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October 28, 2019

Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

RE: Combined application for consent to the transfer of control a business which has Blanket Domestic Interstate 214 Authority – Application for a Transfer of Control of the Stock of Nexogy, Inc. to T3 Communications, Inc., a Nevada corporation.

Dear Secretary Dortch:

Please find attached for filing a copy of the Combined Application on behalf of Nexogy, Inc. and T3 Communications, Inc.

Should you have any questions, please feel free to contact me.

Sincerely,



Leon Nowalsky *lw*
Counsel for Applicants

LLN/rph

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of
Application for the Transfer of Control of

Nexogy, Inc. through its acquisition subsidiary,
Nexogy Acquisition, Inc., Transferor
to
T3 Communications, Inc., Transferee

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.24 of the Commission's Rules for
Consent to the Transfer of Control of

File No. ITC-TC-2019

Nexogy, Inc. through its acquisition subsidiary,
Nexogy Acquisition, Inc., Transferor
to
T3 Communications, Inc., Transferee

and

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.04 of the Commission's Rules for
Consent to the Transfer of Control
of Nexogy, Inc., through its acquisition
subsidiary Nexogy Acquisition, Inc., Transferor
to
T3 Communications, Inc., Transferee

WC Docket No. 19-_____

Attention: International Bureau and Wireline Competition Bureau

**COMBINED/JOINT INTERNATIONAL AND DOMESTIC
APPLICATION FOR
TRANSFER OF CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and sections 63.04 and 63.24 of the Commission's rules, this Application seeks Commission approval to transfer control of the stock of Nexogy, Inc. ("Nexogy Inc.") through its acquisition subsidiary, Nexogy Acquisition, Inc. ("Nexogy Acq Sub") to T3 Communications, Inc. ("T3") (the

“Acquisition”). Nexogy Inc. holds authority to provide domestic and international telecommunications services pursuant to section 214 of the Act.¹ On September 20, 2019, Nexogy Inc. entered into an Agreement and Plan of Merger with T3 Communications, Inc. (“T3”). Pursuant to the Agreement, Nexogy Inc., a Florida corporation will form Nexogy Acquisition, Inc. (“Nexogy Acq Sub”), a Florida corporation. Nexogy Acq Sub will merge with and into T3, with T3 as the survivor. As a result of the merger, Nexogy Inc. will become a wholly owned subsidiary of T3.

Nexogy Inc. is a provider of interstate, international and intrastate interexchange telecommunications services, including cloud and broadband services. The customers of Nexogy Inc. will benefit from the greater financial resources and assets of T3 that will result from consummation of the transaction. This transaction will help ensure continuity of service and enhance the ability of Nexogy to offer a broader range of innovative products and services to consumers. The transfer of control will therefore serve to enhance the overall capacity of Nexogy to compete in the marketplace and to provide telecommunications services for a greater number of consumers at competitive rates. Grant of this Application will clearly promote competition in the interstate, international, cloud and broadband telecommunications markets and will serve the public interest.

I. INFORMATION REQUIRED BY SECTION 63.24

This Application seeks authority to transfer the control of the stock of Nexogy, Inc., which holds authority pursuant to section 214 of the Act to provide domestic interstate and international telecommunications service to T3. Section 63.24(e)(2) of the Commission’s rules requires that an application for a substantial transfer of control of a carrier holding international section 214 authority include the following information, as described in section 63.18:

- (a) The name, address and contact number of the transferor is:

Nexogy, Inc., through its acquisition subsidiary, Nexogy Acquisition, Inc.
2121 Ponce de Leon Blvd., Suite 200
Coral Gables, FL 33134
Phone (305) 503-5267

¹ Nexogy holds domestic and international authority pursuant to Section 214 of the Act. Authority was granted in File No. ITC-214-20051121-00476.

The name, address and contact number of the transferee is:

T3 Communications, Inc., a Nevada Corporation
825 W. Bitters, Suite 104
San Antonio, TX 78216
Phone (210) 438-8647 Ext 1001
Fax (210) 693-1012
Email: art@t3com.net

The name, address and contact number for the holder of section 214 authority is:

Nexogy, Inc., through its acquisition subsidiary, Nexogy Acquisition, Inc.
2121 Ponce de Leon Blvd., Suite 200
Coral Gables, FL 33134
Phone (305) 503-5267

- (b) Nexogy, Inc. is a Florida corporation
T3 is a Nevada corporation

- (c) Correspondence concerning this Application should be addressed to:

Leon Nowalsky, Esq.
Nowalsky & Gothard, APLLC
1420 Veterans Blvd.
Metairie, LA 70005
Phone (504) 832-1984
Fax: (504) 831-0892
Email: lnowalsky@nbglaw.com

- (d) Nexogy was granted authority in File No. ITC-214-20051121-00476

Responses (e) through (g) are not applicable to this Application.

- (h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of the applicants. There will be no interlocking directorates with any foreign carrier.

