

THE HELEIN LAW GROUP, P.C.

8180 Greensboro Drive
Suite 700
McLean, Virginia 22102

Telephone: (703) 714-1300
Facsimile: (703) 714-1330
E-mail: mail@thlglaw.com
Website: www.THLGLaw.com

Writer's Direct Dial Number
703-714-1313

Writer's E-mail Address
jsm@thlglaw.com

February 9, 2005

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Executive Secretary
2540 Shumard Oak Drive
Tallahassee, FL 32399

050940-TP

Re: Docket No. ~~040940-TP~~

Withdrawal of Request for Waiver of Verification Requirements of Florida Administrative Code Rule 25-4.118

Dear Secretary:

On behalf of Florida Phone Service, Inc. ("Florida Phone")(CLEC - TX597, IXC - TJ789) and Azul Tel, Inc. ("Azul Tel")(CLEC - TX7390, IXC - TJ790)(together "Applicants"), their attorneys hereby provide notice to the Florida Public Service Commission ("Commission") that the Applicants consummated an Asset Purchase Agreement (the "Agreement") on January 30, 2006. Applicants also respectfully request withdrawal of their Application for waiver of the verification requirements in Florida Administrative Code Rule 25-4.118 and cancellation of the above-captioned docket for reasons explained below.

Pursuant to their Agreement, Florida Phone acquired substantially all of the Local Exchange and Long Distance telecommunications assets of Azul Tel, including, but not limited to, Azul Tel's customer accounts in the State of Florida (the "Acquisition"). Applicants consummated their Agreement and transferred customer accounts upon receipt of Section 214 Authority from the Federal Communications Commission. See Exhibit.

DOCUMENT NUMBER-DATE

01169 FEB 10 8

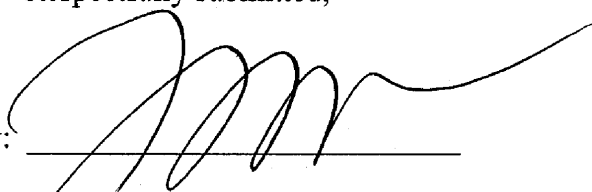
FPSC-COMMISSION CLERK

On December 21, 2005, the Applicants provided notice to the Commission of their intent to transfer customers and consummate their transaction within thirty (30) days, unless the Commission provided written notice to the contrary. On December 29, 2005, the Commission acknowledged receipt of Applicants' notice and application for waiver of verification rules, but Applicants received no further correspondence regarding the matter. Therefore, upon receipt of FCC 214 Authority on January 30, 2006, Applicants proceeded to consummate their transaction.

Enclosed are the original and six (6) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact me.

Respectfully submitted,

By: _____


Jonathan S. Marashlian
THE HELEIN LAW GROUP, P.C.
8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
(703) 714-1313 (Tel)
(703) 714-1330 (Fax)

Dated: February 9, 2006

Counsel to Joint Applicants

cc: Ray Kennedy, FPSC
Lee Eng Tan, FPSC

EXHIBIT



PUBLIC NOTICE

Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Fax-On-Demand 202 / 418-2830
TTY 202 / 418-2555
Internet: <http://www.fcc.gov>
<ftp.fcc.gov>

DA 06-225

Released: January 31, 2006

NOTICE OF STREAMLINED DOMESTIC 214 APPLICATION GRANTED

WC Docket No. 05-357

The application listed in this notice has been granted pursuant to the Commission's streamlined procedures for domestic section 214 transfer of control applications. 47 C.F.R. § 63.03. The Wireline Competition Bureau has determined that grant of this application serves the public interest.¹ For purposes of computation of time for filing a petition for reconsideration or application for review, or for judicial review of the Commission's decision, the date of "public notice" shall be the release date of this notice.²

1. Domestic Section 214 Application Filed for the Acquisition of Certain Assets of Azul Tel., Inc., to Florida Phone Service, Inc., WC Docket No. 05-357, DA 05-3356 (rel. December 30, 2005).

Effective Date of Grant: 1/30/06

For further information, please contact Tracey Wilson-Parker at (202) 418-1394 or Alex Johns at (202) 418-1167, Competition Policy Division, Wireline Competition Bureau.

¹ *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, 5529, para. 22 (2002).

² *Id.*; see 47 C.F.R. § 1.4 (Computation of time).



