BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In the Matter of	)	
PTGI International Carrier Services, Inc., **Authorization Holder**	)	ITC-T/C-2020____-_____
HC2 Holdings, Inc., **Transferor**	)	
and	)	
GoIP Global, Inc., **Transferee**	)	
Application or Consent to Transfer of Control of International Section 214 Authorizations		

To: Chief, International Bureau

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

HC2 Holdings, Inc. ("HC2" or "Transferor") and GoIP Global, Inc. ("GoIP" or "Transferee") (together the "Applicants") hereby seek, pursuant to Section 214 of the Communications Act, as amended (the "Act"), and Sections 63.18 and 63.24 of the Rules of the Federal Communications Commission (the "Commission"), Commission approval for transfer of control of PTGI International Carrier Services, Inc. ("PTGi"), the holder of a Section 214 telecommunications service authorization permitting it to offer international telecommunications services on a facilities-based and resale basis.

I. DESCRIPTION OF THE PARTIES

PTGi, the authorization holder, has been an authorized international telecommunications service provider since 2008, when it was granted its existing Section 214 authorization. PTGi uses its authority to provide premium voice and data communication services for national telecom operators, mobile operators, wholesale carriers, prepaid operators, value-added resellers and voice over Internet Protocol service operators. The sole business of PTGi is transiting international long-distance voice and data traffic from one telecommunications service provider to another on a wholesale basis. PTGi operates an extensive network of direct routes globally transiting calls from the originating network operator to the terminating network operator.

HC2, the Transferor, is a publicly traded (NYSE:HCHC) diversified holding company founded in 1994 that seeks opportunities to acquire and grow businesses over the long-term in order to maximize value for all stakeholders. HC2 has a diverse array of operating subsidiaries across multiple business segments, including construction, energy, telecommunications, life sciences, broadcasting and insurance.

GoIP is executing a long-term business plan that includes strategic investments across multiple industry sectors, including technology, media, telecommunications, transportation and consumer products. GoIP, which is a publicly traded company (OTC: GOIG), will be the holding company in the United States for multiple operating company subsidiaries. Following the completion of the transaction, GoIP will be renamed TransWorld Enterprises, Inc.

GoIP's mandate is to add business in each segment that deliver shareholder value in the near term while offering long-term organic and strategic growth. PTGi will be a 100% owned subsidiary of GoIP operating in the telecommunications business segment. PTGi's existing employees based in the United States will all remain with the company and no management or workforce changes are planned either prior to or following consummation.

The controlling shareholder of GoIP is KORR Acquisitions Group, Inc. ("KORR"), a registered investment advisor with headquarters in Westbury, NY. KORR is controlled by Cori J. Orr, who owns 70% of the company. The remaining 30% is owned by HGM Properties LLC, a company controlled by Gary Podell, who is also the Chief Executive Officer of KORR. Both

Ms. Orr and Mr. Podell are U.S. citizens. There are no other entities or individuals with a ten percent or greater stake in GoIP.

II. DESCRIPTION OF THE TRANSACTION

GoIP will acquire from HC2 100% of the stock of PTGi, which will include ownership of PTGi's wholly owned subsidiary GO2Tel.Com, Inc. As a result of the contemplated transaction, PTGi would become a wholly owned subsidiary of GoIP. *See* Attachment, Pre- and Post-Transaction Ownership Structure.

III. APPROVAL OF THE REQUESTED TRANSFER OF CONTROL WILL PROVIDE SUBSTANTIAL PUBLIC INTEREST BENEFITS WITH NO COMPETITIVE OR OTHER HARMS

The Commission assesses transfers of control under Sections 214(a) and 310(d) of the Communications Act, granting a proposed transfer of control upon determining that it serves the public interest, convenience and necessity. The Commission makes this determination by first assessing whether the proposed transaction complies with "specific provisions of the Act, other applicable statutes, and the Commission's rules."[1] If the proposed transaction does not violate a statute or rule, then the Commission assesses whether the transaction will result in public interest harms, including whether the transaction will result in any anti-competitive effect, and whether such harms, if any, can be ameliorated by narrowly tailored, transaction-specific conditions.[2] The Commission then weighs any harms against the public interest benefits of the transaction. The Commission may approve a transaction when a transaction is unlikely to raise public interest concerns or "if the Commission is able to find that narrowly tailored, transaction-specific

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[1] Level 3 Communications, Inc. and CenturyLink, Inc., *Memorandum Opinion and Order*, 32 FCC Rcd 9581, 9585, ¶ 8 (2017).

[2] *Id.* 9585-86, ¶ 9.

conditions are able to ameliorate any public interest harms and the transaction is in the public interest."[3]

The proposed transaction will not violate the Communications Act or any Commission rules or policies. As a transaction taking place only at the level of PTGi's holding company, with GoIP becoming the controlling shareholder, the proposed transaction will not result in any change in its ongoing operations that would alter any aspect of its current operations or impair any of its regulatory obligations. The proposed transaction is necessitated due to secular decline in PTGI's business over the past five years caused by consumers and businesses switching to alternate technologies (including i-VoIP and software-driven video applications). The decline in revenues combined with increasing public company compliance costs that arise from being a part of a New York Stock Exchange corporate filing group has contributed to the decision to establish an alternative business structure. Under the new ownership structure, PTGi will be able to continue to offer competitive pricing in the international market for long distance wholesale services.

