

Categories of Services for 214 Applications  
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: \_\_\_\_\_

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Streamlined ITC-ITC-200000413-00223  
FLORIDA DIGITAL NETWORK, INC.

NEW YORK OFFICE  
405 LIBERTY AVENUE  
NEW YORK, NY 10114

ECC/MELLOW

APR 13 2000

April 13, 2000

**COPY**

VIA COURIER

Magalie Roman Salas, Esq.  
Secretary  
Federal Communications Commission  
The Portals  
445 12th Street, N.W.  
TW-A325, 12<sup>th</sup> Street Lobby  
Washington, DC 20554

Re: Application for Authority to Transfer Control of International Section 214  
Authority. File No. ITC-98-443 from Florida Digital Network, Inc. to Elantic  
Communications, Inc.

Dear Secretary Salas:

Enclosed with this letter please find the original and six (6) copies of the above-  
referenced application. We will forward the original signature pages under separate cover.  
Please date stamp the additional copy and return it in the envelope provided. Please feel free to  
contact us if you have any questions or if you require further information.

Sincerely,



Richard M. Rindler  
Morton J. Posner  
Michael J. Mendelson

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

\_\_\_\_\_  
In the Matter of )  
                          ) )  
                          ) )  
**Florida Digital Network, Inc. and** ) )  
                          ) )  
**Elanttic Communications, Inc.**      ) )  
                          ) )  
                          ) )  
Application for Authority to Transfer ) )  
Control of International Section 214 ) )  
Authority, File No. ITC-98-443      ) )  
                          ) )  
                          ) )  
\_\_\_\_\_ ) )

File No. ITC-\_\_\_\_\_

**APPLICATION**

Florida Digital Network, Inc. ("Florida Digital") and Elanttic Communications, Inc. ("Elanttic") (together "Applicants") by their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, hereby request authority to transfer control of the international Section 214 authorization of Florida Digital, granted in Docket No. ITC-98-443, to Elanttic. Florida Digital, and two unaffiliated companies, NEVD Holdings, LLC ("NEVD Holdings") and Cavalier Telephone Corporation ("Cavalier") are entering into a transaction in which the ownership of Florida Digital, NEVD Holdings, and Cavalier will be contributed to a new corporation, Elanttic.<sup>1/</sup>

<sup>1/</sup> FDN is a Delaware corporation that is certificated to provide telecommunications service in Florida. NEVD Holdings is the parent company of Conversant Communications, LLC, a wholly-owned subsidiary which is certificated to provide telecommunications services in Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, Pennsylvania, and New Jersey. Cavalier is a Delaware corporation which is certificated to provide telecommunications services in Virginia, Pennsylvania, and Maryland.

Upon consummation of the transaction, Florida Digital's customers will be served by the same team of qualified consumer representatives and will be provided service pursuant to contracts and tariffs that offer all of the services currently offered by Florida Digital at the same rates, terms and conditions. Thus, service will continue to be provided using the same network, billing systems and customer service operations as are used currently by Florida Digital.

#### **I. PUBLIC INTEREST STATEMENT**

The Applicants have determined that the proposed merger will enable the three companies to enhance the range of telecommunications services and choices available to their customers. Moreover, the synergies resulting from the transaction will promote operational and administrative efficiencies within each company. These enhancements and efficiencies will enable the Applicants to compete more effectively in the telecommunications market to the ultimate benefit of consumers. Finally, the proposed transaction will be consummated in a seamless fashion, will be transparent to consumers and will not in any way inconvenience or cause harm to any of Florida Digital's customers.

#### **II. INFORMATION REQUIRED BY SECTION 63.18**

(a) Name, address, and telephone number of Applicants:

Transferor: Florida Digital Network  
390 North Orange Avenue  
Suite 2000  
Orlando, FL 32801  
Phone: (407) 835-0301

Transferee: Elantic Communications, Inc.  
313 Boston Post Road West  
Suite 140  
Marlboro, MA 01752  
Phone: (508) 486-6300

(b) Transferor: Florida Digital is a corporation organized under the laws of the State of Delaware.

Transferee: Elantic is a corporation organized under the laws of the State of Delaware.

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

For the Transferor:

Richard M. Rindler, Esq.  
Morton J. Posner, Esq.  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, DC 20007  
Phone: (202) 945-6947  
Fax: (202) 424-7645

For the Transferee:

David Mayer  
Vice President  
Elantic Communications, Inc.  
222 Richmond Street  
Suite 206  
Providence, RI 02903  
Phone: (401) 490-6353  
Fax: (401) 490-9751

With copies to:

Michael Gallagher  
Florida Digital Network  
390 North Orange Avenue  
Suite 2000  
Orlando, FL 32801  
Phone: (407) 835-0301

(d) Transferor: Florida Digital holds Section 214 authorization, ITC-98-443 (effective July 24, 1998) granted by this Commission to provide global resale and/or facilities-based international telecommunications services.

Transferee: Elantic does not hold any Section 214 authorizations.

(e)(3) By this application, Applicants seek authority to transfer control of Florida Digital's Section 214 authorization to Elantic.

(h) Elantic certifies that it is not affiliated with any foreign carrier.

