

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Microtalk USA Inc.)
(Licensee))
)
And) **File No.: ITC-214-20150219-00046**
Microtalk UK Ltd.) **FRN: 0024313108**
FRN: 0025446626)
(Transferor))
)
And)
Microtalk Group Holdings Ltd.)
FRN: 0025446667)
(Applicant and Transferee))
)
Application for *Pro Forma* Transfer Control of)
International facilities-based and resale)
Authority Pursuant to Section 214 of the)
Communications Act of 1934, as amended.)
)

**APPLICATION FOR PRO FORMA TRANSFER OF CONTROL
OF INTERNATIONAL AUTHORITY OF
MICROTALK USA INC.**



By and through its Attorney:
Edward A. Maldonado, Esq.

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Application

Microtalk UK Ltd., a British and Wales limited company (“**Transferor**”) and sole stockholder of Microtalk USA Inc. (“**Licensee**”), together with Microtalk Group Holdings Ltd., a British and Wales limited company (“**Applicant**” and “**Transferee**”), herein collectively called the “Applicants,” hereby give notice of and request record of a *pro forma* transfer of control of Microtalk USA Inc.’s international authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. Section 214 *et. al.* (1982), and Section 63.18 of the Federal Communication Commission's (hereafter called “Commission”) Rules, 47 C.F.R. Section 63.18, in order to provide global or limited international facilities-based and resale services between the United States and international points, under a new corporate holding structure. In support of this application, the Applicants state as follows:

I. **INTRODUCTION: Summary of the Contemplated Pro Forma Transfer**

The **Licensee** is a telecommunications carrier that provides international telecommunications services pursuant to authority by the Commission under **ITC-214-20150219-00046**. Microtalk

USA provides both international telecommunications services to the public. **Licensee** has operated since September 30, 2015. Shares of the Licensee are held by **Transferor**, who in turn is held by beneficial owners who are citizens of the United Kingdom.¹ Microtalk UK Ltd. and its beneficial owners now seek to re-organize the structure of their holdings in the telecommunications sector under a corporate structure wherein all stock of the **Licensee** will be transferred to a holding company, **Transferee** Microtalk Group Holdings Ltd, which would be controlled by the exact same beneficial owners in the exact same percentages as **Transferor** Microtalk UK Ltd presently holds. The purpose of the re-structure is to better distinctively manage U.S. and European services as an organization. Post *pro forma* Transfer, the **Licensee** will thereafter be operated as a subsidiary of the holding company **Transferee** Microtalk Group Holdings Ltd. See “Post Pro Forma Transfer” structure diagram on page 18 of this Application. The transfer contemplated will not affect Licensee’s existing:

- 1.) Control structure wherein the present beneficial owners may appoint more than 50 percent of the board of directors of the Licensee;
- 2.) The present beneficial owners’ control to appoint, promote, demote, or fire senior executives controlling the daily activities of the Licensee;
- 3.) The present beneficial owners’ existing ability to play an integral role in major management decisions of the Licensee;
- 4.) The present beneficial owners’ existing ability to receive monies or profits from the facilities’ operations; or
- 5.) The present beneficial owners’ existing use of all of Licensees facilities and equipment.²

Insofar as the transfer contemplated is *non-substantive* and *pro forma* in nature, the applicants desire streamline treatment of this application. Transferor and its beneficial owners have recently been granted authority by the Commission, and have been reviewed by Team Telecom in that process. There have been no changes to information of the beneficial owners or the Transferor since that time, Furthermore, the result of this *pro forma* transfer will not affect the daily operations of the Licensee, discontinue or impair existing services, or affect any other continuing obligations to customers, other carriers or consumers of service.

¹ See Application for International Authority File No.: ITC-214-20150219-00046 (TT 15-8).

² See 47 CFR §§ 63.04(d), 63.24(d).

