



PUBLIC NOTICE

Federal Communications Commission
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DA 20-31
January 8, 2020

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF NEXOLOGY, INC. TO T3 COMMUNICATIONS, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 19-325

Comments Due: January 22, 2020
Reply Comments Due: January 29, 2020

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Nexogy, Inc. (Nexogy) and T3 Communications, Inc. (T3NV) (together, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent to transfer control of Nexogy to T3NV.¹

Nexogy, a Florida corporation, provides competitive interstate, intrastate, and other telecommunications services to businesses in 34 states. T3NV, a Nevada corporation and holding company, provides competitive interstate, intrastate, and other telecommunications services in multiple states through its wholly owned operating subsidiaries, T3 Communications, Inc. (T3FL), a Florida corporation, and Shift8 Networks, Inc. d/b/a T3 Communications (T3TX), a Texas corporation. T3NV is owned by Digerati Technologies, Inc. (Digerati) (80.1%), a publicly traded Nevada corporation and holding company,² and ITN Partners, LLC (ITN) (19.99%), a Florida

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants also filed an application for the transfer of control of international services. On November 15, 2019, Applicants filed three supplements to their domestic section 214 application. On December 27, 2019, Applicants filed a fourth supplement clarifying and correcting certain information associated with the Applicants. Letter from James C. Falvey, Counsel to T3 Communications, Inc. to Marlene H. Dortch, Secretary, FCC, WC Docket No. 19-325 (filed Dec. 27, 2019) (on file in WC Docket No. 19-325) (*December 27 Supplement*). On January 8, 2020, Applicants filed a final supplement. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² Applicants state that the following U.S. citizens hold a 10% or greater interest in Digerati: Arthur L. Smith (18.23%); Antonio Estrada (14.17%); and Craig K. Clement (11.3% direct interest plus an additional 1.28% indirect interest for a total of 12.58%). The December 27 Supplement provides information on ownership changes that have occurred since 2017 when T3FL was sold to Shift 8 Technologies, Inc. (now T3NV). See *December 27 Supplement* at 1-4; *Domestic Section 214 Application Filed for the Transfer of Control of T3 Communications, Inc. to Shift 8 Technologies, Inc.*, WC Docket No. 17-160, Public Notice, 32 FCC Rcd 5051 (WCB 2017).

limited liability and holding company.³ Applicants state that they and their owners have no other domestic telecommunications affiliates not identified in this proceeding.

Pursuant to the terms of the proposed transaction, Nexogy will form Nexogy Acquisition, Inc., a Florida corporation, that will merge with and into T3NV, with T3NV as the surviving entity. As a result, Nexogy will become a wholly owned subsidiary of T3NV. Applicants assert that the proposed transaction is entitled to streamlined treatment under the Commission's rules and that a grant of the application would serve the public interest, convenience, and necessity. We accept this application for filing under section 63.03(b)(2)(i) of the Commission's rules.⁴

Domestic Section 214 Application Filed for the Transfer of Control of
Nexogy, Inc. to T3 Communications, Inc., WC Docket No. 19-325 (filed Oct. 28, 2019).

GENERAL INFORMATION

The transfer of control 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 application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before January 22, 2020**, and reply comments **on or before January 29, 2020**. Pursuant to section 63.52 of the Commission's rules, 47 CFR § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@fcc.gov;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;
- 3) Sumita Mukhoty, Policy Division, International Bureau, sumita.mukhoty@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and

³ Applicants state that the following Florida corporations and U.S. citizens hold a 10% or greater direct or indirect interest in ITN: Blue Sunshine, LLC (Blue Sunshine) (74.2%); Pamela G. Reel (74.2% indirect through her 100% ownership of Blue Sunshine); ITVantage, LLC (ITV) (12.9%); and MaReHa, LLC (MaReHa) (12.9%). Ms. Reel also holds a 12.9% interest in NexGen Integrated Communications, LLC, a provider of competitive telecommunications services in Iowa, Texas, and Florida. Matt Bernhardt and Reema Bhatia, both U.S. citizens, each hold a 48.75% interest in MaReHa, LLC.

⁴ 47 CFR § 63.03(b)(2)(i).

5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

For further information, please contact Myrva Charles at (202) 418-1506 or Gregory Kwan at (202) 418-1191.

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