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 05-3356

Released: December 30, 2005

DOMESTIC SECTION 214 APPLICATION FILED FOR THE ACQUISITION OF CERTAIN ASSETS OF AZUL TEL, INC., TO FLORIDA PHONE SERVICE, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 05-357

Comments Due: January 13, 2006

Reply Comments Due: January 20, 2006

On December 21, 2005, Florida Phone Service, Inc. ("Florida Phone" or "Transferee") and Azul Tel, Inc. ("Azul Tel" or "Transferor") (together "Applicants"), filed an application, pursuant to sections 63.03 and 63.04 of the Commission's rules,¹ seeking authority to enable Florida Phone to acquire certain of Azul Tel's assets.

Applicants assert that this transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules because Florida Phone will have a market share in the interstate, interexchange market of substantially less than 10 percent, will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and neither Applicant is dominant with respect to any service.² In addition, no radio licenses will be assigned to Florida Phone as part of this transaction.

Azul Tel is a privately-held corporation incorporated in the state of Florida. It provides resold and UNE-based competitive local exchange, intrastate and interstate interexchange, and international telecommunications services, as well as Internet Access services, to residential consumers and small business customers in the state of Florida. Azul Tel also offers a broad range of Internet Protocol-enabled communications services, including retail Voice over Internet

¹ 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

² 47 C.F.R. § 63.03(b)(2)(i).

Protocol, wholesale international origination and termination service, and enhanced prepaid calling services.

Florida Phone is a privately-held corporation incorporated in the state of Florida. It provides resold competitive local exchange telecommunications services to residential consumers and small business customers in the state of Florida. Florida Phone is managed and controlled by U.S. citizens at the shareholders, board of directors, and management levels. No person or entity, either domestic or foreign, directly or indirectly owns ten percent or more of the equity or voting interests in Florida Phone.

On December 1, 2005, Florida Phone entered into an Agreement ("Agreement") with Azul Tel to purchase approximately 1,500 of Azul Tel's local exchange, long distance and Internet Access customer accounts. The exact number of transferred customer accounts will not be known until the proposed transaction closes due to certain conditions specified in the Agreement. Applicants have sent written notice to affected customers informing them of the proposed transaction. Service to the affected customers will not be transferred until the requisite regulatory approvals have been obtained.

Applicants state that the proposed transaction will serve the public interest because the transferred customers will continue to receive from Florida Phone the same telecommunications services they currently receive from Azul Tel, at the same rates, terms and conditions of service that these customers currently receive, and the affected customers will not experience any interruption of service or inconvenience because there is no physical network migration involved. Applicants further assert that the proposed transaction is also in the public interest because affected customers will be transferred to a company with an interest in providing outstanding and affordable telecommunications service to customers that no longer fit within the transferring company's long-term business plans.

GENERAL INFORMATION

The transfer of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of assets application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to sections 1.415 and 1.419 of the Commission's rules, 47 CFR §§ 1.415, 1.419, **interested parties may file comments on or before January 13, 2006 and reply comments on or before January 20, 2006.**³ Unless otherwise notified by the Commission, Applicants are permitted to transfer the assets and related control on the 31st day after the date of this notice.⁴ Comments may be filed using: (1) the Commission's Electronic Comment Filing System (ECFS), (2) the Federal Government's eRulemaking Portal, or (3) by filing paper copies. See Electronic Filing of Documents in Rulemaking Proceedings, 63 FR 24121 (1998).

³ See 47 C.F.R. § 63.03(a).

⁴ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- **Electronic Filers:** Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/> or the Federal eRulemaking Portal: <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

The Commission's contractor will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington D.C. 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

You may submit comments, identified by the above noted docket number, by any of the following methods:

- **Federal eRulemaking Portal:** <http://www.regulations.gov>. Follow the instructions for submitting comments.

- Federal Communications Commission's Web Site: <http://www.fcc.gov/cgb/ecfs/>. Follow the instructions for submitting comments.
- People with Disabilities: Contact the FCC to request reasonable accommodations (accessible format documents, sign language interpreters, CART, etc.) by e-mail: FCC504@fcc.gov or phone: 202-418-0530 or TTY: 202-418-0432.

In addition, one copy of each pleading must be sent to each of the following:

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, www.bcpiweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C212, Washington, D.C. 20554; email: tracey.wilson-parker@fcc.gov;
- (3) Alex Johns, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C317, Washington, D.C. 20554; e-mail: alexis.johns@fcc.gov;
- (4) Susan O'Connell, Policy Division, International Bureau, 445 12th Street, S.W., Room 7-B544, Washington, D.C. 20554; email: susan.o'connell@fcc.gov; and
- (5) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: james.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpiweb.com.

For further information, please contact Tracey Wilson-Parker at (202) 418-1394, or Alex Johns at (202) 418-1167.

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