

ATTACHMENT 1

NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 64.24(f) of the Commission's rules,¹ Manhattan Telecommunications Corporation LLC (f/k/a Manhattan Telecommunications Corporation) notifies the Commission of an internal reorganization as the result of Manhattan Telecommunications Corporation LLC and each of its subsidiaries converting to limited liability companies that resulted in the *pro forma* transfer of control of Manhattan Telecommunications Corporation, LLC and its international Section 214 authorization. Because the internal restructuring did not result in a change in the ultimate control or beneficial ownership of Manhattan Telecommunications Corporation or its international Section 214 authorization, it was *pro forma*.

Answer to Question 10 (Section 63.18(c)-(d))

All communications in connection with this notification should be directed to the following:

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Manhattan Telecommunications Corporation LLC also holds an international Section 214 authorization granted in File Number ITC-214-19970411-00203 on May 30, 1997.

Answer to Question 11 (Section 63.18(h))

¹ 47 U.S.C. § 214; 47 C.F.R. § 64.24(f).

The following entities hold a direct or indirect ten percent or greater ownership interest in Manhattan Telecommunications Corporation LLC:

Name:	Metropolitan Telecommunications Holding Company LLC
Address:	55 Water Street, 32nd Floor, New York, New York 10041
Percentage of Ownership:	100%

The following entities/individuals directly or indirectly own 10% or more of the voting equity of Metropolitan Telecommunications Holding, LLC:

Name:	MetTel PI, LLC
Address:	55 Water Street, 32nd Floor, New York, New York 10041
Percentage of Ownership:	100%

The following entities/individuals directly or indirectly own 10% or more of the voting equity of MetTel PI, LLC:

Name:	MetTel, Inc.
Address:	55 Water Street, 32nd Floor, New York, New York 10041
Percentage of Ownership:	100%

The following individual directly owns 10% or more of the non-voting equity of MetTel PI, LLC:

Name:	Jacob Aronow
Address:	236 East 62nd Street, New York, NY 10065
Citizenship:	U.S. Citizen
Percentage of Ownership:	10% (nonvoting)

The following entities/individuals directly or indirectly own 10% or more of the voting equity of MetTel, Inc.:

Name:	Marshall Aronow
Address:	228 East 61 Street, New York, NY 10065
Citizenship:	U.S. Citizen
Percentage of Ownership:	35.4%

Name:	David Aronow
Address:	10350 W Bay Harbor Dr. Apt. 9D, Bay Harbor Isles, FL 33154
Citizenship:	U.S. Citizen
Percentage of Ownership:	20.2%

Name:	Andoni Economou
Address:	38 Highland Ave, Monmouth Beach, NJ 07750
Citizenship:	U.S. Citizen

Ownership:	14.9%
Name:	Joseph Aronow Trust U/A
Address:	500 East 77th Street, Apt. 1907, NY, NY 10162
Ownership:	10.1%
Name:	Deborah Aronow Trust U/A
Address:	500 East 77th Street, Apt. 1907, NY, NY 10162
Ownership:	10.1%

An ownership diagram depicting the ownership of Manhattan Telecommunications Corporation LLC prior to and following the consummation of the conversion is attached as Exhibit A. No other entity or individual directly or indirectly holds a 10 percent or greater ownership interest in Manhattan Telecommunications Corporation LLC.

Answer to Question 13

The transfer of control took place as part of the conversion of MetTel operating companies from corporations to limited liability companies. For those MetTel operating companies that are Delaware entities, including Manhattan Telecommunications Corporation LLC, the conversion changed the business organization form and name only of the entity.² Other than this internal restructuring, there will be no change in the entities' control, management, operation, rates or service offerings.

Following completion of the conversion of all the MetTel operating companies, an intermediate holding company, MetTel PI LLC, ("MetTel PI") was inserted between Manhattan Telecommunications Corporation LLC's ultimate parent company, MetTel, Inc., and the direct parent, Metropolitan Telecommunications Holding Company LLC ("MetTel Holding"), and a non-voting 10% economic interest was issued to an individual MetTel executive. MetTel Holding is the direct parent of Manhattan Telecommunications Corporation LLC. Ultimate control and management of the Manhattan Telecommunications Corporation LLC's Licensees' authorizations, operations and customers will not change as a result of the restructuring. Therefore, the transaction is *pro forma* in nature. As the Commission has stated, in situations "where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest."³

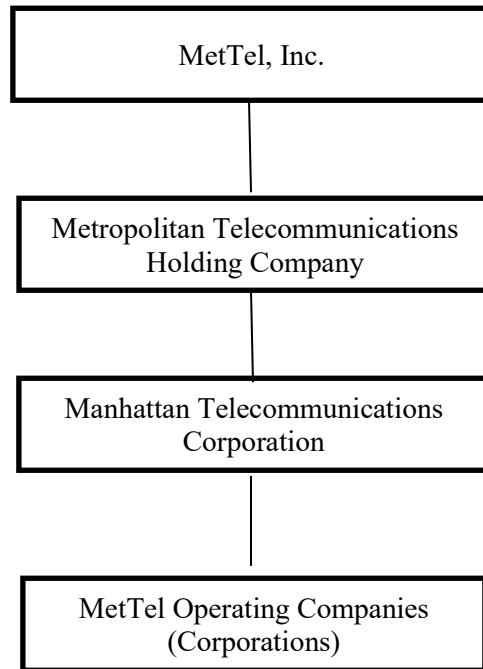
² See Del. Code Ann. tit. 8 § 266(h) ("When a corporation has been converted to another entity or business form pursuant to this section, the other entity or business form shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the corporation.")

³ *Communications Bar Ass'n Petition for Forbearance from Section 310(d) of the Communications Act*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998) (concluding that a "corporate reorganization which involves no substantial change in the beneficial ownership of the corporation" is *pro forma* in nature); see also 1998 Biennial Review – Review of International Common Carrier Regulations, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999) (finding that "[r]egulatory review of [pro forma] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.").

EXHIBIT A

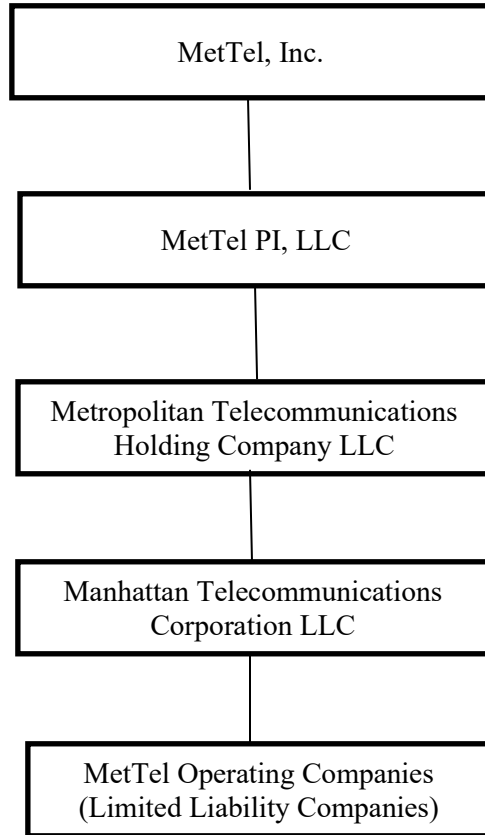
PRE- AND POST-REORGANIZATION OWNERSHIP DIAGRAMS

Pre-Transaction Ownership Structure



Each line above between entities represents 100% voting interest ownership.

Post-Transaction Ownership Structure



Each line above between entities represents 100% voting interest ownership.