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July 31, 2006

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**VIA ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
International Bureau – 214 Appls.  
P.O. Box 358115  
Pittsburgh, PA 15251-5115

**Re: Joint Application of Supra Telecommunications and Information Systems, Inc.,  
Cleartel Communications, Inc., Supra Telecommunications and Information  
Systems Acquisition Corp., and Cleartel Telecommunications, Inc. for Authority to  
Complete a Transfer of Assets of an Authorized Domestic and International Section  
214 Carrier**

Dear Ms. Dortch:

On behalf of Supra Telecommunications and Information Systems, Inc. ("Old Supra"), Cleartel Communications, Inc. ("CCI"), Supra Telecommunications and Information Systems Acquisition Corp. ("New Supra"), and Cleartel Telecommunications, Inc. ("CTI"), enclosed please find an application for Section 214 authority for a transfer of assets of the domestic and international authorizations of Old Supra to CCI.

Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined international section 214 transfer of asset application and domestic section 214 transfer of asset application ("Combined Application").

This filing and the applicable credit card payment in the amount of \$895.00, which satisfies the filing fee required for this application under line 2.b of Section 1.1105 of the Commission's rules, are being submitted electronically through the MyIBFS. Applicants are simultaneously filing the Application with the Wireline Competition Bureau, in accordance with the Commission's rules.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Catherine Wang  
Danielle C. Burt

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_ )  
In the Matter of the Joint Application of )

**Supra Telecommunications and Information )  
Systems, Inc. )**

Transferor, )

and )

**Cleartel Communications, Inc., )  
Supra Telecommunications and Information )  
Systems Acquisition Corp., and Cleartel )  
Telecommunications, Inc. )**

Transferees )

For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended, and Sections 63.04, and 63.24 of the )  
Commission's Rules to Complete a )  
Transfer of Assets of an Authorized )  
Domestic and International Section 214 Carrier )

File No. ITC-T/C-2006 \_\_\_\_\_

WC Docket No. 06-\_\_\_\_\_

**JOINT APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

Cleartel Communications, Inc. ("CCI"), Supra Telecommunications and Information Systems Acquisition Corp. ("New Supra"), Cleartel Telecommunications, Inc. ("CTI")(collectively the "Transferees") and Supra Telecommunications and Information Systems, Inc. ("Old Supra," and together with the Transferees, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47

U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") approval or such authority as may be necessary or required to complete a transaction whereby the Transferees will acquire certain assets, including certain customer accounts, from Old Supra. In particular, Applicants request that the Commission authorize Old Supra to convey certain operating assets to CCI's subsidiaries, New Supra and CTI.<sup>1</sup> As described below, because the rates, terms or conditions of the services being received by customers will not change as a result of the transfer, the proposed transactions will be virtually transparent to customers of Old Supra in terms of the services that those customer receive.

Applicants file this Application in connection with an Asset Purchase Agreement ("Agreement") dated July 24, 2006 between CCI, Old Supra, and New Supra. Through the Agreement, Old Supra has agreed to sell to New Supra certain assets of Old Supra, including its customer base and certain other assets associated with its telecommunications services operations. As a result of a series of transactions, Old Supra's current customers will be transferred to New Supra or CTI, which will become the service providers for those customers.

#### **B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1)

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<sup>1</sup> CCI currently holds international Section 214 authority granted in File No. ITC-214-19990729-00457 and assigned in File No. ITC-ASG020031126-00555, and Cleartel Telecommunications, Inc. ("CTI") currently holds international Section 214 authority, pursuant to File No. ITC-214-19971222-00806, which was previously assigned to CTI in File No. ITC-ASG-20021011-00541. CCI and CTI will, pursuant to 47 C.F.R. § 63.21(h), provide international services through a newly formed entity, Supra Telecommunications and Information Systems Acquisition Corp. ("New Supra") Where applicable, CCI and CTI will provide the notice required under 47 C.F.R. § 63.21(h).

