

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

In the Matter of)
) **WC Docket No.** _____
NTC International, Inc. and)
) **ITC-** _____
NTC Holding, Inc.)
)
)
Application for Consent to Transfer Control)
of an Authorized Provider of Domestic Interstate)
and International Telecommunications Services)
Pursuant to Section 214 of the Communications)
Act of 1934, as Amended)

JOINT DOMESTIC AND INTERNATIONAL APPLICATION

NTC International, Inc. (“NTC” or the “Company”), NTC Holding, Inc. (“NTC Holding”) and Mr. Giuseppe Giurfa (together with NTC and NTC Holding, the “Applicants”) hereby respectfully request authority pursuant to section 214 of the Communications Act of 1934, as amended (the Act),¹ and sections 63.04 and 63.24(c),(e) of the Commission’s rules,² to transfer ultimate control of NTC to Mr. Giurfa, a U.S. citizen.

NTC is a competitive provider of telecommunications services, offering interstate and international long distance calling products to customers throughout the United States. Mr. Giurfa is a private U.S. citizen.

Pursuant to section 63.04(b) of the Commission’s rules,³ the Applicants are filing a combined application for the proposed transfer of control of NTC. The Applicants provide

¹ 47 U.S.C. § 214.

² 47 CFR §§ 63.04, 63.24(c),(e).

³ 47 C.F.R. § 63.04(b).

below the information required by section 63.24(e)(2) of the Commission's rules.⁴ **Exhibit A** provides the additional information requested in section 63.04(a)(6) through (a)(12) of the Commission's rules.⁵

The Applicants seek streamlined treatment for both the international and domestic portions of this Application. The Applicants request streamlined treatment for the international portion of this Application pursuant to section 63.12(a) of the Commission's rules,⁶ because the exceptions identified in section 63.12(c)⁷ do not apply. Applicants are not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction. Applicants also are not affiliated with any dominant U.S. carrier whose international switched or private line services NTC seeks authority to resell, nor will Applicants be so affiliated after the Transaction is closed.⁸

The Applicants similarly seek streamlined treatment for the domestic portion of this Application pursuant to section 63.03(b)(2).⁹ Post-close, the Applicants (and their Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent. Applicants (and their Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Finally, no Applicant is dominant with respect to any service.¹⁰

⁴ 47 C.F.R. § 63.24(e)(2).

⁵ 47 C.F.R. § 63.04(a)(6)-(12).

⁶ 47 C.F.R. § 63.12(a).

⁷ 47 C.F.R. § 63.12(c).

⁸ The third scenario provided in section 63.12(c) only applies post-filing.

⁹ 47 C.F.R. § 63.03(b)(2).

¹⁰ See 47 C.F.R. § 63.03(b)(2)(i).

I. DESCRIPTION OF THE APPLICANTS

NTC (FRN: 0026331603) is a Delaware corporation with principal offices located at 1000 N. West Street, Suite 1200, Wilmington, DE 19801. NTC is an authorized provider of competitive interstate and international telecommunications services. The Company holds blanket domestic and international Section 214 authority.¹¹ Currently, NTC offers interstate and international long distance products to both retail and wholesale customers in fifty states, the District of Columbia and the U.S. territories. NTC's long distance calling products include physical and virtual calling cards and dial-around and "pin-free" calling, on a pre-paid and post-paid basis. NTC is not a foreign carrier and is not affiliated with foreign carriers in any market. NTC has no subsidiaries.

NTC is a direct wholly-owned subsidiary of NTC Holding (FRN: 0026660688), a Delaware corporation with a principal place of business at 1000 N. West Street, Suite 1200, Wilmington, DE 19801. NTC Holding serves as the holding company through which NTC's ultimate shareholders maintain their ownership interests in NTC. NTC Holding does not offer or provide any form of telecommunications services. All of the direct equity interests in NTC Holding – and, thus the indirect equity interests in NTC – are currently held by Richard L. Mahfouz, a U.S. citizen.

A diagram of the pre-close corporate structure of NTC is provided in **Exhibit B**.

Pursuant to the proposed Transaction, 100% of the interests in NTC Holding – and consequently, 100% of the indirect equity in NTC – will be transferred to Mr. Giuseppe Giurfa, a U.S. citizen. Mr. Giurfa does not provide telecommunications services and does not hold interests

¹¹ NTC holds domestic authority by action of law. 47 C.F.R. § 63.01. NTC was granted international Section 214 authority in File No. ITC-214-20170309-00033.

in any other telecommunications operations. Mr. Giurfa is not affiliated with foreign carriers in any markets.

II. DESCRIPTION OF THE TRANSACTION

On February 23, 2018, Mr. Mahfouz and Mr. Giurfa reached an agreement for Mr. Giurfa to acquire the controlling ownership of NTC. At closing, Mr. Mahfouz will transfer all of the stock interests in NTC Holding to Mr. Giurfa. Post close, NTC Holding will be directly held and controlled by Mr. Giurfa and NTC will be indirectly held and controlled by Mr. Giurfa.