Applicant Microtalk UK Ltd. presently holds one hundred percent (100%) of outstanding stock of the **Licensee**, Microtalk USA, Inc., a Florida corporation. Microtalk UK Ltd. and its beneficial owners have been previously approved by the Commission under the Licensee's original application.³ The present beneficial owners of Applicant Microtalk UK Ltd. hold one hundred percent (100%) of membership units of **Transferee**, Microtalk Group Holdings Ltd, a British and Wales limited company. **Transferee**, Microtalk Group Holdings Ltd, is a company held by the beneficial owners for investment and itself does not, and will not, provide international telecommunications services. Microtalk Group Holdings Ltd is not affiliated with any foreign carrier in a destination market that is dominant, nor does it have an affiliation with any dominant U.S. carrier whose international switched services it seeks authority to resell. Microtalk Group Holdings Ltd. as a result of the contemplated transaction will hold 100% of Microtalk UK Ltd., a non-dominate telecommunications carrier in the United Kingdom, that would be classified as a foreign carrier under 47 C.F.R. § 63.09(d). The result of this transaction is that Microtalk UK Ltd. and Microtalk USA, Inc. would be affiliated carriers under the control of Microtalk Group Holdings Ltd. by definition of 47 C.F.R. § 63.09(e), but Microtalk USA, Inc. shall be otherwise non-dominant under 47 C.F.R. § 63.10.⁴

The **Licensee** provides underlying carrier services and resold carrier service throughout the United States, but primarily in the states of Florida. By granting this application, the Commission will serve the public interest, convenience and necessity by promoting competition in the international services market as well as such services in the states of Florida. Competition will continue to benefit U.S. consumers with this *pro forma* transfer by maintaining service options and lowering prices. Thus, the public interest will be served by the grant of this Application for *Pro Forma* Transfer of Control.

II. Request for Streamlined Processing as to Transferor and the Transferee

As related to **Transferor** (Microtalk UK) and the **Transferee** (Microtalk Group), the Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to the Commission's Rules, found at 47 C.F.R. § 63.12(a). This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions: (1)

³ Id at Note 1.

⁴ In Response to **Questions 14** and **16** of the Pro Forma Transfer Application.

No applicant or its affiliate(s), as defined in Section 3(1) of the Communications Act (hereafter called "Affiliates") combined shall hold a ten percent (10%) or more share of the interstate and/or interexchange market; and (2) the Applicants nor their Affiliates are, or will be, dominant with respect to any service before or after the transaction.⁵

In support of this Application, Applicants provide the following information:

II. Description of the Applicants

A. Microtalk USA Inc. ("Licensee")

The **Licensee**, Microtalk USA Inc., is a Florida corporation operating from the State of Florida and provides global facilities based and resold international telecommunications services to the public pursuant to 47 U.S.C § 214 *et. al.* under Commission Authority **ITC-214-20150219-00046**. **Licensee** is a non-dominant carrier under 47 CFR Section 63.03(b)(2)(i).

B. Microtalk U.K. Ltd. ("Transferor")

Transferor, Microtalk UK Ltd. ("**Microtalk UK**") is a British and Wales Limited Company domiciled at 4th Floor, West World, West Gate Ealing, London W5 1DT United Kingdom for purposes of this Application. **Microtalk UK** presently holds one hundred percent (100%) of **Licensee's** outstanding equity and stock. **Microtalk UK** is a licensed and registered provider of VoIP and telecommunication services in the United Kingdom, under UK law and regulation. **Microtalk UK** is a non-dominant carrier in the UK and is not affiliated with any company holding a dominant position in any international market⁶. Under the contemplated Transfer, **Microtalk UK** will transfer its full equity interest in the **Licensee** to **Transferee Microtalk Group** for organizational purposes. This stock of **Microtalk UK** in the **Licensee** will be transferred and no payment to **Microtalk UK** will result under this transaction. Thereafter, Licensee will be structured under the holding company **Microtalk Group** under the control of the present

⁵ This Application satisfies the criteria for streamlined processing pursuant to Section 63.12(a) of the Commission's rules, because none of the provisions of Section 63.12(c) of the Commission's rules, that prevent streamlined treatment, apply to the proposed Transaction. No Applicant (Licensee, Transferor or Transferee) is affiliated with a foreign carrier in a destination market, nor do any have an affiliation with a dominant U.S. carrier whose international switched or private line services it seeks authority to resell. Pursuant to Section 63.12(a) of the Commission's rules, the Commission should deem this Application granted on the 15th day after the date of the public notice listing this Application as accepted for filing.

⁶ Response to **Question 15** of the Application.

beneficial owners of **Microtalk UK**. See “Post Pro Forma Transfer” structure diagram on page 18 of this Application.

