

NOWALSKY & GOTHARD
A Professional Limited Liability Company
Attorneys at Law
1420 Veterans Memorial Blvd.
Metairie, Louisiana 70005
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

LEON L. NOWALSKY
EDWARD P. GOTHARD

June 23, 2017

VIA OVERNIGHT DELIVERY

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

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COMMISSION
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Re: Notification by Shift8 Technologies, Inc. and T3 Communications, Inc. of a Transfer of Control

Dear Sir or Madam:

T3 Communications, Inc. ("T3 or Transferor") and Shift8 Technologies, Inc. ("Shift8" or "Transferee") (collectively, the "Applicants"), through undersigned counsel herein submit this letter to advise the Commission of the entering into an Agreement and Plan of Merger (the "Agreement") whereby Shift8 will acquire 100% of the stock of T3, pursuant to the terms of the Agreement (the "Acquisition")^{1/}

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.

Shift8 is a Nevada corporation with principal offices located at 3463 Magic Drive, Suite 355, San Antonio, TX 78229. Shift8 is not authorized to provide telecommunications services in this State².

T3 is a Florida corporation with principal offices located at 2401 First Street, #300, Fort Myers, FL 33901. T3 is authorized to provide telecommunications services in this State.

1. Pursuant to the terms of the Agreement, T3 will become a wholly-owned subsidiary of Shift8 following the consummation of the transaction. The management, company name, address and technical personnel will remain essentially the same post-closing.

2 T3 provides telecommunications services in the State of Florida pursuant to authority issued in Docket No 020964 (TX691) issued 12/12/02.

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The Acquisition contemplates the following:

- a. Shift8 will acquire all of Transferor's right, title and interest in and to the Stock of T3.
- b. The Transferor will receive the purchase price set forth in the Agreement from Shift8.
- c. T3 will become a wholly-owned subsidiary of Shift8 following closing of the transaction.

Applicants respectfully submit that the Acquisition would enhance Shift8's ability to compete effectively in this State. Shift8 is both financially and operationally qualified to consummate the Acquisition. The technical, managerial and financial personnel of T3 will assist Shift8 with the operation of the acquired business after consummation of the Acquisition. Information on Shift8's management team is attached hereto.

The Acquisition will serve the public interest in that it will serve to create an increased level of operating efficiency which generally will serve to enhance the overall capacity of T3 to compete in the marketplace and to provide telecommunications services for a greater number of consumers in this State at competitive rates.

Applicants emphasize that the Acquisition will not change the rates, terms and conditions under which T3's customers presently receive service. The Acquisition will benefit T3 customers by enabling them to continue to receive the same high quality services previously rendered to them. Accordingly, approval of the Acquisition will not in any way be detrimental to the public interests of this State.

Applicants do not request transfer of T3's Certificates of Public Convenience and Necessity or other operating authority, to Shift8. Rather, because Shift8 is purchasing 100% of T3's stock, and T3 will continue in operation following the transaction. T3, by becoming a wholly-owned subsidiary of Shift8 following consummation of the transaction, will retain its Certificates of Public Convenience and Necessity and will continue to service its customers pursuant thereto.

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 five (5) 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

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regarding the matters discussed herein, please do not hesitate to contact me. Thank you for your assistance in this matter.

Respectfully submitted,



Leon Nowalsky *LN*
Nowalsky & Gothard, APLLC
1420 Veterans Blvd.
Metairie, LA 70005
Telephone: (504) 832-1984
Fax: (504) 831-0892