The transaction will have no direct effect upon NTC's customers. Indeed, the transaction will be invisible to them. Post-close, these customers will continue to receive the same services they do today, pursuant to the same rates, terms and conditions.

A diagram of the post-close corporate structure of NTC is provided in **Exhibit B**.

III. PUBLIC INTEREST CONSIDERATIONS

As discussed below, the proposed transaction will serve the public interest. The change to NTC's ownership will strengthen the Company to the ultimate benefit of consumers without in any respect harming consumers or undermining competition in the national or state telecommunications markets.

The transaction will have no adverse effects upon NTC's customers. Following the change to its ownership, NTC will continue to provide the same high-quality services as it offers today. The transaction will not result in a change of carrier for any of NTC's customers and will not result in a loss of or interruption to any of the services they receive from the Company.¹²

¹² Following consummation of the transaction, NTC's customers will continue to receive their current services without change to the associated rates, terms and conditions. Any future changes to the Company's rates, terms and conditions of service will be made consistent with applicable Commission requirements.

Further, the change to NTC's ownership will have no adverse effects upon the domestic telecommunications market. NTC holds a very limited share of the domestic interexchange services market. Moreover, as a reseller, NTC does not own network assets that it could leverage in an anti-competitive manner. Significantly, the transaction will not eliminate any market participants nor will it, in any respect, reduce the service choices available to consumers.

Similarly, the transaction will have no anticompetitive impact whatsoever on the U.S. international telecommunications marketplace. NTC has, at most, a miniscule share of the international telecommunications market and provides international services only on a resale basis. Further, NTC is not a foreign carrier and neither NTC nor the Transferee is affiliated with a foreign carrier in any market. Thus, the Transaction has no potential to undermine competition in the international telecommunications market.

IV. INFORMATION REQUIRED BY SECTION 63.24(E) OF THE COMMISSION'S RULES

The Applicants submit the following information pursuant to section 63.24(e) of the Commission's rules, including the information requested in section 63.18:¹³

(a) Name, address and telephone number of the Applicants:

NTC International, Inc.
1000 N. West Street, Suite 1200
Wilmington, DE 19801
Tel: (302) 300-1127

NTC Holding, Inc.
1000 N. West Street, Suite 1200
Wilmington, DE 19801
Tel: (302) 300-1127

Mr. Giuseppe Giurfa
520 Norton Lane
Arnold, MD 21012
Tel: (410) 271-8622

¹³ 47 C.F.R. § 63.18.

(b) NTC and NTC Holding are Delaware corporations. Mr. Giurfa, the Transferee, is a U.S. citizen.

(c) Correspondence concerning this Application should be sent to:

For NTC Holding and NTC

Peter B. Sinclair
Legal Counsel
Clerkin, Sinclair & Mahfouz, LLP
530 B St., 8th Floor
San Diego, CA 92101
(619)308-6550
psinclair@clerkinlaw.com

With a copy to:

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

For Transferee

Peter B. Sinclair
Legal Counsel
Clerkin, Sinclair & Mahfouz, LLP
530 B St., 8th Floor
San Diego, CA 92101
(619)308-6550
psinclair@clerkinlaw.com

With a copy to:

Giuseppe Giurfa
520 Norton Lane
Arnold, MD 21012

(d) NTC holds domestic section 214 authority by operation of law, pursuant to section 63.01 of the Commission's rules.¹⁴ The Company also holds international Section 214 authority for provision of Global or Limited Global Resale Service by grant in File number ITC-214-20170309-00033 on April 7, 2017. Neither NTC Holding nor Mr. Giurfa, the Transferee, holds telecommunications authority.

(h) Post-Transaction, the following individuals or entities directly or indirectly will hold at least ten (10) percent of the equity interest of NTC International, Inc.:

Name: NTC Holding, Inc.

Address: 1000 N. West Street, Suite 1200, Wilmington, DE 19801

Place of Incorporation: Delaware

Principal Business: Holding Company

Ownership Interest: 100% of NTC International, Inc.

Name: Giuseppe Giurfa

Address: 520 Norton Lane, Arnold, MD 21012

Country of Citizenship: US

Principal Business: President and Sole Director

Ownership Interest: 100% of NTC Holding, Inc.

¹⁴ 47 C.F.R. § 63.01.

Post-close, no other persons or entities will hold a 10% or greater equity and/or voting interest in NTC pursuant to the Commission's attribution rules. There will be no interlocking directorates with any foreign carrier following consummation of the proposed transaction.

