

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

In the Matter of
Application for the Transfer of Control of

T3 Communications, Inc., Transferor
to
Shift8 Technologies, 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-2017

T3 Communications, Inc., Transferor
to
Shift8 Technologies, 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 T3 Communications, Inc., Transferor
to
Shift8 Technologies, Inc., Transferee

WC Docket No. 17-_____

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 T3 Communications, Inc. ("T3 Com") to Shift8 Technologies, Inc. ("Shift8") (the "Acquisition"). T3 Com holds authority to provide domestic and international

telecommunications services pursuant to section 214 of the Act.² On May 8, 2017, Shift8 entered into an Agreement and Plan of Merger with T3 Communications, Inc. (“T3 Com”). Pursuant to the Agreement, Shift8 Technologies, Inc. (“Shift8”), a Nevada corporation, will form T3 Acquisition, Inc. (“T3 Acquisition”), a Florida corporation. T3 Acquisition will merge with and into T3 Com, with T3 Com as the survivor. As a result of the merger, T3 Com will become a wholly owned subsidiary of Shift8. The T3 Shareholders will receive cash in exchange for their shares of T3 Com.

T3 Com is a provider of interstate, international and intrastate interexchange telecommunications services. The customers of T3 Com will benefit from the greater financial resources and assets of Shift8 that will result from consummation of the ultimate transaction. This transaction will help ensure continuity of service and enhance the ability of T3 Com 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 T3 Com 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 and international long distance 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 T3 Com which holds authority pursuant to section 214 of the Act to provide domestic interstate and international telecommunications service to Shift8. 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:

² T3Com holds domestic and international authority pursuant to section 214 of the Act. Authority was granted in File No. ITC-214-20070911-00377 on October 11, 2007.

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

T3 Communications, Inc.
2401 First St. #300
Fort Myers, FL 33901
Phone (239) 333-3005

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

Shift8 Technologies, Inc.
3463 Magic Drive, Suite 355
San Antonio, TX 78229
Phone (210) 775-0888

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

T3 Communications, Inc.
2401 First St. #300
Fort Myers, FL 33901
Phone (239) 333-3005

- (b) T3 is a Florida corporation.
Shift8 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) T3 was granted authority in File No. ITC-214-20079011-00377

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.

T3 Communications, Inc. (Transferor)

T3 Communications, Inc.
2401 First Street #300
Fort Myers, FL 33901
Attn: Josh P. Reel, President CEO
Phone: (239) 333-3005
Fax: (239) 333-0305
Email: j.reel@t3com.net
Citizenship: Florida corporation
Primary Business: Telecommunications

14.28% owned by Steven C.
Jones, an individual

30.8% owned by Tee Three,
LLP

Steven C. Jones, an individual
1740 Persimmon Drive
Naples, FL 34109
Citizenship: United States
Primary Business: Financial Services

Owns 14.28% of T3
Communications, Inc.

Tee Three, LLP
1404 Dean Street, Suite 100
Ft Myers, FL 33901
Florida limited liability partnership
Primary Business: Investment

Owns 30.8% of T3
Communications, Inc.

Matthew L. Davis DDS Pension Plan
40-2 Barkley Circle
Fort Myers, FL 33901

Owns 12.953900% of Tee
Three, LLP.

There are no additional 10% owners with voting or equity interests in T3 Communications, Inc. Steven C. Jones does not own any other telecommunications companies. Tee Three, LLP does not own any other telecommunications companies.

Shift 8 Technologies, Inc. (Transferee)

Shift8 Technologies, Inc.
3463 Magic Drive, Suite 355
San Antonio, TX 78229
Attn: Arthur L. Smith, President & CEO
Phone: (210) 775-0888
Fax: (210) 693-1012
Email: art.smith@shift8networks.net

100% owned by Digerati
Technologies, Inc.

Digerati Technologies, Inc.
3463 Magic Drive, Suite 355
San Antonio, TX 78229
Phone (210) 775-0888 Ext 1062
Fax (210) 693-1012
Citizenship: Nevada corporation
Primary Business: Telecommunications

36.43% owned by Flagship
Oil and Gas Corp.

