. 5715 and IXC Certificate No. 7048. In addition to the services provided to Florida consumers by FDN, FDN’s subsidiary, Southern Digital Network, Inc. d/b/a FDN Communication (“SDN” and, together with FDN, the “Company”), is authorized to provide facilities-based and/or resold local exchange and interexchange telecommunications services in all other BellSouth states. Further information concerning FDN’s legal, technical, managerial and financial qualifications to provide service was submitted with its application for certification and other subsequent filings made with the Commission and is, therefore, a matter of public record. FDN therefore respectfully

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requests that the Commission take official notice of that information and incorporate it herein by reference.

Designated Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

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Description of *Pro Forma* Corporate Change

By this filing, FDN notifies the Commission of a *pro forma* corporate change that will result in a new corporate structure for FDN. Specifically, a new holding company, FDN Holdings, LLC (“FDN Holdings”), will be inserted between FDN and FDN’s owners. FDN Holdings is a Delaware corporation created specifically to serve as a holding company for FDN. In addition, the current owners of FDN will hold the same interest in FDN Holdings as they currently hold in FDN. Thus, at the conclusion of the transaction, FDN will continue to be ultimately owned by the same entities. An illustrative organizational chart of the *pro forma* corporate change is provided as Exhibit A. The *pro forma* corporate change will not result in a change in FDN’s management or in its day-to-day operations in Florida; nor will it adversely affect FDN’s current or proposed operations in Florida.

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Public Interest Considerations

The proposed *pro forma* corporate change will serve the public interest by enabling FDN to enhance the Company's operational flexibility in regard to financing arrangements and equity issuances. In addition, this *pro forma* corporate change will be transparent to Florida consumers, who will benefit from the continued availability of FDN's high quality, competitively priced telecommunications services.

Conclusion

An original and five (5) copies of this filing are enclosed. Please date stamp the enclosed extra copy of this filing and return it in the self-addressed, postage paid envelope provided. Should you have any question concerning this request, please do not hesitate to contact us.

Respectfully submitted,

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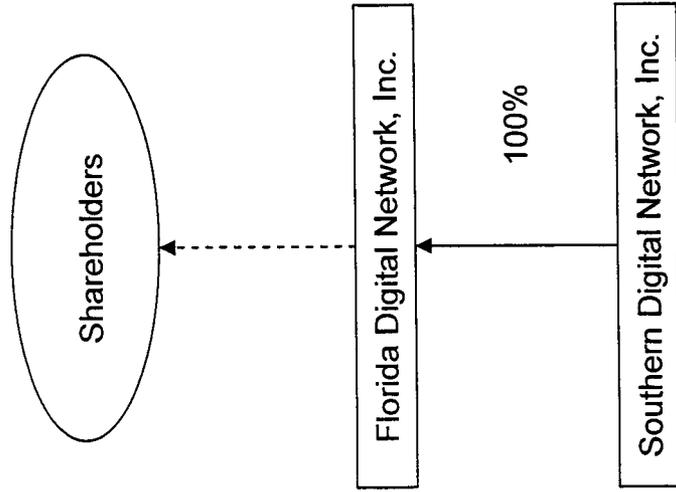
Counsel for Florida Digital Network, Inc. d/b/a
FDN Communications

EXHIBIT A

Illustrative Chart

ORGANIZATIONAL CHART OF FDN COMMUNICATIONS

Pre-Pro Forma Corporate Change



Post-Pro Forma Corporate Change