PTGi will remain committed to meeting the needs of its existing customers. PTGi's top management team will remain unchanged. The company will continue to provide wholesale telecommunications capacity to a variety of carriers and other industry customers. There will be no significant change in its operations as a result of the proposed transfer of control, which simply changes the upstream ownership of the company. In addition, the transaction will

[3] *Id.* 9586, ¶¶ 10-11; *see also* SBC/Bell South Order at 25464, ¶ 13 (The Commission reviews "(1) whether the transaction would result in the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits.").

produce multiple tangible economic benefits for the company, its customers and its employees. First, the transaction will provide continued competitive pricing that benefits companies and consumers in the international long-distance market. With the decline in the number of U.S. providers in the long-distance business, PTGi's continued operations benefit consumers due to its competitive price offerings. Second, the new business structure will place PTGi on a better long-term footing to maintain its current U.S.-based workforce, retain profits and pay taxes. Third, GoIP will acquire a business platform to grow its presence in the U.S. market, potentially increasing employment and taxable U.S. revenues.

Accordingly, the proposed ownership changes will cause no harm to customers while producing significant benefits. PTGi will continue to provide the same types of quality services on the same or similar contract-based terms and conditions as it has from its inception. In sum, the transaction will not violate any statute or rules, will result in no public interest harms, and will directly result in significant public interest benefits.

IV. INFORMATION REQUIRED UNDER SECTION 63.24 OF THE COMMISSION'S RULES RELATING TO THE TRANSFER OF CONTROL

In support of this Application, the Applicants submit the following information pursuant to Sections 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a)-(d), (h)-(k) and (m)-(p) of Section 63.18.

(a) Name, Address and Telephone Number of Each Applicant

Contact information concerning the Transferor and the Transferee is provided in response to Questions 6 and 7 of FCC Form 214TC with which this narrative statement is associated.

(b) Jurisdictions under which Applicants are Organized

- PTGi is a Delaware corporation.
- HC2 is a Delaware corporation
- GoIP is a Colorado corporation.

(c) Correspondence concerning this Application should be sent to: (Answer Question 10)

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2001 L Street, NW, Suite 400
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(d) 214 Authorizations (Answer Question 10)

PTGi is the current holder of an international Section 214 authorization permitting it to provide international telecommunications services on both a facilities-based and resale basis. This authority was granted in 2008 under FCC File No. ITC-214-20080131-00042. This application seeks FCC approval to transfer control of this authority from HC2 to GoIP.

Neither the Transferee nor its investors currently holds any domestic or international Section 214 authorizations.

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(h) Ten Percent or Greater Interest Holders/Interlocking Directorates (Answer to Question 11 and Question 12)

After consummation of the Transaction, the following entities will own a ten percent (10%) or greater indirect ownership interest in PTGi through the stated ownership stakes in GoIP:

Name: KORR Acquisitions Group, Inc.
Address: 1400 Old Country Road
Suite 305
City, State, Zip: Westbury, New York, 11590
Citizenship: New York
Principal Business: Investment
Percentage of Ownership: 57.65% equity and voting

No other entity or individual will own a ten percent (10%) or greater direct equity or voting interest in the company. As stated above, KORR Acquisitions Group, Inc. is 70% owned by Cori J. Orr, a U.S. citizen. with the remaining 30% owned by HGM Properties LLC, a Delaware Limited Liability Company controlled by KORR's CEO, Gary Podell. Following the consummation of the transaction, Mr. Philip Scala, the CEO of GoIP, will serve on the boards of directors of both GoIP and PTGi.

(i) Foreign Carrier Affiliations
(Answer to Question 14)

The Applicants certify that, both prior to and following consummation of the Transaction, no party to the application will have an affiliation with any foreign carrier as these terms are defined in Sections 63.09 (d) & (e) of the Commission's Rules. *See* 47 C.F.R. § 63.09 (d) & (e).

(j) Foreign Carrier Control in Destination Countries
(Answer to Question 15)

As referenced above, the Applicants certify that no party to the application will be a foreign carrier, control a foreign carrier, hold 25 percent or greater interest in a foreign carrier in any destination market, and that no combination of foreign carriers (or entities that control any foreign carrier) will own, in the aggregate, more than 25 percent of the Section 214 holder.

(k)&(m) Non-Dominant Carrier Status for Service to Non-U.S. Markets (Answer to Question 16)

This question is not applicable because PTGi is not itself a foreign carrier and has no foreign carrier affiliation in any non-U.S. market, and it is therefore presumptively a non-dominant carrier on all routes under Section 63.10(a)(1) of the Commission's Rules. *See* 47 C.F.R. § 63.10(a)(1).

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(n) Certification with Respect to Special Concessions

This certification is provided in response to Question 21 in FCC Form 214TC to which this narrative is attached.

(o) Certification with Respect to Section 5301 of the Anti-Drug Abuse Act of 1988.

This certification is provided in response to Question 25 in FCC Form 214TC to which this narrative is attached.

(p) Streamlined Processing

The applicants respectfully request streamlined processing of this application as the applicants meet all required criteria for such treatment. As stated in response to the foregoing questions, no party to the application is affiliated with a foreign carrier in any destination market, nor will the post-consummation company be affiliated with any dominant U.S. carrier. Moreover, PTGi does not and will not have any foreign disclosable interest holders. For these reasons, this application is eligible for streamlined treatment in accordance with Sections 63.12 (a) and (b) of the Commission's Rules. *See* 47 C.F.R. § 63.12(a) & (b).

V. **CONCLUSION**

For all the foregoing reasons, Applicants respectfully request that the Commission grant all authority necessary for the consummation of the transfer of control described herein on a streamlined basis.

Respectfully submitted,

By: s/ *David S. Keir*
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October 5, 2020

Pre- and Post-Transaction Ownership Structure

Current Ownership

Proposed Ownership Post-Closing