Applicants and their affiliates, as defined in Section 3(1) of the Communications Act (“Affiliates”) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission’s Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission’s Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Supra Telecommunications and Information Systems, Inc. (Transferor)**

Supra Telecommunications and Information Systems, Inc. (“Old Supra”) is a facilities-based competitive local exchange and long distance carrier targeting the consumer market. Based in Miami, Florida, Old Supra is a significant provider of competitive residential and business telecommunications services in Florida. Old Supra provides domestic interstate telecommunications services as a nondominant carrier pursuant to blanket authority and international services as a nondominant carrier pursuant this Commission’s grant of authority under Section 214 of the Communications Act. In addition to its operations in Florida, Old Supra is licensed in four states to provide intrastate local and long distance telecommunications services.

**B. Cleartel Communications, Inc., Supra Telecommunications and Information Systems Acquisition Corp., Cleartel Telecommunications, Inc. (Transferees)**

Cleartel Communications, Inc. (“CCI”) is a Delaware corporation with principal offices located at 2855 S. Congress Ave., Delray Beach, FL 33445. Supra Telecommunications and Information Systems Acquisition Corp. and Cleartel Telecommunications, Inc. are both wholly owned subsidiaries of CCI and both are Delaware corporations with principal addresses in the same location as CCI. CCI is a leading provider of voice and data solutions serving customers in the Northeast, Southeast, Southwest, and Midwestern United States. CCI, through its wholly owned subsidiaries, CTI, Cleartel Telecommunications of Virginia, Inc., NOW Communications, Inc., Telecon Communications Corp., IDS Telecom Corp. and NII Communications, Ltd., offers local, Internet and long distance services to both residential and business users in 30 states.

**III. DESCRIPTION OF THE TRANSACTIONS**

Applicants propose to complete a series of transactions (“Transactions”) through which New Supra and CTI will acquire certain assets of Old Supra, including its customer bases in Florida and New York, pursuant to an Asset Purchase Agreement (“Agreement”) dated July 24, 2006 between Old Supra, New Supra and CCI. As a result of the proposed Transactions, New Supra, a wholly owned subsidiary of CCI, will replace Old Supra as the service provider operating in Florida, and CTI, a wholly owned subsidiary of CCI, will replace Old Supra as the service provider operating in New York.<sup>2</sup> An illustrative chart of the proposed Transactions is provided in Exhibit A. Subject to receipt of the required regulatory approvals, the Transactions are expected to close on September 8, 2006 (the “Closing Date”).

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<sup>2</sup> Although Old Supra’s customers are being transferred as a result of the Transaction, Old Supra does not seek approval to *discontinue interstate or international service at this time.*

Applicants emphasize that although the proposed Transactions will involve a transfer of customers, immediately following the proposed Transaction, those customers will continue to receive service from CCI, through CTI and New Supra, under the same rates, terms and conditions as the services currently provided. As a result, the proposed Transactions will be virtually transparent to customers served by Old Supra in terms of the services that they currently receive. All of the affected customers will receive notice in compliance with the Commission's Rules.<sup>3</sup> Moreover, because CCI is acquiring substantially all of the assets of Old Supra necessary to provide service to the transferred customers, CCI will have all of the assets required to continue to provide high-quality services to the customers it acquires.

Transferees are well-qualified to provide service to Old Supra's customers. CCI, through its operating companies, including CTI and New Supra, currently provides local and long distances telecommunications services in 30 states. Transferee's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. The Transferees will continue to have access to the management team of Old Supra, which is highly experienced and has substantial technical and managerial expertise. Thus, the Transferees will be able to provide the same services at the same rates, terms and conditions as currently provided to Old Supra's customers.

#### **IV. PUBLIC INTEREST STATEMENT**

The proposed Transactions described above will serve the public interest by ensuring that Old Supra customers enjoy continuity of high-quality telecommunications service. In particular, the assignment of Old Supra's customers, together with the transfer of other assets required to serve those customers, will ensure that the customers continue to receive uninterrupted interstate

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<sup>3</sup> CCI will file the required certificate of compliance under separate cover.

and international services. The customers will be served by carriers with significantly greater technical, managerial and financial resources.

The proposed Transaction will not cause customer confusion. Because there will be no change in brand name “Supra” with respect to some assets, and with respect to all assets purchased, the rates, terms and conditions of service will not change as a result of the transfer, the proposed Transactions will be virtually transparent to customers in terms of the services those customers receive. The proposed Transactions will enhance the ability of the Transferees to provide high-quality telecommunications services in the affected markets by expanding CCI’s presence, through New Supra and CTI, as a viable competitor. This will invigorate competition and thereby benefit consumers of telecommunications services in the affected markets.

