

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

Primo Connect, Inc., Transferor, and Hark,
LLC, Transferee,

Joint Application for Consent to Transfer
Control of Domestic and International
Authorizations Pursuant to Section 214 of the
Communications Act of 1934, as Amended,
Held by BA Telecom, Inc.

WC Docket No. 22-____

ITC-T/C-2022____-____

**JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL OF
DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO
SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED,
HELD BY BA TELECOM, INC.**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (“Section 214”), and Sections 63.04 and 63.24 of the Commission’s rules,¹ Primo Connect, Inc. (“Transferor”) and Hark, LLC (“Transferee”) (each a “Party” and together, the “Parties”), hereby request the Commission’s consent to transfer control of the domestic and international authorizations held by BA Telecom, Inc. (“Licensee”) from the current owners of Transferor to the owner of Transferee. Pursuant to the Stock Purchase Agreement described herein (the “Transaction”), Transferee will acquire from Transferor upon closing all the shares of and control of Licensee. The Parties seek approval of this Transaction so that the Transferee may strengthen the operations of the Licensee and invest in its network.

In support of this application, the Parties provide the following information.

¹ 47 C.F.R. §§ 63.04, 63.24.

I. DESCRIPTION OF THE APPLICANTS

A. Transferor:

Transferor, the parent company of Licensee, acts as a holding company and does not directly provide any communications services. Licensee is a Nevada corporation that provides international telecommunications through a VoIP platform to both business and residential customers, on both a retail and wholesale basis. Licensee's services include international direct dialed and termination services. Licensee provides the following services (subject to the Section 214 process) in the following jurisdictions that require licensing, as well as in all the other U.S. jurisdictions, which do not require licensing:

States	Types of Service(s)
Arkansas	VoIP and International Services
California	VoIP and International Services
Connecticut	VoIP and International Services
Indiana	VoIP and International Services
Kansas	VoIP and International Services
New Mexico	VoIP and International Services
Texas	VoIP and International Services
Utah	VoIP and International Services

Transferor is authorized by the Commission to provide international services under the authority granted in ITC-214-20160504-00148 (global facilities-based Service).² Licensee is also authorized by the Commission to provide interstate and international telecommunications services under blanket domestic 214 authority pursuant to 47 C.F.R. § 63.01, and international 214 authorization granted in ITC-214-20141103-00292 (global facilities-based service).

² Transferor will retain its license (ITC-214-20160504-00148) which will not transfer as part of the Transaction.

B. Transferee:

Hark, LLC is a California limited liability company. Transferee will act as a holding company for Licensee. Transferee does not currently operate as a telecommunications provider and therefore does not possess any licenses.

II. PUBLIC INTEREST STATEMENT

The proposed Transaction is in the public interest because consummation will allow the Transferee to invest in the Licensee's operations and modernize its systems, resulting in an enhanced service experience for consumers. Transferee intends to expand service offerings to the customers of Licensee, as well as to provide a more robust customer service experience and an enhanced billing platform. In addition, after the Transaction has closed, the additional investments will permit Licensee to deploy newer technologies more economically.

The Transaction also ensures continuity of operations for Licensee, to the ultimate benefit of customers who will continue to receive uninterrupted access to telecommunications and information services. The Transaction will only alter the ownership of Licensee, and will not affect any of Licensee's operations—except to the extent it enhances those operations due to the investments described above. Licensee's customers will continue to have the same service provider and will continue to receive substantially the same services and the same rates, terms and conditions of service. There will be no disruption to any customer-facing operations such as ordering, service installation, customer service, and billing, which will continue to be provided as before. Any future changes affecting customers will result from the normal course of business operations, as was the case prior to the Transaction. No assignment of licenses, assets, or customers by Licensee will occur as a consequence of the Transaction. Accordingly, this Transaction will be, for all practical purposes, imperceptible to Licensee's customers and will therefore have no adverse effects on the quality of service enjoyed by Licensee's customers.

Moreover, the proposed Transaction will not adversely affect competition because the markets for providing international telecommunications and interconnected VoIP services are highly competitive in the United States, and Licensee plays such a small role within those markets that there will be no material concentration of market share post-closing. Furthermore, since Transferee does not currently compete within the telecommunications marketplace, neither Transferee nor Transferor, considered individually or in combination, possess any market power in any geographic or product market. In fact, due to the investments described above, approval of the Transaction will actually increase competition by enhancing Licensee's capabilities.

Accordingly, approval of the Transaction will serve the public interest.

