

ATTACHMENT 1

NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL OF INTERNATIONAL SECTION 214 AUTHORIZATIONS

ANSWER TO QUESTION 10

(a) The name, address, and telephone number of each applicant;

The name, address, and telephone number of the Assignor Aries Network, Inc. is provided in Section 6 of the online application, and the name, address, and telephone number of Assignee NTC International, Inc. is provided in Section 7 of the online application.

(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized;

Assignee NTC International, Inc. is incorporated under the laws of the State of Delaware. Assignor Aries Network, Inc. is organized under the laws of the State of Nevada.

(c) The name, title post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the notification is to be addressed;

Please direct correspondence concerning all parties (Assignee NTC International, Inc.; Assignor Aries Network, Inc.) to this Notification to:

Peter B. Sinclair
Legal Counsel
Clerkin, Sinclair & Mahfouz, LLP
530 B St., 8th Floor
San Diego, CA 92101
(619)308-6559
psinclair@clerkinlaw.com

With a copy to:

Richard L. Mahfouz
President/Sole Director of NTC International, Inc., and CEO/President of Aries Network, Inc.
1545 Faraday Avenue, Suite 101
Carlsbad, CA 92008

(d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis);

NTC International, Inc. has received authority under Section 214 of the Act for Global or Limited Global Resale Service pursuant to §63.18(e)(2), under file number ITC-214-20170309-00033, with a Grant of Authority Date of April 7, 2017. Aries Network, Inc. received authority under Section 214 of the Act for Global or Limited Global Facilities-Based and Resale Service under file number ITC- ITC-214-20010409-00181 effective May 2, 2001. Aries Network, Inc. is retaining its Section 214 authority, which is not being transferred to NTC International, Inc.

Answer to Question 11

Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? If you answered “Yes” to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent).

The following individuals or entities directly or indirectly hold at least ten (10) percent of the equity interest of Assignee NTC International, Inc.:

Name: NTC Holding, Inc.
Address: 5973 Avenida Encinas, Ste. 202, Carlsbad, CA 92008
Place of Incorporation: Delaware
Principal Business: Holding Company
Ownership Interest: 100% of NTC International, Inc.

Name: Richard L. Mahfouz
Address: 1545 Faraday Ave., Ste. 101, Carlsbad, CA 92008
Country of Citizenship: USA
Principal Business: President and Sole Director
Ownership Interest: 100% of NTC Holding, Inc.

Richard L. Mahfouz, whose information is provided above, owns 100% equity interest in NTC Holding, Inc., and therefore, indirectly owns 100% equity interest in Assignee NTC International, Inc.

Answer to Question 12

Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Assignee NTC International, Inc. does not have any interlocking directorates with a foreign carrier. Assignor Aries Network, Inc. does not have any interlocking directorates with a foreign carrier.

Answer to 13

Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place.

This notification ("Notification") informs the Commission of the *pro forma* assignment of the customer base of Aries Network, Inc., holder of a 214 license, to Assignee NTC International, Inc, holder of a 214 license (the "Assignment"). Aries Network, Inc. is retaining its 214 license, which is not being assigned to NTC International, Inc.

Description of Assignor

The Assignor, Aries Network, Inc., is organized under the laws of the state of Nevada, and holds an international 214 license under file number ITC-214-20010409-00181. Richard L. Mahfouz is President, Sole Director, and 100% stakeholder of Nobel Holding, Inc. Nobel Holding, Inc. is a holding company that holds Nobel, Inc. as a wholly owned subsidiary. Nobel, Inc. is a Delaware corporation which holds NobelTel, LLC as a wholly owned subsidiary, and NobelTel, LLC is a Delaware limited liability company which holds Aries Network, Inc. as a wholly owned subsidiary.

Description of Assignee

The Transferee, NTC International, Inc., is incorporated under the laws of the state of Delaware. Richard L. Mahfouz is the President, Sole Director, and 100% stakeholder of NTC Holding, Inc. NTC Holding, Inc. is a holding company that holds NTC International, Inc. as a wholly owned subsidiary.

Description of the Transaction

As described above, NTC International, Inc. and Aries Network, Inc. are commonly owned affiliates. The customer transfer contemplated herein is being implemented as part of an internal reorganization of the affiliated companies. Aries Network, Inc. provides prepaid and postpaid "dial-around" or "PIN-free" long distance telephone services to the affected subscribers on a retail basis. Subsequent to the assignment of customers, NTC International, Inc. provides the same services to the assigned customers. **Aries Network, Inc. is not transferring its international 214 authorization as part of the transaction contemplated herein.**

Certification

The undersigned hereby certifies, on behalf of NTC International, Inc., with respect to the foregoing notification of a *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that this transaction, together with all previous *pro forma* transactions, did not result in a change in ultimate control.



Richard L. Mahfouz

President

NTC International, Inc.

1545 Faraday Ave., Ste. 101

Carlsbad, CA 92008

February 5, 2018