

In the Matter of the Joint Application of )

Nexitos, LLC, Transferor, )  
NexUStel, LLC, Licensee, )

and )

Greentel, LLC, Transferee, )

For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended, and Sections 63.04 and 63.24 of the )  
Commission's Rules to Complete a )  
Transfer of Control of Authorized )  
Domestic and International Section 214 Carrier )

File No. ITC-T/C-2009-\_\_\_\_\_

WC Docket No. 09-\_\_\_\_\_

**JOINT APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

NexUStel, LLC (“NexUStel”), Nexitos, LLC (“Nexitos”), and Greentel, LLC (“Greentel”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24, hereby respectfully request Federal Communications Commission (“Commission”) approval to consummate a transaction that will result in the transfer of control of NexUStel to Greentel (“Transaction”). Nexitos and Greentel have entered into a Purchase Agreement whereby Greentel will acquire a 50% interest in NexUStel, LLC upon receipt of

NexUStel's day-to-day operations.<sup>1</sup> NexUStel is a small company that operates as a switchless long distance reseller and does not own or operate any telecommunications facilities. The company will continue to be operated from its headquarters in Miami, Florida, and will continue to maintain all of its books and records, including all of its customer account information, at its Miami headquarters. NexUStel will continue to be run by the same experienced, well qualified management, operational and technical personnel that have managed the company since its inception on January 22, 2008. In addition, NexUStel will continue to provide switchless resold interstate and international telecommunications services to its existing customers at the same rates, terms and conditions, and the Transaction will therefore be virtually transparent to its customers.

**B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

<sup>1</sup> On December 18, 2008, Nexitos acquired from Cassara Acquisition Group, LLC ("CAG"), an investment holding company, 100% of the common membership interest of NexUStel and became the Managing Member of NexUStel. A combined domestic and international application seeking authority for this 'management buy-out' transaction was filed on April 8, 2009.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. NexUSStel, LLC**

NexUSStel is a Delaware limited liability company corporation located at 9700 South Dixie Hwy., Suite 550, Miami, FL 33156. NexUSStel provides switchless resold interstate and international telecommunications services to approximately 735 customers. NexUSStel holds international Section 214 authority granted in File No. ITC-214-20080421-00191, and holds blanket domestic Section 214 authority. As a switchless reseller, NexUSStel does not own or operate any telecommunications lines or other transmission facilities. The Company's headquarters are located in Miami, Florida, and it maintains all of its books and records, including all of its customer account information, at its Miami headquarters. NexUSStel will continue to be run by the same experienced, well qualified management, operational and technical personnel that have managed the company since its inception on January 22, 2008. In addition, NexUSStel will continue to provide switchless resold interstate and international telecommunications services to its existing customers at the same rates, terms and conditions.

### **B. Nexitos, LLC**

Nexitos is a Florida limited liability company located at 9700 South Dixie Highway, Suite 550, Miami, FL 33156. Nexitos was organized by Mr. Jorge Asecio, NexUSStel's President, for the purpose of effecting a December 2008 Transaction to acquire control of NexUSStel from

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its investor, Cassara Acquisition Group, LLC. Mr. Asecio holds 70 percent of the interests in Nexitos, and he continues to manage the day-to-day operations of NexUSStel, which he has always managed and operated since its inception.

**C. Greentel, LLC**

Greentel is a Florida limited liability company located at 9700 South Dixie Highway, Suite 550, Miami, FL 33156. Greentel was organized by Mr. Luis Echeverria and Mr. Ramon Rojas for the purpose of effecting the Transaction to acquire 50% of NexUSStel.

