

ATTACHMENT 1

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

ANSWER TO QUESTION 10

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

The name, address, and telephone number of the FCC International 214 licensee NTC International, Inc. is provided in Section 1 of the online application. The name, address, and telephone number of the Transferor Nobel Holding, Inc. is provided in Section 6 of the online application, and the name address, and telephone number of Transferee NTC Holding, 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;

Licensee NTC international, Inc. is incorporated under the laws of the State of Delaware. Transferee NTC Holding, Inc. is incorporated under the laws of the State of Delaware. Transferor Nobel Holding, Inc. is incorporated under the laws of the State of Delaware.

(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 (Licensee NTC International, Inc.; Transferor Nobel Holding, Inc.; and Transferee NTC Holding, Inc.) to this Notification to:

Peter B. Sinclair, Esq.
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., Nobel Holding, Inc., and NTC Holding, Inc.
5973 Avenida Encinas, Ste. 202
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 (the "214 License").

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 Transferee NTC Holding, Inc.:

Name: Richard L. Mahfouz
Address: 5973 Avenida Encinas, Ste. 202, Carlsbad, CA 92008
Country of Citizenship: USA
Principal Business: President and Sole Director
Ownership Interest: 100% of NTC Holding, Inc.

The following individuals or entities directly or indirectly hold at least ten (10) percent of the equity interest of Licensee NTC International, Inc. subsequent to the *pro forma* transfer of control contemplated herein.

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.

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

Answer to Question 12

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

Transferee NTC Holding, Inc. does not have any interlocking directorates with a foreign carrier. Licensee NTC International, 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* transfer of control of NTC International, Inc., holder of the 214 License, from Transferor Nobel Holding, Inc. to Transferee NTC Holding, Inc (the “Transfer”).

Description of Transferor

The Transferor, Nobel Holding, Inc., is incorporated under the laws of the state of Delaware. Richard L. Mahfouz is President, Sole Director, and 100% stakeholder of Nobel Holding, Inc. Nobel Holding, Inc. is a holding company that held NTC International Inc. as a wholly owned subsidiary prior to the Transfer that is the subject matter of this Notification.

Description of Transferee

The Transferee, NTC Holding, Inc., was recently incorporated under the laws of the state of Delaware as of May 31, 2017. Richard L. Mahfouz is the President, Sole Director, and 100% stakeholder of NTC Holding, Inc. NTC Holding, Inc. is a holding company that now holds a 100% ownership interest in NTC International, Inc. as a result of the Transfer.

Description of the Transaction

As stated above, prior to the transfer of NTC International, Inc. from Nobel Holding, Inc. to NTC Holding, Inc., NTC International, Inc. was a wholly-owned subsidiary of the holding company Nobel Holding, Inc. Pursuant to the Stock Transfer Agreement between Nobel Holding, Inc. and NTC Holding, Inc., dated June 29, 2017, 100% of the capital stock in NTC International, Inc. was transferred from Nobel Holding, Inc. to NTC Holding, Inc.

Corporate Restructuring

Prior to the Transfer, Transferor Nobel Holding, Inc. held 100% ownership of Licensee NTC International, Inc. Richard L. Mahfouz, in his role as 100% stakeholder and sole director of Transferor Nobel Holding, Inc. therefore maintained complete control and ultimate beneficial ownership over Licensee NTC International, Inc. prior to the Transfer. As a result of the Transfer, in his role as 100% stakeholder and sole director of Transferee NTC Holding, Inc., Richard L. Mahfouz remains in complete control and ultimate beneficial ownership of NTC International, Inc and its 214 License. As such, because the Licensee, and by extension, the 214 License, were transferred from one holding company solely owned and controlled by Richard L. Mahfouz to another company solely owned and controlled by Richard L. Mahfouz, it is clear that the Transfer did not result in a change in the actual controlling party of Licensee

and the 214 License. Furthermore, by virtue of its satisfaction of each of the factors considered under Note 1 of 47 C.F.R. 63.24(d) to determine whether there is a change in the actual controlling party, the Transfer did not result in a change in the actual controlling party under the Commission Rules, and therefore, the Transfer is considered a *pro forma* transfer of control. See 47 C.F.R. 63.24(d); 47 C.F.R. 63.24(d), Note 1.

In addition, because Licensee NTC International, Inc. was transferred to a corporation solely owned by the sole stockholder of the Transferor company, without any change in his interest, the Transfer did not change the beneficial ownership or control of the licensee corporation. As such, the Transfer is certainly a presumptively *pro forma* transfer under Note 2 of Section 63.24(d). See 47 C.F.R. 63.24(d); 47 C.F.R. 63.24(d), Note 2.

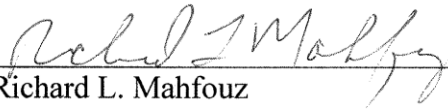
In sum, the Transfer did not result in a change in the actual controlling party, or the ultimate ownership of the licensee NTC International, Inc., and as a result, the Transfer is a *pro forma* non-substantive transfer.

Public Interest Statement

The filer submits that the Transfer was in the public interest. Because NTC International, Inc. was not operational at the time of the Transfer, and is still not operational, it has no customers, and therefore no customer interests are affected by the Transfer. The Transfer will allow NTC International, Inc. to exist as a sole subsidiary under NTC Holding, Inc., which will be more and efficient and will further enhance the company's ability to compete more effectively in the highly competitive marketplace, and to provide more competitive solutions to its customers. The transaction will not have adverse impact on any future customers, and will allow all parties to remain focused on providing high quality services.

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/Sole Director
NTC International, Inc.
5973 Avenida Encinas, Ste. 202
Carlsbad, CA 92008

July 6, 2017