Nexogy, Inc. (Transferor)

Nexogy, Inc.
2121 Ponce de Leon Blvd., Suite 200
Coral Gables, FL 33134
Phone (305) 503-5267
Attn: Juan C. Canto
Email: jcanto@newxogy.com
State of Incorporation: Florida
Principal Business: Telecommunications

Name: Carlos F. Lahrssen, Jr. Revocable Trust
Address: 105 W. Sunrise
Coral Gables, FL 33133
Citizenship: United States

25.29% direct ownership

Name: Felipe Jose Lahrssen Revocable Trust
Address: 1831 Victoria Pointe Circle
Weston, FL 33327
Citizenship: United States

25.29% direct ownership

Name: Juan Carlos Canto, an individual
Address: 7301 Monaco Street
Coral Gables, FL 33143
Citizenship: United States

20.32% direct ownership

Name: CFL, Ltd.
Address: 626 Coral Way, Apt. 305
Coral Gables, FL 33134
Citizenship: British Virgin Islands

9.03% direct ownership

Name: Carlos F. Lahrssen
Address: 626 Coral Way, Apt. 305
Coral Gables, FL 33134
Citizenship: Venezuelan

100% ownership of CFL, Ltd.

There are no other 10% or more owners voting or equity in Nexogy, Inc. nor CFL, Ltd. No individual or company listed herein has any ownership interest in any other telecommunications companies.

T3 Communications, Inc. (Transferee)

T3 Communications, Inc., a Nevada Corporation
825 W. Bitters, Suite 104
San Antonio, TX 78216
Phone (210) 438-8647 Ext 1001
Fax (210) 693-1012
Email: art@t3com.net

80.01% owned by Digerati Technologies, Inc.

19.99% owned by ITN Partners, LLC.

Name: Digerati Technologies, Inc.
Address: 825 W. Bitters, Suite 104
San Antonio, Texas 78216

80.01% Ownership

Citizenship: Nevada corporation
Primary Business: Telecommunications
Name: Arthur L. Smith, an individual

13% direct in Digerati

Address: 825 W. Bitters, Suite 104
San Antonio. Texas 78216
Citizenship: United States
Primary Business: Telecommunications

Name: Antonio Estrada, an individual 10% direct in Digerati
Address: 825 W. Bitters, Suite 104
San Antonio, Texas 78216
Citizenship: United States
Primary Business: Telecommunications

Name: Craig K. Clement, an individual 10% direct in Digerati
Address: 825 W. Bitters, Suite 104
San Antonio. Texas 78216
Citizenship: United States
Primary Business: Telecommunications

There are no other 10% or more owners voting or equity in Digerati. No individual or company listed herein has any ownership interest in any other telecommunications companies.

Name: ITN Partners, LLC 19.99 % direct in
Address: 5290 Summerlin Commons Way, Suite 1004 T3
Fort Myers, Florida 33907
Citizenship: Florida limited liability company
Primary Business: Investor

Name: Blue Sunshine, LLC 80.65% direct
Address: 588 Castle Pine Pkwy, B4-133 in ITN Partners, LLC
Castle Pines, CO 80108
Citizenship Florida corporation
Primary Business: Holding company

Name: Pamela G. Reel, an individual 100% direct in Blue
Address: 588 Castle Pines Pkwy, B4-133 Sunshine, LLC
Castle Pines, CO 80108
Citizenship: United States
Primary Business: Investor

Ms. Reel owns a minority interest in NexGen Integrated Communications, LLC a telecommunications services provider.

Name: ITVantage, LLC 12.9% direct
Address: 5590 Summerlin Commons Way in ITN Partners, LLC
Suite 1004
Ft. Myers, FL 33907
Citizenship Florida Corporation
Primary Business: Investor

There are no other 10% or more owners voting or equity in ITN Partners, LLC. No individual or company listed herein has any ownership interest in any other telecommunications companies.

Name: MaReHa, LLC
Address: 12401 Brantley Commons Ct., Suite 101 12.9% direct
Ft. Myers, FL 33907 in ITN Partners, LLC
Citizenship Florida limited liability Company
Primary Business Investor

Name: Matt Bernhardt, an individual 48.75% direct in
Address: 14300 Riva Del Lago Dr. #1103 MaReHa, LLC
Fort Myers, FL 33907
Citizenship: United States
Primary Business: Investor

Name: Reema Bhatia, an individual 48.75% direct in
Address: 14300 Riva Del Lago Dr. #1103 MaReHa, LLC
Fort Myers, FL 33097
Citizenship: United States
Primary Business: Investor

There are no other 10% or more voting or equity in MaReHa, LLC. No individual or company listed herein has any ownership interest in any other telecommunications companies.

- (i) Applicants certify that they are not, and following the proposed transaction will not be, affiliated with any foreign carrier within the meaning of section 63.09(d) and (e).
- (j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (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 of and will not enter into such agreements in the future.
- (o) Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) This international 214 Application qualifies for streamlined processing pursuant to Section 63.12 because the applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to section 63.12(a), fourteen days after the date of a public notice listing this Application for filing.

II. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04

This Application seeks Commission consent to transfer control of Nexogy, Inc., which holds authority to provide domestic and international telecommunications services pursuant to section 214 of the Act. Pursuant to section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application in response to items 6 through 12 of section 63.04(a):

- 6) As set forth above, this Application seeks Commission consent to transfer control of the stock of Nexogy, Inc to T3 Communications, Inc. As a result of the transfer, Nexogy will continue to operate and will be wholly owned by T3 Communications, Inc.
- 7) [intentionally omitted]
- 8) This Application qualifies for streamlined processing under section 63.03(b)(2)(I) because the transferee will have a market share in the interstate interexchange market of less than 10 percent, the transferee will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and no party to this Application is dominant with respect to any service.
- (9) The parties will file a slamming certification letter with the Commission, if necessary.
- (10) Only standard streamlined processing of this domestic section 214 transfer of control application is sought pursuant to Section 63.03.
- (11) No waiver requests are being filed in conjunction with the transaction.
- (12) As discussed above, grant of this Application will strengthen T3 as the post-transaction company and will become a stronger competitor in the marketplace for interstate and international telecommunications services. The customers of Nexogy will benefit from T3's resources and assets, which will help ensure continuity of service and enhance the ability of Nexogy to offer a broader range of innovative products and services to customers. Grant of this Application will promote competition in the domestic interexchange and international telecommunications markets and will serve the public interest.

III. CONCLUSION

For the foregoing reasons, this Application respectfully requests that the Commission consent to the transfer of control of Nexogy, Inc. to T3 Communications, Inc.

Respectfully submitted,

/s/ Leon Nowalsky

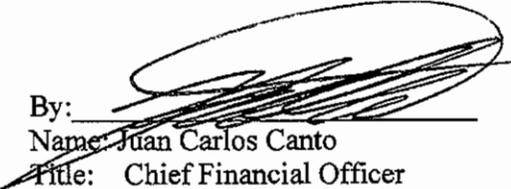
Leon Nowalsky, Esq.
Nowalsky & Gothard
A Professional Limited Liability Company
1420 Veterans Blvd.
Metairie, LA 70005
Telephone: (504) 832-1984
Counsel for Nexogy, Inc. to T3
Communications, Inc.

STATE OF FLORIDA

COUNTY OF DADE

VERIFICATION

I, Juan Carlos Canto, am the Chief Financial Officer of Nexogy, Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

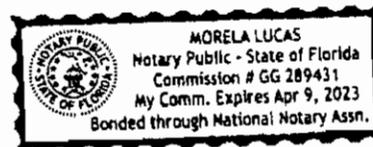
By: 

Name: Juan Carlos Canto

Title: Chief Financial Officer

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 28 day of October, 2019


Notary Public



My commission expires: April 9, 2023

STATE OF Texas

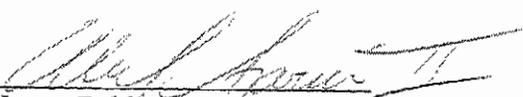
COUNTY OF Bernard

VERIFICATION

I, Antonio Estrada, Jr., am the Chief Financial Officer of T3 Communications, Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: Antonio Estrada, Jr.
Title: Chief Financial Officer

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 28th day of Oct, 2019


Notary Public

My commission expires: 10-23-2022

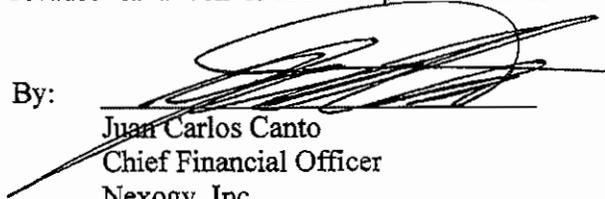


State of Florida

County of Dade

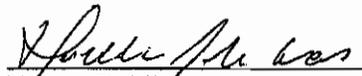
AFFIDAVIT

The applicant below certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

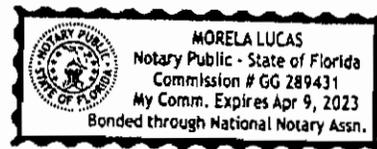
By: 

Juan Carlos Canto
Chief Financial Officer
Nexogy, Inc.
2121 Ponce de Leon Blvd., Suite 200
Coral Gables, FL 33134

Sworn to and subscribed before me this
28 day of October, 2019


Notary Public

My commission expires April 9, 2023



State of Texas

County of Bexar

AFFIDAVIT

The applicant below certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

By: *Antonio Estrada*

Antonio Estrada, Jr.
Chief Financial Officer
T3 Communications, Inc.
825 W. Bitters, Suite 104
San Antonio, TX 78216

Sworn to and subscribed before me this
20th day of Oct, 2019

Abel Garcia II
Notary Public

My commission expires 10-23-2022