C. Microtalk Group Holdings Ltd. (“Transferee”)

The direct owner of **Microtalk UK Ltd.** and **Transferee**, **Microtalk Group Holdings Ltd.**, a British and Wales Limited Company domiciled at 4th Floor, West World, West Gate Ealing, London W5 1DT United Kingdom. **Microtalk Group** is a holding company dedicated to global investment and the management of telecommunication services. Upon consummation of the Transfer, **Microtalk Group** will hold a 100% membership interest in the **Licensee**. **Microtalk Group** will hold all Board of Director appointments with voting rights equal to its equity position. **Microtalk Group** is 100% held by **same beneficial owners as Microtalk UK**.

III Public Interest Considerations:

The Applicants believe that the added competition the Transaction contemplated and this Transfer of Control will bring to the market will benefit the consumers of United States-international telecommunications services, and specifically those in the State of Florida and in territories where Microtalk USA Inc. presently provides services. This includes competitive pricing of services and increased availability of a variety of innovative service options. Therefore, grant of this Application will further the public interest.

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Application Attachment I.
(Information pursuant to 47 CFR § 63.12)

The following information is submitted, as required by 47 CFR § 63.12 of the Commission's Rules, in support of the Applicants' request for *pro forma* transfer of Control of Microtalk USA' authorization:

In Response to Question 9 of the Application: The Applicants respectfully requests streamline processing pursuant to 47 CFR § 63.12 and certifies that:

1. It is not affiliated with a foreign carrier in a destination market it seeks authority to serve;
2. It has no affiliation with a dominant U.S. carrier whose international switched or private line services the Applicants or the Licensee seeks authority to resell, either directly or indirectly through the resale of another reseller's services;
3. It does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.
4. The Commission has not informed any Applicants or Microtalk USA in writing that this Application is not eligible for streamlined processing.

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Application Attachment II.
(Information pursuant to 47 CFR § 63.18)

The following information is submitted, as required by 47 CFR § 63.18 of the Commission's Rules, in support of Applicant's request for authorization:

47 CFR § 63.18(a): The names, addresses and telephone numbers of the Applicants are as follows:

Licensee:
Microtalk USA Inc. **FRN: 0024313108**
1110 Brickell Ave. Suite 430K-68
Miami, FL 33131
Telephone: (305) 306-4364
Attn: John M. Burton, Director

Transferor:
Microtalk UK Ltd. **FRN: 0025446626**
4th Floor, West World, West Gate
Ealing, London W5 1DT – United Kingdom
Tel: (+44) 7974 144847
Attn: John M. Burton, Managing Director

Transferee:

Microtalk Group Holdings Ltd.
4th Floor, West World, West Gate
Ealing, London W5 1DT – United Kingdom
Tel: (+44) 7974 144847
Attn: John M. Burton, Manager

FRN: 0025446667

47 CFR § 63.18(b): Jurisdiction of Persons and Organizations

- (1) Licensee: **Microtalk USA Inc.** is a **Corporation** incorporated under the laws of the **State of Florida**.
- (2) Transferor: Microtalk UK Ltd. is a Limited Company formed under the laws of the England and Wales.
- (3) Transferee: **Microtalk Group Holdings Ltd.** is a Limited Company formed under the laws of the England and Wales.

48 CFR § 63.18(c): Correspondence concerning this application should be sent to:

For: **Microtalk USA Inc.**
4th Floor, West World, West Gate
Ealing, London W5 1DT – United Kingdom
Tel: (+44) 7974 144847
Attn: Mr. John M. Burton, Managing Director

With Copy to: **Edward A. Maldonado, Esq.**
Maldonado Law
2850 Douglas Road Suite 303
Coral Gables, FL 33134
Tel: 305-477-7580 Fax: 305-477-7504
E-mail: eam@maldonado-group.com
on behalf of **Microtalk USA, Microtalk UK,**
& **Microtalk Group.**

For: **Microtalk UK Ltd.**
4th Floor, West World, West Gate
Ealing, London W5 1DT – United Kingdom
Tel: (+44) 7974 144847
Attn: Mr. John M. Burton, Managing Director.

For: **Microtalk Group Holdings Ltd.**
4th Floor, West World, West Gate
Ealing, London W5 1DT – United Kingdom
Tel: (+44) 7974 144847
Attn: Mr. John M. Burton, Managing Director.