III. DESCRIPTION OF THE TRANSACTION REQUIRED BY SECTION 63.04(a)(6) [ANSWER TO QUESTION 13]

Pursuant to a Stock Purchase Agreement between Transferor and Transferee dated December 21, 2021, Transferee will acquire all the shares of Licensee. As a result, upon closing, the control of Licensee will be held by Transferee. As noted above, immediately following closing, Licensee will continue to operate as before; none of its services, prices, or billing methods will be changed. As a result, the Transaction will be entirely transparent to Licensee's end users. Any changes in service offerings, prices, etc. will occur over time, in the normal course of business.

For the Commission's convenience, a pre- and post-Transaction organization chart is provided as **Attachment 1**. The Transaction is expected to close upon receipt of all necessary regulatory approvals and the satisfaction or waiver of other customary closing conditions.

IV. INFORMATION REQUIRED BY SECTIONS 63.24(e)(2) AND 63.04(b)

Pursuant to 47 C.F.R. §§ 63.24(e)(2), 63.04(b), and 63.18, the Parties provide the following information to support their application.

A. Transferor/Licensee and Transferee Name, Address, Telephone Number, State of Organization (§§ 63.18(a), (b), 63.04(a)(1)-(2))

Transferor/Licensee

Name: Primo Connect, Inc., Transferor
BA Telecom, Inc., Licensee
Address: 1550 Scenic Dr., Suite 100
Costa Mesa, CA 92626
Tel. Number: (888)777-0446
State of Organization: Delaware (Transferor)
Nevada (Licensee)
FRNs: 0019422179 for BA Telecom, Inc.
0025509290 for Primo Connect, Inc.
Email: rizwan@ultra.me

Transferee

Name: Hark, LLC
Address: 1968 S. Coast Hwy., #3113
Laguna Beach, CA 926351
Tel. Number: (323) 401-2631
State of Organization: California
FRN: 0031808306
Email: john@harkllc.com

B. Transferor/Licensee and Transferee Contact Information (§§ 63.18(c), 63.04(a)(3)) [Answer to Question 10]

Transferor/Licensee

Name: Primo Connect, Inc.. Transferor
BA Telecom, Inc., Licensee
Address: Attn Rizwan Kassim
1550 Scenic Dr., Suite 100
Costa Mesa, CA 92626
Tel. Number: (888)777-0446

With copies to:

Name: Leon Nowalsky, Esq.
Address: Partner, Nowalsky & Gothard, APLLC
1420 Veterans Memorial Blvd.
Metairie, LA 70005
Tel. Number: (504) 832-1984
Email Address: lnowalsky@nbglaw.com

Name: James C. Falvey, Esq.
Title: Partner, Lawler, Metzger, Keeney & Logan, LLC
Address: 1717 K St., NW
Suite 1075
Washington, D.C. 20006
Tel. Number: (202) 777-7732
Email Address: jfalvey@lawlermetzger.com

Transferee
Name: Hark, LLC
c/o John Tuttle
Title: Chief Executive Officer
Address: 1968 S. Coast Hwy. #3113
Laguna Beach, CA 92651
Tel. Number: (323) 401-2631
Email Address: john@harkllc.com

C. Transferor/Licensee and Transferee Prior 214 Authorizations and Services Provided (§§ 63.18(d), 63.04(a)(7)) [Answer to Question 10]

Please see Section I above for a description of the parties' prior 214 authorizations, services provided, and the geographic areas in which such services are provided.

D. Transferee Name, Address, Citizenship, and Principal Business of 10%+ Interest Holders (§§ 63.18(h)) [Answer to Question 11]

Upon closing of the proposed transaction, the Licensee will be 100% directly owned by Transferee. The following persons and entity hold a 10% or greater direct interest in Transferee:

Name: John Tuttle
Address: 1968 S. Coast Hwy. #3113
Laguna Beach, CA 92651
Citizenship: US
Principal Business: Investor
Percent Interest: 100%

The parties provide a pre- and post-close organizational chart at **Attachment 1**.

E. Interlocking Directorates (§ 63.18(h))

Transferee does not have any interlocking directorates with any foreign carriers.

F. Certifications (§§ 63.18(i), (j), (n), (o))

As evidenced by the declaration provided at **Attachment 2**, Transferee certifies that:

- Transferee is not a foreign carrier and is not affiliated with a foreign carrier;
- Transferee does not seek to provide international telecommunications services to any country in which (i) Transferee is a foreign carrier, (ii) Transferee controls a foreign carrier, (iii) an entity that owns more than 25% of Transferee or that controls Transferee or controls a foreign carrier in that country, or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of the Transferee and are parties to or are beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications in the United States;
- Transferee has not agreed to accept any 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 Transferee will not enter into such agreements in the future; and
- Transferee is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

G. Streamlined Processing and Non-Dominance (§§ 63.18(p), 63.04(a)(8), 63.12(c), 63.03(b))

Transferee qualifies for streamlined processing pursuant to 47 C.F.R. § 63.12(c) with respect to its International Section 214 authorizations because it is not a foreign carrier and is not affiliated with any foreign carriers and, therefore, 47 C.F.R. § 63.12(c)(1) does not apply. In addition, Transferee has no affiliation with a dominant U.S. carrier and therefore 47 C.F.R. § 63.12(c)(2) does not apply. With respect to the transfer of the domestic Section 214 license, the streamlined procedures are presumed to apply to this application because, pursuant to 47 C.F.R. § 63.03(b)(1)(ii), Transferee is not a telecommunications provider.

