

IT&E INTERNATIONAL GROUP  
Form PRE 14A  
August 19, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_\_\_\_\_)

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
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 Soliciting Material Pursuant to Rule 14a-12

**IT&E International Group**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- (1) Amount Previously Paid:
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  - (4) Date Filed:

**IT&E INTERNATIONAL GROUP**  
**505 Lomas Santa Fe Drive, Suite 200**  
**Solana Beach, California 92075**

**NOTICE OF 2005 ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON SEPTEMBER 26, 2005**

TO THE SHAREHOLDERS:

The Annual Meeting of Shareholders of IT&E International Group, a Nevada corporation (the Company), will be held at the Marriott Del Mar, 11966 El Camino Real, San Diego, California 92130 on September 26, 2005 at 9:00 A.M. (Pacific Time) for the purpose of considering and voting upon:

1. the election of three directors to serve on our Board of Directors until our 2006 Annual Meeting of Shareholders or until their successors have been duly elected and qualified;
2. the approval of the Company's 2005 Equity Incentive Plan;
3. the approval of the Company's Amended and Restated Articles of Incorporation;
4. the ratification of the appointment of Beckstead and Watts, LLP to serve as our independent accountants for fiscal year 2005; and
5. the transaction of any other business that is properly presented before the Annual Meeting or any adjournment or postponement thereof.

All holders of shares of our common stock, as of the close of business on August 15, 2005, are entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

By Order of our Board of Directors,

\_\_\_\_\_  
Peter R. Sollenne  
Chief Executive Officer and Director

Solana Beach, California  
August \_\_, 2005

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**IMPORTANT**

Whether or not you expect to attend our 2005 Annual Meeting of Shareholders in person, please complete, date, sign, and return the enclosed proxy card in the enclosed envelope, which requires no postage if mailed in the United States. Your proxy will be revocable any time prior to its exercise either in writing or by voting your shares personally at our 2005 Annual Meeting of Shareholders.

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**IT&E INTERNATIONAL GROUP**  
**505 Lomas Santa Fe Drive, Suite 200**  
**Solana Beach, California 92075**

**PROXY STATEMENT**  
**FOR**  
**2005 ANNUAL MEETING OF SHAREHOLDERS**

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## GENERAL

We are providing these proxy materials in connection with the solicitation by our Board of Directors, or Board, of proxies to be voted at our 2005 Annual Meeting of Shareholders. You are cordially invited to attend the Annual Meeting, which will be held at the Marriott Del Mar, 11966 El Camino Real, San Diego, California 92130 on September 26, 2005, at 9:00 A.M. (Pacific Time). The approximate mailing date of this proxy statement, notice and the accompanying proxy is August 30, 2005. (Throughout this proxy statement, we refer to IT&E International Group as we, our, us and the Company.)

A form of the proxy is enclosed for use at the Annual Meeting. Our shareholders are being asked to vote upon the election of three directors to the Board, the approval of our 2005 Equity Incentive Plan, the amendment and restatement of our Articles of Incorporation, the ratification of our independent accountants and such other business as may properly come before the meeting.

### Proxy Information

We will vote the shares represented by a properly signed proxy that we receive before or at the Annual Meeting in accordance with the specifications made on the proxy. Proxies that we receive with no specification will be voted, as recommended by our Board: (i) to elect the three nominees for director named in this proxy statement, (ii) to approve the 2005 Equity Incentive Plan, (iii) to approve the Amended and Restated Articles of Incorporation, and (iv) to ratify Beckstead and Watts, LLP, as our independent accountants.

You may revoke your proxy at any time before it is voted at the Annual Meeting. You may revoke your proxy by giving written notice of such revocation to the Secretary at our corporate headquarters, which are located at 505 Lomas Santa Fe Drive, Suite 200, Solana Beach, California 92075. You may also revoke your proxy by filing a properly executed proxy bearing a later date or by voting in person at the Annual Meeting.

### Record Date and Voting

If you are a shareholder of record at the close of business on August 15, 2005, you are entitled to one vote for each share of our common stock you hold on each matter submitted to a vote of our shareholders. If you are a holder of our Series A Preferred Stock, you are entitled to ten votes for each share of Series A Preferred Stock you hold on each matter submitted to a vote of our shareholders. As of August 15, 2005, there were 21,344,198 shares of our common stock, par value \$.001 per share, outstanding and 2,000,000 shares of our Series A Preferred Stock, par value \$.001 per share, outstanding.