In Response to Questions 14, 15 and 16 of the Application:

47 CFR § 63.18(d): **Microtalk USA Inc.** has previously received authority under Section 214 of the Act.⁷ Applicant **Microtalk UK** is the only stockholder in the **Licensee** and it as well as its owners have been previously approved by the Commission as owner of the **Licensee**. **Microtalk Group.** has not received previous authority from the Commission under Section 214 of the Act.

⁷ Id at Note 1.

47 CFR § 63.18(e): Applicants request approval for global or limited facilities-based and resale services under Section 214 of the Act and pursuant to the terms and conditions of Section 63.18(e)(1) and (e)(2) of the Commission's Rules. Applicant is not applying for authority to acquire facilities or to provide services not covered by paragraphs (e)(1) through (e)(3) of Section 63.18. Applicant is not seeking facilities-based authority under paragraph (e)(4) of Section 63.18.

47 CFR § 63.18(g): Applicants will use previously authorized facilities to provide the services requested by the Application. Applicants are excluded from environmental assessment pursuant to Section 1.1306 of the Commission's Rules, specifically 47 C.F.R. § 1.1306.

CFR § 63.18(h): Following the completion of the *pro forma* transfer between the Applicants the information regarding the 10% or greater direct or indirect owners of Microtalk USA Inc. shall be as follows:

Name: **Microtalk Group Holdings Ltd.**
Address: 4th Floor, West World, West Gate Ealing, London W5 1DT, U.K.
Telephone: (+44) 203 630 1100
Ownership Percentage: 100%
Citizenship: British and Wales Limited Company
Business: Telecommunications Investment and Management

Shareholder Microtalk UK Ltd. is a privately-held British Limited Corporation. The persons or entities holding 10 percent or more of the interest of Microtalk UK Ltd. are as follows:

Name: **Mr. John Mark Burton**
Address: 4th Floor, West World, West Gate
Ealing, London W5 1DT, U.K.
Telephone: (305) 306 4364 and (+44) 203 630 1100
Ownership Percentage: 16.7%
Citizenship: British
Business: Telecommunications

Name: **Ms. Jennifer Susan Burton**
Address: 4th Floor, West World, West Gate
Ealing, London W5 1DT, U.K.
Telephone: (305) 306 4364 and (+44) 203 630 1100
Ownership Percentage: 16.7%
Citizenship: British
Business: Telecommunications

Name: **Mr. Paul Josef Havel**
Address: 4th Floor, West World, West Gate
Ealing, London W5 1DT, U.K.
Telephone: (305) 306 4364 and (+44) 203 630 1100
Ownership Percentage: 33.3%
Citizenship: British
Business: Telecommunications

Name: **Ms. Jayanta Ghosh**
Address: 4th Floor, West World, West Gate
Ealing, London W5 1DT, U.K.
Telephone: (305) 306 4364 and (+44) 203 630 1100
Ownership Percentage: 33.3%
Citizenship: British
Business: Telecommunications

47 CFR § 63.18(i): The Applicants, **Microtalk UK Ltd., Microtalk Group Holdings Ltd., and Microtalk USA, Inc.,** respectively certify that they are not affiliated with any foreign facilities-based carriers or US dominant carriers.⁸ **Microtalk USA, Inc. and Microtalk UK Ltd.** shall be affiliated with one another only by common holdings of **Microtalk Group Holdings Ltd.** and agree to dominant carrier safeguards as found in **47 C.F.R. §10 (c) and (d).**

47 CFR § 63.18(j): The Applicants, **Microtalk UK Ltd., Microtalk Group Holdings Ltd., and Microtalk USA, Inc.,** respectively certify that they do not seek to provide international telecommunication services to any destination country for which any of the following are true:

1. They are not a foreign carrier in that country; or
2. They do not control a foreign carrier in that country; or
3. Any entity that owns more than twenty-five percent (25%) of **Microtalk Group Holdings Ltd.,** or the **Licensee,** or that will control the Licensee after transaction, will control a dominant foreign carrier in that country.