Flagship Oil and Gas Corp.
3463 Magic Drive, Suite 355
San Antonio, Texas 78229
Phone (210) 446-5188
Primary Business: Oil and Gas

Owns 36.43% of
Digerati Technologies,
Inc.

Craig K. Clement, an individual
Address: 626 Jessamine Street
San Antonio, Texas 78209
Citizenship: United States
Primary Business: Oil and Gas

Owns 100% of
Flagship Oil and Gas

There are no other 10% or more owners voting or equity in Flagship Oil and Gas Corp. Flagship does not have 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 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 section 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 public notice listing this Application as accepted for filing.

II. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04

This Application seeks Commission consent to transfer control of T3 Communications, 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 T3 Com to Shift8. As a result of the transfer, T3 Com will continue to operate and will be wholly owned by Shift8 Technologies, 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 Com as the post-transaction company and will become a stronger competitor in the marketplace for interstate and international telecommunications services. The customers of T3 Com will benefit from Shift8's resources and assets, which will help ensure continuity of service and enhance the ability of T3 Com 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 T3 Com to Shift8.

Respectfully submitted,

Leon Nowalsky

Leon Nowalsky, Esq. *LN*
Nowalsky & Gothard
A Professional Limited Liability Company
1420 Veterans Blvd.
Metairie, LA 70005
Telephone: (504) 832-1984
Counsel for T3 Communications, Inc. and
Shift8 Technologies, Inc.

STATE OF FL

PARISH OF Lee

VERIFICATION

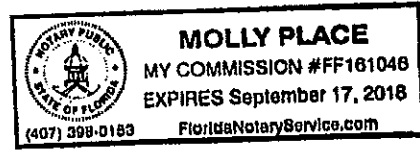
I, JOSH P. REEL, am the C.E.O. of T3 Communications Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: [Signature]
Name: JOSH P. REEL
Title: C.E.O.

Sworn to and subscribed before me, Notary Public, in and for the State and Parish named above, this 1st day of June, 2017

[Signature]
Notary Public

My commission expires: 9/17/2018




State of FL

County of Lee

AFFIDAVIT

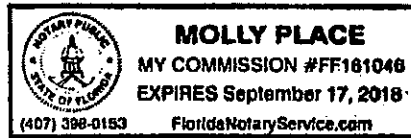
The applicant below certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21U.S.C. Section 862, because of a conviction for possession or distribution of a controlled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

By: 
Printed Name: TASHA RUEL
Title: CEO
Company Name: T3 Conventions, Inc.
Address: 2401 1st Street
Address: Et. Myers, FL 32901

Sworn to and subscribed before me this
1st day of June, 2017

Molly Place
Notary Public

My commission expires 9/17/18

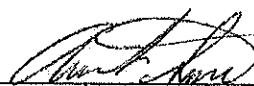


STATE OF TEXAS

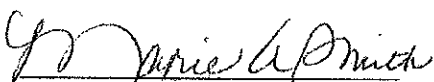
COUNTY OF BEXAR

VERIFICATION

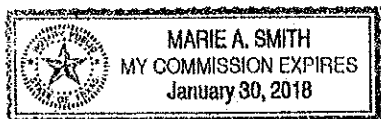
I, Arthur L. Smith am the CEO of SHK18 Technologies, Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: Arthur L. Smith
Title: CEO

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 2nd day of June, 2017


Notary Public

My commission expires: January 30, 2018

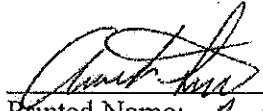


State of TEXAS

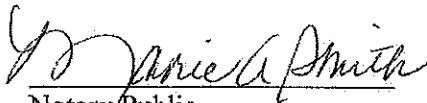
County of BEXAR

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: 
Printed Name: Arthur L. Smith
Title: CEO
Company Name: Shift8 Technologies, Inc.
Address: 3463 Magic Drive, Suite 355
Address: San Antonio, TX 78229

Sworn to and subscribed before me this
6th day of June, 2017


Notary Public

My commission expires January 30, 2018