Holders of a majority of the voting interest of our common stock, present in person or by proxy, will constitute a quorum for the holding of the Annual Meeting directors. The inspectors of election we appoint will tabulate the votes cast in person or by proxy at the Annual Meeting. The inspectors of election will treat proxies marked withhold and/or abstain as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but as unvoted for purposes of determining the approval of any matter submitted to the shareholders for a vote. If a broker indicates on the proxy that it does not have discretionary authority as to certain shares to vote on a particular matter, those shares will not be considered as present and entitled to vote by the inspectors of election with respect to that matter.

You may either vote for or withhold your vote for each of the director nominees identified below. The three director nominees receiving the greatest number of votes will be elected to our Board. If you mark your vote withhold or abstain or you do not vote in the election (including broker non-votes), this will have no impact on the election of directors. In matters other than the election of directors, the matter must be approved by a majority of the votes cast on each matter. Under Nevada law, abstentions or votes withheld on a matter other than the election of directors are not counted as votes cast, and therefore have no effect on the approval of the matter.

The cost of soliciting proxies, including expenses in connection with preparing and mailing this proxy statement, will be borne by us. In addition to solicitation by use of the mail, certain officers and regular employees of our company may solicit, for no additional compensation, the return of proxies by use of telephone, telegram or personal interview. We have requested brokerage houses and other custodians, nominees and fiduciaries to forward soliciting materials to their principals, the beneficial owners of shares of our company's common stock, and we may reimburse them for their reasonable out-of-pocket expenses in so doing.

### Cumulative Voting

Certain provisions of the California Corporations Code which are applicable to the Company, provide for cumulative voting with respect to the election of directors to our Board. Cumulative voting allows each shareholder to cumulate such shareholder's votes and give one candidate for director a number of votes equal to (a) the number of directors to be elected multiplied by (b) the number of votes to which the shareholder's shares would normally be entitled to cast, or to distribute the shareholder's votes on the same principle among as many candidates as the shareholder desires. For example, as described below, our shareholders are being asked to elect three (3) directors at the Annual Meeting. Using cumulative voting, a shareholder holding 100 shares of our common stock would be allowed to cast 300 votes for the election of directors

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(calculated by multiplying the number of directors to be elected (three (3)) by the number of votes the shareholder's shares would normally be entitled to cast (100)). Such 300 shares could all be cast for one candidate for director, or could be allocated among any number of candidates, as the shareholder sees fit.

However, cumulative voting is not applicable to the election of directors to our Board, and no shareholder will be entitled to cumulate votes for the election of directors, unless any shareholder has given notice at the Annual Meeting, prior to the voting for the election of directors, of its intention to cumulate such shareholder's votes. If any one shareholder gives such notice at the Annual Meeting, all shareholders may cumulate their votes in the election of directors.

### **PROPOSAL 1 ELECTION OF DIRECTORS**

#### **Description of Current Board of Directors**

Our Bylaws, as amended, provide that our Board shall consist of seven (7) directors. The current number of directors is three, and we have four vacancies on our Board.

The term of office of our three current directors expires at this Annual Meeting of the shareholders and the nominees are subject to vote as proposed below. The current members of our Board are listed in the table below.

<u>NAME OF DIRECTOR</u>	<u>AGE</u>	<u>DIRECTOR SINCE</u>
Peter R. Sollenne	57	April, 2004
Kelly Alberts	37	April, 2004
Tony Allocca	62	April, 2004

#### **Nominees for Election as Directors**

The current three directors have terms expiring at the Annual Meeting. Each of our current three directors have been nominated by the Board for re-election as a director at the Annual Meeting. Each director elected at the Annual Meeting will serve for a term expiring at the Company's 2006 Annual Meeting of Shareholders or when his successor has been duly elected and qualified. The Board has no reason to believe that any nominee will refuse or be unable to accept election; however, in the event that any nominee is unable to accept election or if any other unforeseen contingencies should arise, each proxy that does not direct otherwise will be voted for the remaining nominees, if any, and for such other person(s) as may be designated by the Board.

Below is information with respect to each nominee for election.

PETER R. SOLLENNE. Mr. Sollenne has served as our Chief Executive Officer since December 2003. From May 2000 to December 2003, Mr. Sollenne was President and Chief Executive Officer at FastBreak Growth, Inc. a strategic management consulting and business solutions company. From December 1998 to May 2000, Mr. Sollenne was Chief Executive Officer, President and Chief Operating Officer of re-Solutions, Inc., an information technology professional services company. Mr. Sollenne received his Bachelors of Science in Accounting/Business Administration from Boston College and is a Certified Public Accountant.