Given the increasingly complex and competitive nature of the telecommunications and capital markets and for other business reasons, Applicants seek to complete the proposed Transactions as soon as possible. Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission’s Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**63.18 (a) Name, address and telephone number of each Applicant:**

Transferor:

Supra Telecommunications and Information Systems, Inc.  
2901 SW 149th Ave  
Suite 130  
Miramar, Florida 33027  
(786) 455-4200 (Tel)  
(786) 445-4600 (Fax)

Transferees:

Cleartel Communications, Inc.  
2855 S. Congress Ave.  
Delray Beach, FL 33445  
(Tel) (561) 454-5060  
(Fax) (866) 419-1583

Supra Telecommunications and Information Systems Acquisition Corp.  
2855 S. Congress Ave.  
Delray Beach, FL 33445  
(Tel) (561) 454-5060  
(Fax) (866) 419-1583

Cleartel Telecommunications, Inc.  
2855 S. Congress Ave.  
Delray Beach, FL 33445  
(Tel) (561) 454-5060  
(Fax) (866) 419-1583

**63.18 (b) Jurisdiction of Organizations:**

Transferor: Supra Telecommunications and Information Systems, Inc. is a corporation formed under the laws of Florida.

Transferees: Cleartel Communications, Inc. Supra Telecommunications and Information Systems Acquisition Corp. and Cleartel Telecommunications, Inc., are corporations formed under the laws of Delaware.

**63.18 (c) Correspondence concerning this Application should be sent to:**

**For Transferees:**

Catherine Wang  
Danielle C. Burt  
Bingham McCutchen LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
Tel: (202) 373-6000  
Fax: (202) 424-7645  
Email: [catherine.wang@bingham.com](mailto:catherine.wang@bingham.com)  
[danielle.burt@bingham.com](mailto:danielle.burt@bingham.com)

For Transferor:



Marva Brown Johnson  
1000 Legion Place  
Suite 1650  
Orlando, Florida 32801  
(407) 447-9482 (Tel)  
(407) 447-1965 (Fax)  
Marva.Johnson@supratelecom.com (E-Mail)

- 63.18 (d)** Old Supra holds domestic and international Section 214 authority, with FCC File Numbers ITC-214-19970207-00068 and ITC-214-20020903-00451.

CCI holds international Section 214 authority granted in File No. ITC-214-19990729-00457 and assigned in File No. ITC-ASG020031126-00555. CCI is also the direct corporate parent of CTI (File No. ITC-214-19971222-00806, assigned in File No. ITC-ASG-20021011-00541), Telecon Communications Corp. (File No. ITC-214-20000127-00042), NII Communications Corp. (File No. ITC-214-20000217-00085), and IDS Telcom, Corp. (File No. ITC-ASG-20050214-00049). These carriers also hold blanket domestic Section 214 authority. CCI is also affiliated with the following carriers to the extent that it shares common indirect ownership: BridgeCom International, Inc. (File No. ITC-21419971020-00645); TruCom Corporation (File No. ITC-214-19971104-00683); Broadview Networks, Inc. (File No. ITC-214-20000128-0004); and Broadview NP Acquisition Corp. (File No. ITC-214-20041118-00456). CCI may also become affiliated with ATX Licensing, Inc. (File No. ITC-214-19920330-00034) through a pending transfer of control proceeding (File No. ITC-T/C-20060627-00330).

- 63.18 (h)** In accordance with 63.24(e)(2), items (h)-(p) are provided for the transferee.

- 1) The following entity owns or controls 10% or more of **Supra Telecommunications and Information Systems Acquisition Corp. (New Supra)**:

Name: Cleartel Communications, Inc.  
Address: 2855 S. Congress Ave.  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Equity: 100%

- 2) The following entity owns or controls 10% or more of **Cleartel Telecommunications, Inc.**:

Name: Cleartel Communications, Inc.