47 CFR § 63.18(k): Not Applicable.

47 CFR § 63.18(l): Not Applicable.

47 CFR § 63.18(m): Not Applicable.

47 CFR § 63.18(n): The **Applicants and Microtalk USA, Inc.** certify that they has not agreed and will not agree in the future to accept any direct or indirect special concessions from a foreign carrier or

⁸ In Response to **Question 15** of the Application, this certification is qualified. Microtalk UK, Ltd. is a non-dominant competitive international VoIP and telecommunications carrier licensed and registered under U.K. law and regulation. International services offered by Microtalk UK Ltd. are obtained on a resold basis, as a resale carrier. Microtalk UK Ltd. is not a terminating carrier in the U.K. All termination services performed by Microtalk UK Ltd. is provided on a resold basis with local termination carriers. Upon consummation, it will be affiliated with no other carrier other than Microtalk USA.

administration with regards to traffic or revenue flows between the United States and any foreign countries the company is authorized to serve.

47 CFR § 63.18(o): The **Applicants** certify that no party to this application has been denied federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

47 CFR § 63.18(p): The **Applicants** respectively request Streamline Processing of this Application pursuant to Section 63.12 of the Commission's Rules under 47 C.F.R. § 63.12.

CONCLUSION

In conclusion of the foregoing Application and Attachments, the Applicants, by and through Bankim Brahmhatt, certify that all of the information in this application is accurate and correct. For these reasons, respectfully requests that the Commission grant this application.

Respectfully submitted,

By: /s/ John M. Burton /s/

Name: **John M. Burton**

Title: Manager, Microtalk Global Holdings Ltd. (a British Limited company)

By and through their attorney:



/s/ Edward A. Maldonado /s/

Edward A. Maldonado, Esq.

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Pro Forma Transfer Application

VERIFICATION

I, **John M. Burton**, state that I am the Director of Microtalk USA, Inc.; that I am authorized to make this Verification on behalf of the Applicants; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this April 7, 2016.

By: /s/ John M. Burton /s/

Name **John M. Burton**
Title: Director and President of
Microtalk USA Inc. (a Florida company)

CERTIFICATION OF APPLICANT – Microtalk UK Ltd.

The undersigned hereby certifies, on behalf of Microtalk UK Ltd. with respect to the foregoing pro-forma transfer application for Section 214 Authority that:

1. Microtalk UK Ltd. is not affiliated with any dominant foreign carrier in any of the countries to which Microtalk USA Inc., proposes to provide service in the foregoing application.
2. Microtalk UK Ltd. will comply with the terms and conditions contained in Section 63.21, 63.22 and 63.23 of the Commission's Rules. 47 C.P.R. 63.21-.23
3. Microtalk UK Ltd. has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future
4. Microtalk UK Ltd. is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
5. The contents of the Application are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this April 7, 2016.

By: /s/ John M. Burton /s/

Name **John M. Burton**

Title: Managing Director of Microtalk UK Ltd. (a British limited company)

CERTIFICATION OF APPLICANT – Microtalk Group Holdings Ltd.

The undersigned hereby certifies, on behalf of Microtalk Group Holdings Ltd. with respect to the foregoing pro-forma transfer application for Section 214 Authority that:

1. Microtalk Group Holdings Ltd. is not affiliated with any foreign carrier in any of the countries to which Microtalk UK Ltd. proposes to provide service in the foregoing application.
2. Microtalk Group Holdings Ltd. by and through Microtalk UK Ltd. will comply with the terms and conditions contained in Section 63.21, 63.22 and 63.23 of the Commission's Rules. 47 C.P.R. 63.21-.23
3. Microtalk Group Holdings Ltd. by and through Microtalk UK Ltd. does not seek to provide international telecommunications service to any destination where: (1) Microtalk UK Ltd. is a foreign caller in that country; (2) Microtalk UK Ltd. controls a foreign carrier in that country; (3) any entity that owns more than a 25% interest in Microtalk UK Ltd., or controls Microtalk UK Ltd., controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of Microtalk UK Ltd. and are parties to, or the beneficiaries of, a contractual relationship that affects that provision or marketing of international basic telecommunications services in the United States.
4. Microtalk Group Holdings Ltd. has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future
5. Microtalk Group Holdings Ltd. is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
6. The contents of the Application are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this April 7, 2016.