- (i) As confirmed by the signature of Transferee to this Application, Transferee certifies that (a) neither he nor NTC is a foreign carrier and neither is affiliated with a foreign carrier, and (b) neither he nor NTC will become a foreign carrier or become affiliated with a foreign carrier post-close as a result of the transaction.
- (j) As confirmed by the signature of Transferee to this Application, Transferee certifies that neither he nor NTC seeks to provide international telecommunications services to any destination country where (i) Transferee or NTC is a foreign carrier; (ii) Transferee or NTC controls a foreign carrier; (iii) any entity that owns more than 25 percent of NTC, or that controls NTC, controls a foreign carrier; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of NTC and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) [Reserved]
- (m) Not applicable.
- (n) As confirmed by the signatures of Applicants' representatives to this Application, Applicants certify that they have 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 market power on the foreign end of the route, and they will not enter into such agreements in the future.
- (o) As confirmed by the signatures of Applicants' representatives to this Application, Applicants certify that, pursuant to sections 1.2001 through 1.2003 of the Commission's rules, they are not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of the international portion of this Application pursuant to section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under section 63.12(a) of the Commission's rules because (i) Applicants are not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction; (ii) Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, nor will Applicants be so affiliated post-close; and (iii) none of the other scenarios outlined in section 63.12(c) of the Commission's rules, 47 C.F.R. § 63.12, apply at this time.

V. INFORMATION REQUIRED BY SECTION 63.04(B) OF THE COMMISSION'S RULES

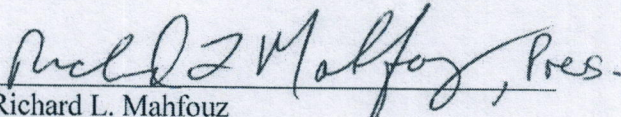
In accordance with the requirements of section 63.04(b) of the Commission's rules, the additional information required for the domestic section 214 transfer of control application is provided in **Exhibit A**.

VI. CONCLUSION

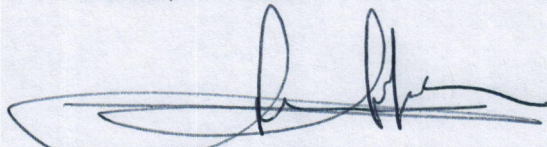
Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

NTC AND NTC HOLDING


Richard L. Mahfouz

President, NTC Holding, Inc.
1545 Faraday Avenue, Suite 101
Carlsbad, CA 92008



Giuseppe Guarfa
520 Norton Lane
Arnold, MD 21012

Date: March 12, 2018

LIST OF EXHIBITS

EXHIBIT A – Information Required by 47 C.F.R. § 63.04

EXHIBIT B – Pre- and Post-Close Organizational Charts

EXHIBIT A

INFORMATION REQUIRED BY 47 C.F.R. § 63.04

In accordance with the requirements of section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transactions

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is included in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to section 63.03(b)(2) of the Commission's rules, 47 C.F.R. § 63.03(b)(2) for the reasons explained on page 2 of the Application.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

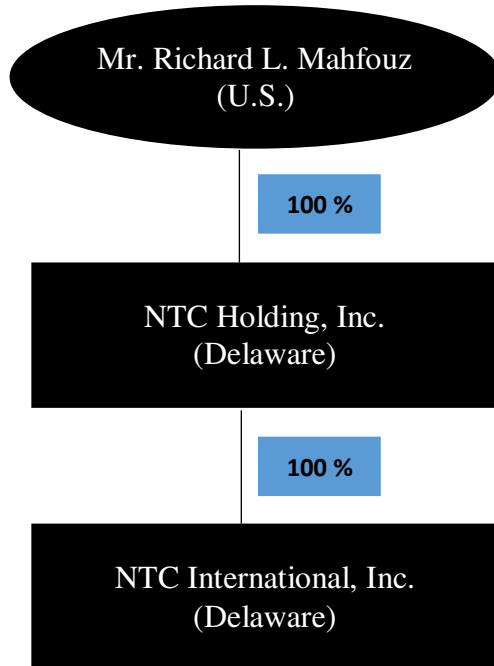
None.

63.04(b)(12): Public Interest Statement

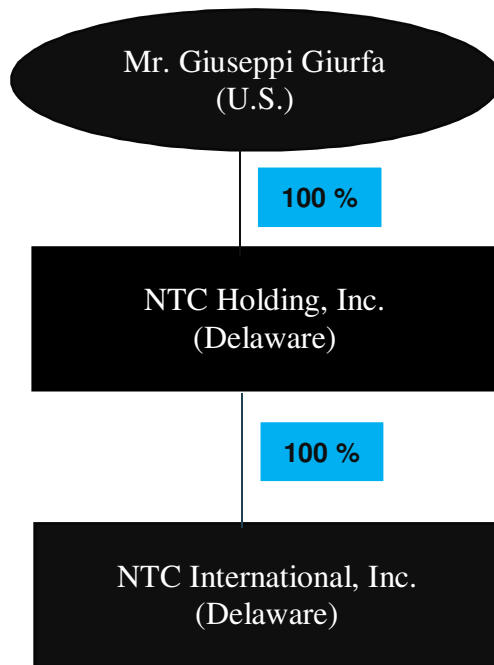
Consummation of the proposed transaction will serve the public interest for the reasons detailed in Section III of the Application.

EXHIBIT B

Pre- and Post-Close Organizational Charts



Pre-Close Corporate Ownership of NTC International, Inc.



Post-Close Corporate Ownership of NTC International, Inc.