Address: 2855 S. Congress Ave.  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Equity: 100%

3) The following entity owns or controls 10% or more of **Cleartel Communications, Inc.:**

Name: MCG Capital Corporation  
Address: 1100 Wilson Boulevard  
Suite 3000  
Arlington, Virginia 22209  
Citizenship: U.S.  
Principal Business: Investment Company  
% Equity: 100%

Upon information and belief, no entity owns or controls 10% or more of **MCG Capital Corporation.**

Other than the foregoing, following the Transactions, to the best of the Applicants' knowledge, no other person or entities will directly or indirectly own 10% or greater direct or indirect interest in CCI, New Supra or CTI.

To the best of Applicants' knowledge, there are no officers or directors of CCI that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

**63.18 (i)** Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

**63.18 (j)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

- 63.18 (k)** Not applicable.
- 63.18 (l)** Not applicable.
- 63.18 (m)** Not applicable.
- 63.18 (n)** Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

**VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7)** Old Supra is licensed to provide local and/or long distance competitive telecommunications services in California, Florida, Georgia, New York and Texas. Supra currently provides competitive local and long distance services in New York and Florida to residential consumers. All of the services provided by Old Supra and its affiliates are competitive in nature and neither Old Supra nor any of its affiliates holds a dominant position in any market.

CCI, through its operating subsidiaries,<sup>4</sup> provides competitive interexchange and local exchange services in Alabama, Arkansas, California, Connecticut, the

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<sup>4</sup> The CCI subsidiaries are CTI, Cleartel Telecommunications of Virginia, Inc., Now Communications, Inc., Telecon Communications Corp., NII Communications Corp. and IDS Telecom Corp.

District of Columbia, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Virginia, West Virginia, and Wisconsin.

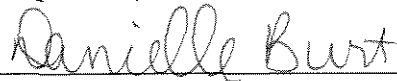
BridgeCom International, Inc., TruCom Corporation, Broadview Networks, Inc. and Broadview NP Acquisition Corp. provide resold and facilities-based competitive interexchange and local exchange services in Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Maine, Maryland, Massachusetts, Michigan, Montana, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, Texas, Vermont, Washington, and West Virginia. Broadview also has a wholly owned subsidiary, Broadview Networks of Virginia, Inc., which is authorized to provide competitive local and long distance telecommunications services in Virginia.

- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – (“Affiliates”) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (a)(9)** By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10)** Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11)** Not applicable.
- (a)(12)** A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant it would directly harm the public interest. In light of the particular need to ensure continuity of service to existing customers, Applicants respectfully request expedited treatment to permit Applicants to complete the Transactions as soon as possible.

Respectfully submitted,



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Orlando, Florida 32801  
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Counsel to Supra Telecommunications and  
Information Systems, Inc.

