

State of Florida



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# Public Service Commission

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COMMISSION  
CLERK

**-M-E-M-O-R-A-N-D-U-M-**

**DATE:** January 8, 2009

**TO:** Ann Cole, Commission Clerk - PSC, Office of Commission Clerk

**FROM:** Melinda H. Watts, Engineering Specialist III, Division of Regulatory Compliance *MHW*

**RE:** Docket No. 080684-TI - Joint request for waiver of carrier selection requirements of Rule 25-4.118, F.A.C., in the transfer of long distance customers from NetLojix Telecom, Inc. to First Choice Technology, Inc., and request for cancellation of IXC Registration No. TJ332, effective December 31, 2008.

Please add the attached correspondence to Docket No. 080864-TI, dated November 6, 2008, from Leon Nowalsky, counsel representing NetLojix Telecom, Inc. and First Choice Technology, Inc., to the subject docket file.

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# NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

Leon L. Nowalsky  
Benjamin W. Bronston  
Edward P. Gothard

3500 North Causeway Boulevard  
Suite 1442  
Metairie, Louisiana 70002  
Telephone: (504) 832-1984  
Facsimile: (504) 831-0892

Philip R. Adams, Jr.

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DIVISION OF  
REGULATORY COMPLIANCE

November 6, 2008

*Via Overnight Mail*

Florida Public Service Commission  
Executive Secretary  
2540 Shumard Oak Drive  
Tallahassee, FL 32399

Re: Notification by First Choice Technology, Inc. and  
NetLojix Telecom, Inc. for Approval of an Asset Purchase Agreement

Dear Sir or Madam:

On behalf of First Choice Technology, Inc. ("First Choice") and NetLojix Telecom, Inc. ("NetLojix")(together "Applicants"), this letter is to advise the Commission of an Asset Purchase Agreement (the "Agreement"), whereby First Choice will acquire NetLojix's residential and business long distance customer accounts in this State (the "Acquisition"). **The Parties are also requesting that the Commission waive the verification requirements of Florida Administrative Code Rule 25-4.118.**

It is our understanding, based upon review of the applicable statutes and regulations, that this transaction does not require prior Commission approval. Accordingly, absent written notice to the contrary within thirty (30) days of the date of this letter, the parties will proceed to consummate the transaction in a timely fashion.

First Choice is a Delaware corporation with principal offices located at 601 North Orlando Avenue, Suite 211, Maitland, FL 32751. First Choice is a certified long distance telecommunications provider in this State.<sup>1</sup>

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<sup>1</sup> First Choice provides resold long distance telecommunications services in this State pursuant to authority granted in Docket No. 040712-TI, dated 8/9/04.

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NetLojix is a Delaware corporation, with principal offices located at 7001 Boulevard 26, #323, North Richland Hills, TX 76180. NetLojix is a certified long distance telecommunications provider in this State<sup>2</sup>.

The Acquisition contemplates the following:

- a. First Choice will acquire ownership, right, title and interest in and to substantially all of NetLojix's residential and business customer accounts, as defined in the Agreement.
- b. NetLojix will receive the purchase price set forth in the Agreement,

The Acquisition will consolidate and transfer NetLojix's residential and business accounts to First Choice in order to create a single, larger provider of telecommunications services, facilitating efficiencies to benefit all of First Choice's customers, including those customers acquired from NetLojix. Service to NetLojix's customers will continue uninterrupted.

NetLojix's customers will be given the opportunity to switch their service to a different carrier. First Choice anticipates that none of NetLojix's customers will experience any increase in rates due to the Acquisition. To the extent that any of NetLojix's rates are not presently included in First Choice's Tariffs, First Choice will amend its Tariffs accordingly to include such rates. As a result, the transaction should not cause any inconvenience or confusion to NetLojix customers. Those NetLojix customers who choose not to switch their service to a different carrier will receive service from First Choice.

NetLojix's technical, managerial and financial personnel will assist with the transition and integration of the acquired assets after the transaction and First Choice's technical, managerial and financial personnel will continue to serve the transferred NetLojix customers with the same high level of expertise.

Critical to the Acquisition is the need to ensure the continuation of high quality service to all customers currently served by NetLojix. The Acquisition will serve the public interest in that it will ensure that current NetLojix customers maintain uninterrupted service. The Acquisition will also serve to create a heightened level of operating efficiency, which will serve to enhance the overall capacity of First Choice to compete in the marketplace and to provide telecommunications services to a greater number of consumers in this State at competitive rates.

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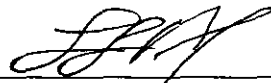
<sup>2</sup> NetLojix provides resold long distance telecommunications services in this State pursuant to authority granted in Docket No 991801, dated 4/3/00.

Applicants request NetLojix's Certificates of Public Convenience and Necessity be canceled upon consummation of the transaction.

The parties are forwarding this letter to the Commission for informational purposes only, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days of the date of this letter, the Applicants will proceed under the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

Enclosed are the original and six (6) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact me. Thank you for your assistance in this matter.

Respectfully submitted,



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Leon Nowalsky, Esq.  
Nowalsky, Bronston & Gothard  
A Professional Limited Liability Company  
3500 North Causeway Boulevard, Suite 1442  
Metairie, Louisiana 70002  
Telephone: (504) 832-1984  
Fax: (504) 831-0892  
Counsel for First Choice Technology, Inc. and  
NetLojix Telecom, Inc.  
lnowalsky@nbglaw.com