**III. DESCRIPTION OF THE TRANSACTION**

Nexitos and Greentel entered into a Purchase Agreement ("Agreement") on January 30, 2009 whereby Greentel will acquire a 50% interest in NexUSStel, LLC upon receipt of required regulatory approvals. As a result, both Nexitos and Greentel will hold a 50% interest in NexUSStel, LLC. Applicants therefore request authority for the transfer of control of NexUSStel to Greentel. Following the Transaction, NexUSStel will continue to hold the managerial, technical, and financial qualifications to provide resold interstate and international services. In addition, NexUSStel will continue to offer service with no change in its name or its rates or terms and conditions of service, and therefore, the transfer of control of NexUSStel was seamless and transparent to its customers.

For the Commission's convenience, pre- and post-transaction illustrative charts for the Transaction are provided as Exhibit A.



**IV. PUBLIC INTEREST STATEMENT**

Applicants submit that the Transaction will serve the public interest because it will enable NexUSStel to obtain access to additional resources from Greentel. These additional resources will allow NexUSStel to enhance its range of innovative switchless resold telecommunications

products and services and strengthen its competitive position to the benefit of its consumers and the telecommunications marketplace.

NexUStel does not have access to any telecommunications facilities and will continue to operate as a switchless reseller from its headquarters in Miami, Florida. The company will also continue to hold the managerial, operational and technical qualifications of existing NexUStel management. Although the principals of Nexitos and Greentel are foreign nationals, they are all long-time residents of the United States and intend to continue to operate the Company as they currently do, including maintaining all of its books and records, including all of its customer account information, at the Company's Miami headquarters. Because NexUStel is a switchless reseller, it does not have facilities that would be relevant to law enforcement surveillance efforts.

In addition, the Transaction will be conducted in a manner that will be virtually transparent to NexUStel's switchless resale customers. The transfer of control of NexUStel will not result in a change of carrier for customers or any assignment or transfer of authorizations. Following consummation of the Transaction, NexUStel will continue to provide switchless resold telecommunications services to its customers without interruption and without change in rates, terms or conditions. Applicants emphasize that the proposed transfer of control will be seamless and virtually transparent to NexUStel's customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

V. **INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

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**63.18 (a) Name, address and telephone number of each Applicant:**

Transferor:

Nexitos, LLC  
9700 South Dixie Hwy., Suite 550  
Miami, FL 33156  
Tel: 786 464 8810

FRN: 0018645876

Licensee:

NexUStel, LLC  
9700 South Dixie Hwy., Suite 550  
Miami, FL 33156  
Tel: (786) 464 8808

FRN: 0017653122

Transferee:

Greentel, LLC  
9700 South Dixie Hwy., Suite 550  
Miami, FL 33156  
Tel: 786 464 8812

FRN: 0018675884

**63.18 (b) Jurisdiction of Organizations:**

Transferor: Nexitos, LLC is a limited liability company formed under the laws of Florida.

Licensee: NexUStel, LLC is a limited liability company formed under the laws of Delaware.

Transferee: Greentel, LLC is a limited liability company formed under the laws of Florida.

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

Tracy Perez, Esq.  
De La Pena Group, P.A.  
602 Brickell Key Drive  
Suite 705  
Miami, FL 33131  
Tel: 305-377-0909  
Fax: 305-377-1771  
Email: tperez@dlp.law.com

With copies to:

Kenneth Jacobi  
GSAssociates, LLC



1200 Old Alpharetta Road  
Alpharetta, GA 30005  
Tel: 770-891-0172  
Fax: 866-766-3591  
Email: ken@gsaudits.com

**63.18 (d)** Neither Nexitos nor Greentel hold any domestic or Section 214 authority.

NexUStel holds international Section 214 authority granted in File No. ITC-214-20080421-00191 and holds blanket domestic Section 214 authority.