By: /s/ John M. Burton /s/

Name **John M. Burton**

Title: Manager of Microtalk Group Holdings Ltd. (a British limited company)

CERTIFICATION OF APPLICANT - LICENSEE

The undersigned hereby certifies, on behalf of Microtalk USA Inc., Inc. with respect to the foregoing pro-forma transfer application for Section 214 Authority that:

1. Microtalk USA Inc. is not affiliated with any foreign carrier in any of the countries to which Microtalk USA Inc. proposes to provide service in the foregoing application.
2. Microtalk USA Inc. will comply with the terms and conditions contained in Section 63.21, 63.22 and 63.23 of the Commission's Rules. 47 C.P.R. 63.21-.23
3. Microtalk USA Inc. does not seek to provide international telecommunications service to any destination where: (1) Microtalk USA Inc. is a foreign caller in that country; (2) Microtalk USA Inc. controls a foreign carrier in that country; (3) any entity that owns more than a 25% interest in Microtalk USA Inc., or controls Microtalk USA Inc., controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of Microtalk USA Inc. and are parties to, or the beneficiaries of, a contractual relationship that affects that provision or marketing of international basic telecommunications services in the United States.
4. Microtalk USA Inc. has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future
5. Microtalk USA Inc. is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
6. The contents of the Application are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

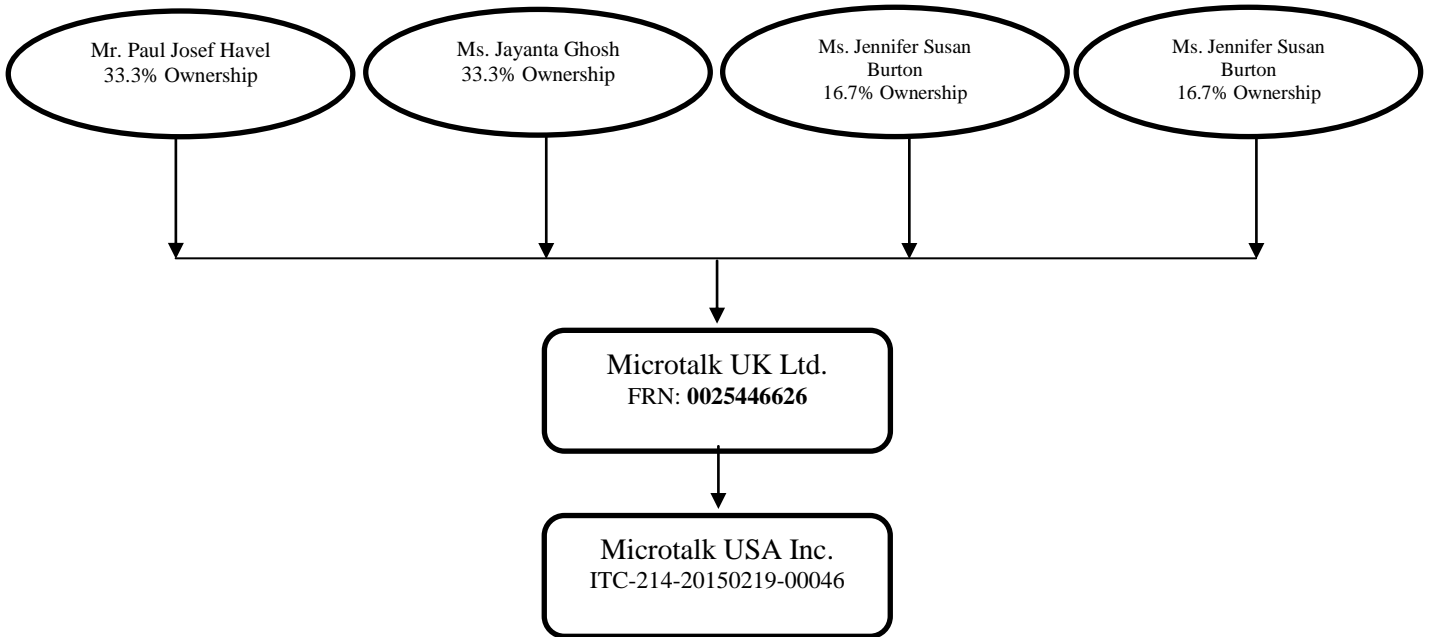
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By: /s/ John M. Burton /s/

Name **John M. Burton**
Title: Director and President of
Microtalk USA Inc. (a Florida company)

DIAGRAM OF PRE-TRANSFER/POST TRANSFER OWNERHSIP

Pre-Pro Forma Transfer



Post Pro Forma Transfer