The name, address, citizenship and principal business of the shareholders owning 10% or more of Elantic, at the completion of the intended transaction, are as follows:

(1) Name: Cavalier Telephone Corporation  
2134 W. Laburnum Avenue  
Richmond VA 23227  
Percentage Held: 36.67%  
Citizenship: U.S.A.  
Principal Business: Competitive Local Exchange Carrier

(2) Name: Robert C. Fanch  
1873 South Bellaire Street, Suite 1550  
Denver, CO 80222  
Percentage Held: 23.67%  
Citizenship: U.S.A.  
Principal Business: Telecommunications

(3) Name: Florida Digital Network, Inc.  
390 N. Orange Avenue, 20th Floor  
Orlando FL 32801  
Percentage Held: 33.33%  
Citizenship: U.S.A.  
Principal Business: Competitive Local Exchange Carrier

The name, address, citizenship and principal business of the shareholders owning 10% or more of Florida Digital Network are as follows:

Name: Media Communications Partners III, LP  
75 State Street  
Suite 2500  
Boston, MA 02109  
Percentage Held: 60.7%  
Citizenship: U.S.A.  
Principal Business: Venture Capital Investment Fund

The 10% or greater owners of Media/Communications Partners III L.P. are the California State Teachers' Retirement System and the California Public Employees' Retirement System.

The name, address, citizenship and principal business of the shareholders owning 10% or more of Cavalier Telephone Corporation are as follows:

(1) Name: Media Communications Partners IV, LP  
75 State Street  
Suite 2500  
Boston, MA 02109  
Percentage Held: 32.76%  
Citizenship: U.S.A.  
Principal Business: Venture Capital Investment Fund

(2) Name: KDZ Holding, LLC  
813 Colony Bluff Place  
Richmond, VA 23233  
Percentage Held: 48.40%  
Citizenship: U.S.A.  
Principal Business: Holding Company

The 10% or greater owners of M/C Ventures Partners IV L.P. are the California State Teachers' Retirement System, P.O. Box 152775, Sacramento, CA 95851; the California Public Employees' Retirement System, Lincoln Plaza, 400 P Street, Sacramento CA 96418; and the Pennsylvania State Employees' Retirement System, 30 N. Third Street, P.O. Box 1147, Harrisburg, PA 17108. Each of these entities are U.S. retirement funds.

Elantic has no interlocking directorates with a foreign carrier.

- (i) Elantic certifies that it is not affiliated within the meaning of Section 63.09(e) of the Commission's Rules with a foreign carrier, as defined in Section 63.09(d) of the Commission's Rules.
- (j) Elantic certifies that it does not seek to provide international telecommunications services to any destination country where:
- (1) Elantic is a foreign carrier in that country; or
  - (2) Elantic controls a foreign carrier in that country; or
  - (3) any entity that owns more than 25 percent of Elantic, or that controls Elantic, 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 Elantic and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Not applicable.

- (l) Not applicable.
- (m) Not applicable.
- (n) Elantic certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier, as defined in Section 63.09(d) of the Commission's Rules, with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and will not enter into such agreements in the future.
- (o) Applicants certify that no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See Exhibit A.
- (p) Applicants request streamlined processing of this application pursuant to Section 63.12 of the Commission's Rules.



**III. CONCLUSION**

WHEREFORE, for the reasons stated herein, Elantic Communications Inc. and Florida Digital Network, Inc. respectfully request that the Commission approve this Application and grant all other relief as necessary and appropriate to effectuate the transaction described herein.

Respectfully submitted,



Richard M. Rhdler

Morton J. Posner

Michael J. Mendelson

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K Street, N.W., Suite 300

Washington, D.C. 20007

Counsel to Florida Digital Network, Inc.

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David Mayer, Vice President

Elantic Communications, Inc.

222 Richmond Street

Suite 206

Providence, RI 02903

Dated: April 13, 2000

III. CONCLUSION


WHEREFORE, for the reasons stated herein, Elantic Communications Inc. and Florida Digital Network, Inc. respectfully request that the Commission approve this Application and grant all other relief as necessary and appropriate to effectuate the transaction described herein.

Respectfully submitted,

---

Morton J. Posner  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007

Counsel to Florida Digital Corporation

  
\_\_\_\_\_  
David Mayer  
Elantic Communications, Inc.  
222 Richmond Street  
Suite 206  
Providence, RI 02903

Dated: April 12, 2000

**EXHIBIT A**

**Certification of Applicants**

**CERTIFICATION OF APPLICANT**

On behalf of Florida Digital Network, Inc. and Elantic Communications, Inc. and in accordance with Section 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. § 1.2001-1.20003, I hereby certify that no party to this application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. I also hereby certify that the statements in the foregoing application for approval to transfer control of Section 214 authorizations are true, complete and correct to the best of my knowledge and are made in good faith.

Neither Florida Digital Network, Inc. nor Elantic Communications, Inc. has agreed to accept nor shall they accept in the future any special concessions, as defined by the Commission's Rules, directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows on any U.S. international route where the foreign carrier possess sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market.

**Elantic Communications, Inc.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**Florida Digital Network, Inc.**

By: Steven E. Russell

Name: Steven E. Russell

Title: Chief Financial Officer

Date: 13 April 2000

CERTIFICATION OF APPLICANT

On behalf of Florida Digital Network, Inc. and Elantic Communications, Inc. and in accordance with Section 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. § 1.2001-1.20003, I hereby certify that no party to this application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. I also hereby certify that the statements in the foregoing application for approval to transfer control of Section 214 authorizations are true, complete and correct to the best of my knowledge and are made in good faith.

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**Elantic Communications, Inc.**

By:

Paul Meyer (SAs)

Name:

DAVID MEYER

Title:

VICE PRESIDENT

Date:

4-12-00

**Florida Digital Network, Inc.**

By:

\_\_\_\_\_

Name:

\_\_\_\_\_

Title:

\_\_\_\_\_

Date:

\_\_\_\_\_