**63.18 (h)** In accordance with 63.24(e)(3), items (h)-(p) are provided for the Applicants.<sup>2</sup>



Pre-Transaction Ownership

(1) The following entity owns or controls ten percent (10%) or more of the equity of **NexUStel, LLC**:

Name: Nexitos, LLC  
Address: 9700 South Dixie Hwy., Suite 550  
Miami, FL 33156  
Citizenship: U.S. (Florida limited liability company)  
Percentage Owned: 100%  
Principal Business: Holding company for NexUStel interests

(2) The following individuals own or control ten percent (10%) or more of the equity of **Nexitos, LLC**:

(a) Name: Jorge A. Asecio  
Address: 7427 SW 189 St.  
Cutler Bay, FL 33157  
Citizenship: Chile  
Percentage Owned: 70%  
Principal Business: Individual

(b) Name: Julio G. Alvarez  
Address: 8180 Geneva Court, Apt. 328-B  
Doral, FL 33166  
Citizenship: Chile  
Percentage Owned: 20%  
Principal Business: Individual

<sup>2</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

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(c) Name: Sonia Varas  
Address: 11479 NW 60 Terrace # 368  
Doral, FL 33178  
Citizenship: Chile  
Percentage Owned: 10%  
Principal Business: Individual

Post-Transaction Ownership

(1) The following entities will own or control ten percent (10%) or more of the equity of **NexUStel, LLC**:

(a) Name: Nexitos, LLC  
Address: 9700 South Dixie Hwy., Suite 550  
Miami, FL 33156  
Citizenship: U.S. (Florida limited liability company)  
Percentage Owned: 50%  
Principal Business: Holding company for NexUStel interests

(b) Name: Greentel, LLC  
Address: 9700 South Dixie Hwy., Suite 550  
Miami, FL 33156  
Citizenship: U.S. (Florida limited liability company)  
Percentage Owned: 50%  
Principal Business: Holding company for NexUStel interests

(2) The following individuals own or control ten percent (10%) or more of the equity of **Nexitos, LLC**:

(a) Name: Jorge A. Asecio  
Address: 7427 SW 189 St.  
Cutler Bay, FL 33157  
Citizenship: Chile  
Percentage Owned: 70%  
Principal Business: Individual

(b) Name: Julio G. Alvarez  
Address: 8180 Geneva Court, Apt. 328-B  
Doral, FL 33166  
Citizenship: Chile  
Percentage Owned: 20%  
Principal Business: Individual

(c) Name: Sonia Varas  
Address: 11479 NW 60 Terrace # 368  
Doral, FL 33178  
Citizenship: Chile  
Percentage Owned: 10%



Principal Business: Individual

(3) The following individuals will own or control ten percent (10%) or more of the equity of **Greentel, LLC**:

(a) Name: Ramon Rojas  
Address: 9700 South Dixie Hwy, Suite 550  
Miami, FL 33156  
Citizenship: Dominican Republic  
Percentage Owned: 50%  
Principal Business: Individual

(b) Name: Luis Echevarria  
Address: 9700 South Dixie Hwy, Suite 550  
Miami, FL 33156  
Citizenship: U.S.  
Percentage Owned: 50%  
Principal Business: Individual



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No other entity holds a 10% or greater direct or indirect interest in Applicants. No officer or director of Applicants also serves as an officer or director of a foreign carrier as defined in Section 63.09(d).

**63.18 (i)** Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

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**63.18 (j)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

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- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, 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 an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**63.18 (k)** Not applicable.

**63.18 (l)** Not applicable.

**63.18 (m)** Not applicable.

- 63.18 (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 and will not enter into such agreements in the future.
- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

**VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the transaction is set forth in **Section III** above.
- (a)(7)** NexUStel is authorized to provide competitive intrastate long distance telecommunications services in Florida. In addition, NexUStel is authorized to provide competitive intrastate long distance telecommunications services in a number of other states but is submitting requests to withdraw these authorizations because it has not provided any services pursuant to those certificates and has no current plans to provide intrastate telecommunication services in those states for the foreseeable future. All of the services provided by NexUStel are competitive in nature and neither NexUStel nor any affiliated company holds a dominant position in any market.

Applicants are not affiliated with any other telecommunications carrier.

- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act -- ("Affiliates") combined will hold less than a ten

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percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

**(a)(9)** By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

**(a)(10)** Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

**(a)(11)** Not applicable.

**(a)(12)** A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.



**VII. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request expedited treatment to permit Applicants to complete the Transaction as soon as possible.

Respectfully submitted,



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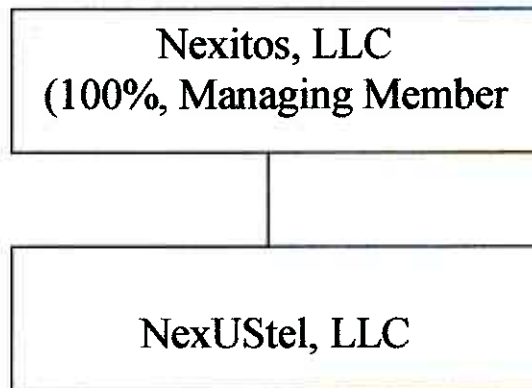
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Dated: April [14], 2009

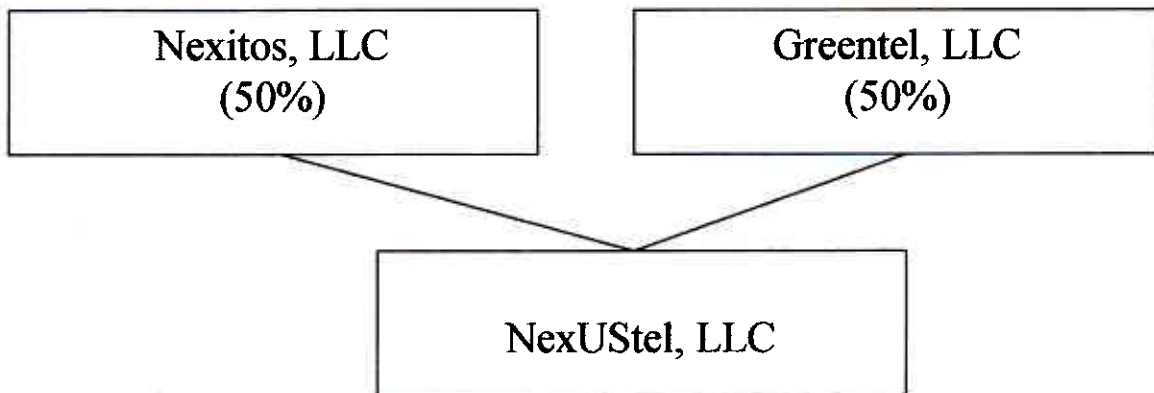
**EXHIBIT A**

**Pre-Transaction Illustrative Chart**



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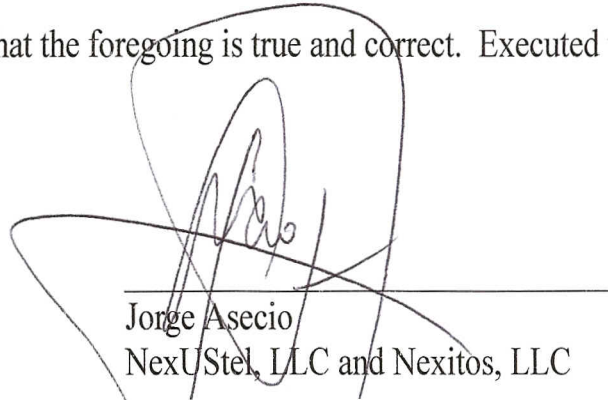
**Post-Transaction Illustrative Chart**



## VERIFICATION

I, Jorge Asecio, state that I am President of Nexitos, LLC, the parent of NexUStel, LLC, and President of NexUStel, LLC; 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14 day of April, 2009.



Jorge Asecio  
NexUStel, LLC and Nexitos, LLC

**VERIFICATION**

I, Luis Echevarria, state that I am President of Greentel, LLC; 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this \_\_\_\_\_ day of April, 2009.



Luis Echevarria  
Greentel, LLC