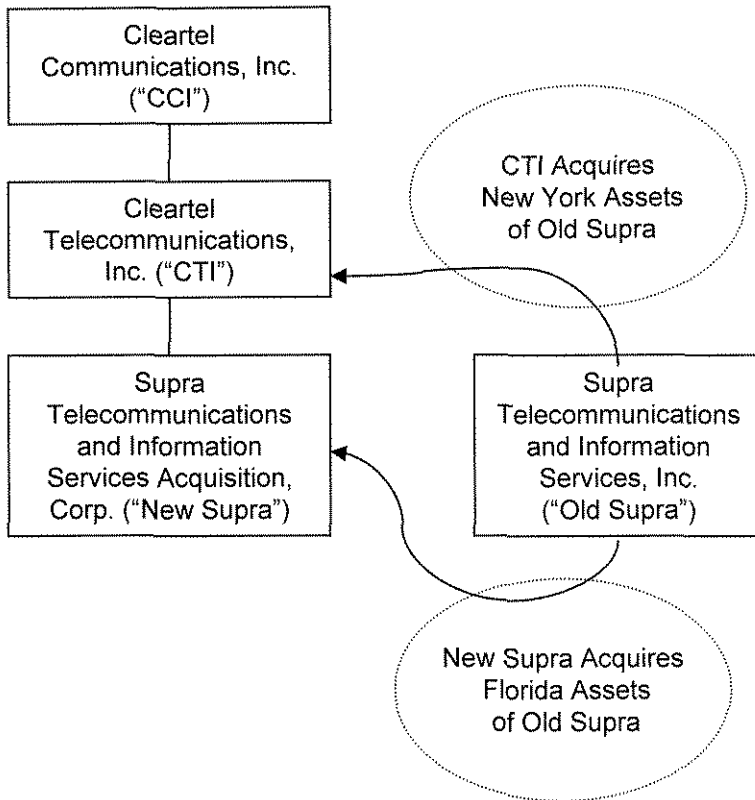
Dated: July 31, 2006

**Exhibit A**

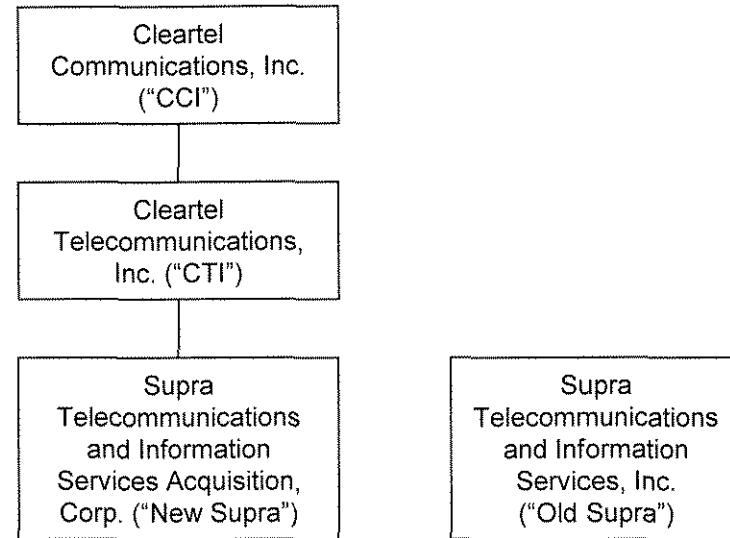
**Pre- and Post-Transaction Illustrative Chart**

# Illustrative Chart

## Pre-Transaction



## Post-Transaction



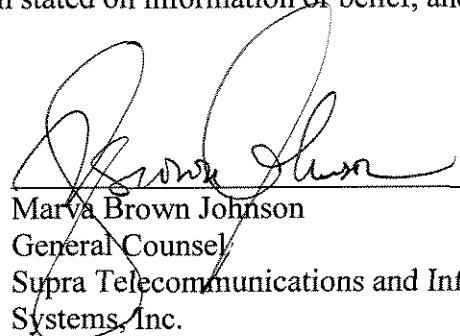
## **Verifications**



**VERIFICATION**

STATE OF )  
District of Columbia )  
COUNTY OF )

I, Marva Brown Johnson, declare under penalty of perjury that I am General Counsel of Supra Telecommunications and Information Systems, Inc., a Petitioner in the subject proceeding; that I am authorized to make this verification on the Petitioner's behalf; that I have read the foregoing Petition and know the contents thereof; and that the same are true of my own knowledge, except as to the matter which are therein stated on information or belief, and as to those matters I believe them to be true.

  
\_\_\_\_\_  
Marva Brown Johnson  
General Counsel  
Supra Telecommunications and Information  
Systems, Inc.

Subscribed and sworn to before me

this 13 day of July, 2006.

  
\_\_\_\_\_  
Notary Public


CLARA J. BROOKS  
NOTARY PUBLIC  
DISTRICT OF COLUMBIA

My Commission Expires: MY COMMISSION EXPIRES MAY 14, 2009

**VERIFICATION**

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

I,  Kenneth Baritz , declare under penalty of perjury that I am  CEO  of  Supra Telecommunications and Information Systems Acquisition Corp. , a Petitioner in the subject proceeding; that I am authorized to make this verification on the Petitioner's behalf; that I have read the foregoing Petition and know the contents thereof; and that the same are true of my own knowledge, except as to the matter which are therein stated on information or belief, and as to those matters I believe them to be true.

  
\_\_\_\_\_  
[NAME] Kenneth Baritz  
[TITLE] CEO  
[COMPANY] Supra Telecommunications  
and Information Systems Acquisition Corp.

Subscribed and sworn to before me

this  25<sup>th</sup>  day of July, 2006.

Awilda Santiago   
Notary Public

My Commission Expires: \_\_\_\_\_

