

VIA OVERNIGHT DELIVERY

September 19, 2005

Elizabeth O'Donnell, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

RECEIVED

SEP 20 2005

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

Dear Ms. O'Donnell:

Southern Digital Network, Inc. d/b/a FDN Communications (“SDN”), through its undersigned counsel, hereby advises the Kentucky Public Service Commission (“Commission”) that SDN intends complete, on or before November 13, 2005, a *pro forma* change in SDN's corporate structure that will result in the creation of a new ultimate holding company above SDN's current parent company, Florida Digital Networks, Inc. (“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 SDN. A description of the proposed *pro forma* corporate change is set forth below.

Based on SDN's understanding of Kentucky law, SDN 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, SDN further states as follows:

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

SDN is a Delaware corporation with its principle offices at 2301 Lucien Way, Suite 200, Maitland, Florida 32751. SDN is a wholly owned subsidiary of Florida Digital Network, Inc. d/b/a FDN Communications (“FDN” and, together with SDN, the “Company”). SDN is authorized to provide telecommunications services in Kentucky pursuant to its letter of intent filed with the Commission on March 2, 2004. SDN is authorized to provide facilities-based and/or resold local exchange and interexchange telecommunications services in all other BellSouth states except Florida.¹ Further information concerning SDN's legal, technical, managerial and financial

¹ SDN's parent, FDN, provides local exchange and interexchange telecommunications services in Florida.

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qualifications to provide service was submitted with its letter of intent and subsequent filings and is, therefore, a matter of public record. SDN therefore respectfully 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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with copies to:

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Description of Pro Forma Corporate Change

By this filing, SDN notifies the Commission of a *pro forma* corporate change that will result in a new corporate structure for SDN. Specifically, a new holding company, FDN Holdings, LLC ("FDN Holdings"), will be inserted between FDN, SDN's current parent company, and FDN's owners. FDN Holdings is a Delaware corporation created specifically to serve as a holding company for FDN. FDN will continue to hold 100% of the stock of SDN. 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, SDN will continue to be ultimately owned by the same entities. An illustrative organizational chart of the *pro forma*

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corporate change is provided as Exhibit A. The *pro forma* corporate change will not result in a change in SDN's management or in its day-to-day operations.

Public Interest Considerations

The proposed *pro forma* corporate change will serve the public interest by enabling FDN Communications 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 Kentucky consumers.

Conclusion

An original and ten (10) 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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Jean L. Kiddoo
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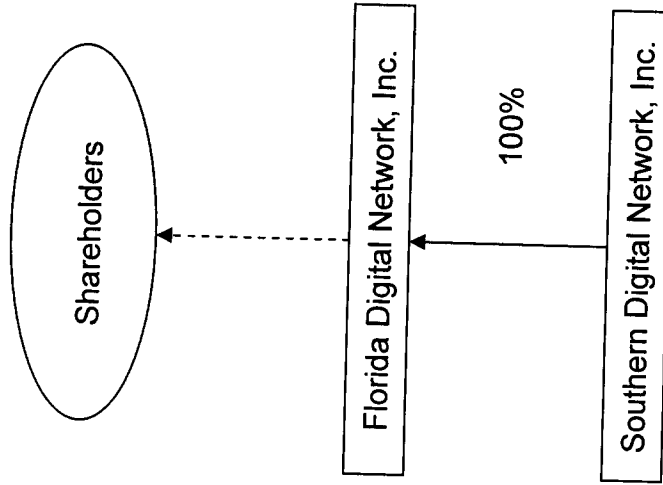
Counsel for Southern Digital Network, Inc.
d/b/a FDN Communications

EXHIBIT A

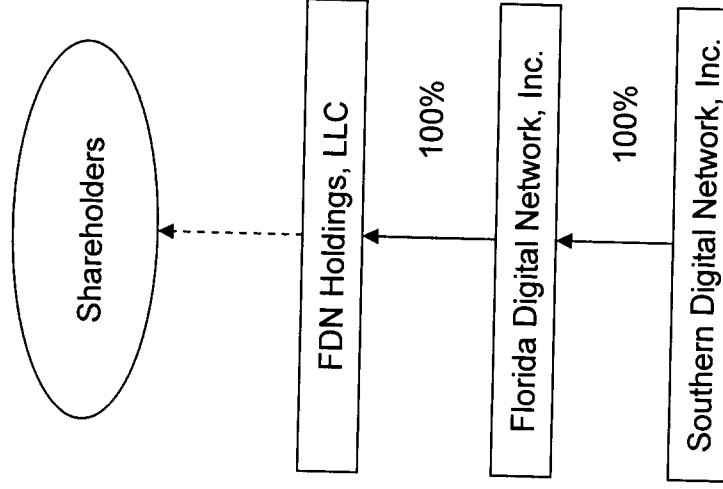
Illustrative Chart

ORGANIZATIONAL CHART OF FDN COMMUNICATIONS

Pre-Pro Forma Corporate Change



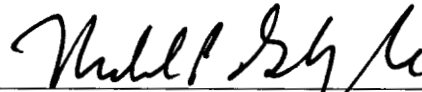
Post-Pro Forma Corporate Change



VERIFICATION

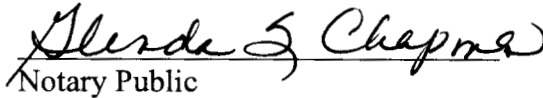
STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

I, Michael P. Gallagher, being first duly sworn, state that I am Chief Executive Officer of Southern Digital Network, Inc. d/b/a FDN Communications, a Party in the foregoing filing; that I am authorized to make this Verification on behalf of Southern Digital Network, Inc. d/b/a FDN Communications; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Michael P. Gallagher
Chief Executive Officer
Southern Digital Network, Inc. d/b/a FDN
Communications

Sworn and subscribed before me this 8th day of September, 2005.


Notary Public

My commission expires 11-9-07



Glenda S. Chapman
My Commission DD265574
Expires November 09, 2007