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July 3, 2018
Via Overnight Delivery

Ms. Carlotta S. Stauffer, Commission Clerk
Office of Commission Clerk & Administrative Services
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

RE: PacOptic Networks, LLC and 385 Inc.
Notice of Ownership Change

Dear Ms. Stauffer:

Enclosed for filing please find the original and one (1) copy of the Notice of Ownership Change submitted on behalf of PacOptic Networks, LLC ("PacOptic") and 385 Inc.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3005 or via email to swarren@inteserra.com. Thank you for your assistance in this matter.

Sincerely,

Sharon R. Warren
Consultant

cc: Shawn Matthews – PacOptic
Steven Dahl – 385
Joesph P. Bowser
tms: FLx1801

Enclosures
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PacOptic Networks, LLC's Notice of Ownership Change

Shawn Matthews ("Mr. Matthews" or "Transferor") and 385 Inc. ("385" or "Transferee"), through their consultant and counsel, hereby respectfully notify the Commission of an impending transfer of control of PacOptic Networks, LLC ("PacOptic"), which holds a Certificate of Authority to provide competitive local exchange service in Florida, from Mr. Matthews to 385. Because PacOptic is still in the process of operationalizing its network in Florida and has yet to establish any customer relationships here, this transaction will not affect any customers in Florida. Consequently, the proposed transaction will have no impact on Florida customers and no customer notice is required. In support of this Notice, the parties provide the following additional information:

I. DESCRIPTION OF THE PARTIES

A. Certificate Holder

PacOptic is a Virginia limited liability company that is licensed to provide competitive telephone exchange services and exchange access services as a competitive local exchange carrier ("CLEC") in Colorado, Georgia, Florida, and Massachusetts. In Florida, PacOptic holds a Certificate of Authority to provide competitive local exchange services throughout the State of Florida. Certificate No. 8883 (Issued Feb. 19, 2016; Order No. PSC-16-0079-CO-TX).

B. Transferor

Mr. Matthews is the current sole member and owner of PacOptic.

C. Transferee

385 Inc. is a newly formed Iowa corporation established and wholly owned by Mr. Stevin Dahl, a U.S. citizen and resident of Iowa. Mr. Dahl has over ten years of experience in the

operational and regulatory aspects of managing several local exchange carriers, an interconnected VoIP provider, and other entities in the communications industry.

II. DESCRIPTION OF THE TRANSACTION

On June 29, 2018, Mr. Matthews and 385 Inc., via Mr. Dahl, entered into an agreement pursuant to which 385 will acquire Mr. Matthews's 100% membership interest in PacOptic. The proposed transaction involves the sale by Mr. Matthews of all of the limited liability company's membership units to 385, a holding company wholly owned by Mr. Dahl.

After obtaining approval of the proposed transaction by the Federal Communications Commission and certain other state public utility commissions, Applicants will complete the transaction. 385 will then be the sole member and owner of PacOptic, and Mr. Dahl, via his sole ownership of 385, will have full control of PacOptic's assets and operations, including its Certificate of Authority in Florida.

After the proposed transaction's closing, PacOptic will continue to operate under its existing certificate and the transfer of control will not change the operations of PacOptic, and Mr. Dahl will continue the company's growth strategy, including here in Florida. Thus, the transaction will be transparent to customers and the Commission. **Exhibit A** hereto depicts the current and post-closing structures of the proposed transaction.

III. PUBLIC INTEREST STATEMENT

The proposed transaction services the public interest because it will assure the continued growth and management of PacOptic under Mr. Dahl, who has over ten years of experience in the operational and regulatory aspects of managing or working for several local exchange carriers, interconnected VoIP providers, and other entities in the communications industry. Furthermore, there will be no interruption of service to the end users as PacOptic has yet to

establish its customer base here in Florida. Thus, grant of this Application will allow for the additional provision of quality, competitive telecommunications services here in Florida. The transaction also raises no competitive issues.

IV. CONTACT INFORMATION

Authorization Holder:

PacOptic Networks, LLC
20130 Lakeview Center Plaza
Suite 400
Ashburn, Virginia 20147
Telephone: (888) 722-8188

Transferor:

Shawn Matthews
19448 Mill Dam Place
Leesburg, Virginia 20176
Telephone: (888) 722-8188

Transferee:

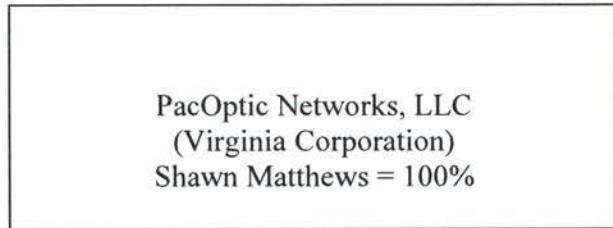
385 Inc.
c/o Stevin Dahl, President
3816 Ingersoll Avenue
Des Moines, Iowa 50312
Telephone: (800) 554-5651

With a copy to Counsel for PacOptic and the Applicants:

Joseph P. Bowser
Roth Jackson Gibbons Condlin, PLC
11 S. 12th Street, Suite 500
Richmond, Virginia 23219
Telephone: (804) 441-8701
Facsimile: (804) 441-8438
jbowser@rothjackson.com

EXHIBIT A

PRE-ORGANIZATION CHART



POST-ORGANIZATION CHART

