

NOWALSKY & GOTHARD
A Professional Limited Liability Company

Leon L. Nowalsky
Edward P. Gothard

Attorneys at Law
1420 Veterans Memorial Blvd
Metairie, Louisiana 70005
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

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Via Overnight

Executive Secretary
Washington Utilities & Transportation Commission
1300 South Evergreen Park Dr. S.W.
Olympia, WA 98504

Re: Notification of XYN Holdings International, Inc.
and its wholly owned Operating Subsidiary
XYN Communications, LLC and CD4T, LLC, of the
entering into a Membership Interest Purchase Agreement

On behalf of XYN Holdings International, Inc. ("XYN Holdings") its wholly owned subsidiary, XYN Communications, LLC ("XYN Com."), collectively ("Seller") and CD4T, LLC ("Buyer") (together "Applicants"), this letter is to advise the Commission of the intent of the Parties to enter into a Membership Interest Purchase Agreement ("Agreement") whereby Buyer is acquiring all of the outstanding membership interests in XYN Holdings from its present owners and, as a result of this Transaction, Buyer will control the ultimate parent of XYN Com. XYN Com is a licensed provider of competitive local exchange and long distance services within the State of Washington. ^{1/}

XYN Holdings is a Nevada Domestic Corporation whose principal office is located at 8275 S. Eastern Avenue, Ste. 200, Las Vegas, NV 89123. XYN Holdings is a holding company organized to own individual operating subsidiaries that provide telecommunications services. XYN Holdings does not possess any regulatory licenses or provide telecommunications services.

XYN Com. is a Nevada Limited Liability Corporation whose principal office is located at 8275 E. Eastern Avenue, Ste. 200, Las Vegas, NV 89123. XYN Com. is certified and licensed to provide Competitive Local Exchanges ("CLEC") and long distance services within the State.

^{1/} XYN Communications, LLC received authority to provide telecommunications services in this state in Docket UT-101799 on 12/5/2010.

CD4T, LLC is a Nevada Limited Liability Corporation whose principal office is located at 8924 Spanish Heights Drive, Las Vegas, NV 89148. CD4T was specifically organized to acquire all of the membership interests in XYN Holdings. CD4T does not possess any regulatory licenses or provide telecommunications services.

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 manner.

The Transaction contemplates the following:

- a) CD4T will acquire all of the membership interests in XYN Holdings from its owners and XYN Holdings will maintain its corporate existence and retain all of its assets including its ownership of XYN Com.
- b) XYN Com. shall remain a wholly owned subsidiary of XYN Holdings and continue to operate as both a CLEC and long distance provider within the State of Washington.

The Transaction proposes to change the ownership of XYN Holdings so that XYN Com., the operating subsidiary, can obtain access to the greater financial resources of CD4T which will provide an immediate benefit to XYN Com.'s customers.

The customers of XYN Com. will be given the opportunity to switch their service to a different carrier. CD4T anticipates that none of the local or long distance customers of XYN Com. will experience any changes in rates or services due to the Transaction. As a result, the Transaction should not cause any inconvenience or confusion to the pre-existing customers of XYN Com. Those customers of XYN Com. who choose not to switch their service to a different carrier will continue to receive the same service from XYN Com.

The technical, managerial and financial personnel of XYN Com. will assist with the transition and integration of the business and continue in similar roles following completion of the Transaction.

Critical to the transaction is the need to ensure the continuation of high quality service to all local and long distance customers currently served by XYN Com. The Transaction will serve the public interest in that it will ensure that current XYN Com.'s customers maintain uninterrupted service. The Transaction will also serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of XYN Com. to compete in the marketplace and to provide telecommunications services for a greater number of consumers in this State at competitive rates.

The Parties are forwarding this letter to the Commission for informational purposes, 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, we 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 three (3) 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,



Leon L. Nowalsky, *nb*
Nowalsky & Gothard
A Professional Limited Liability Company
1420 Veterans Memorial Blvd.
Metairie, La 70005
Telephone: (504) 832-1984
Fax: (504) 831-0892
Counsel for XYN Holdings, XYN Com. and CD4T, LLC.