H. No Other Commission Applications for the Transaction (§ 63.04(a)(9))

Other than the Section 214 authorizations described above, Licensee does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this Transaction.

I. No Imminent Business Failure or Waivers (§§ 63.04(a)(10), (a)(11))

The Parties are not seeking special consideration on the ground that any Party faces imminent business failure, nor do they seek any waivers in conjunction with this application.

J. Public Interest (§ 63.04(a)(12))

Please see Section II above.

V. CONCLUSION

For the reasons stated above, the Parties respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this application for the transfer of ownership and control of BA Telecom, Inc. to Hark, LLC.

Respectfully submitted,

James C. Falvey

James C. Falvey
Partner, Lawler, Metzger, Keeney & Logan, LLC
1717 K St., NW
Suite 1075
Washington, D.C. 20006
Telephone: (202) 777-7732
Email: jfalvey@lawlermetzger.com

Leon Nowalsky

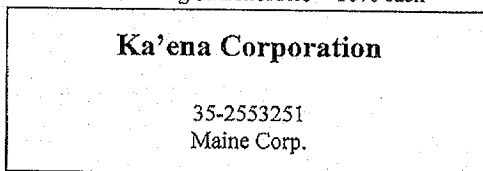
Leon Nowalsky
Partner, Nowalsky & Gothard
1420 Veterans Memorial Blvd
Metairie, LA 70005
Telephone: (504) 832-1984
Email: lnowalsky@nbglaw.com

Dated: January 14, 2022

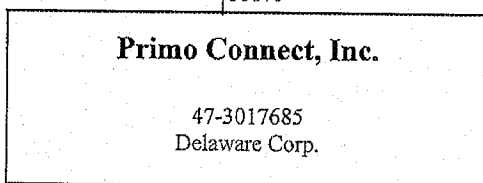
ATTACHMENT 1 – Pre- and Post-Closing Organizational Chart

**Pre-Closing Organizational Chart
Demonstrating Ownership of BA Telecom, Inc.**

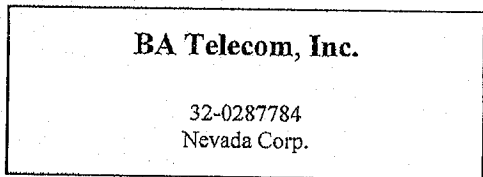
70% David Glickman
Remaining shareholders < 10% each



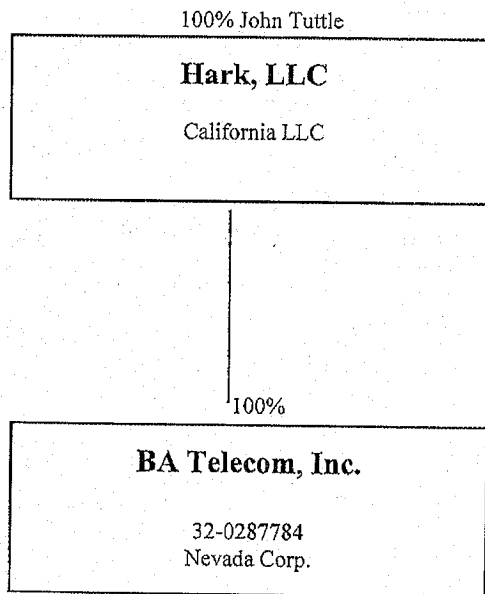
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100%



**Post-Closing Organizational Chart
Demonstrating Ownership of BA Telecom, Inc.**

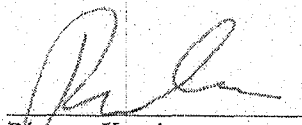


ATTACHMENT 2
TRANSFeree DECLARATION WITH CERTIFICATIONS

State of California
County of Los Angeles

VERIFICATION

I, Rizwan Kassim, am the Co-Founder and CFO of BA Telecom, Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Rizwan Kassim
BA Telecom, Inc.

Sworn to and subscribed before me this
31 day of Dec, 2021

Please see attached for
CA Gov't Code §202
compliant Jurat

Notary Public

My commission expires 01/18/2025

CALIFORNIA JURAT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document, to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA

COUNTY OF Los Angeles

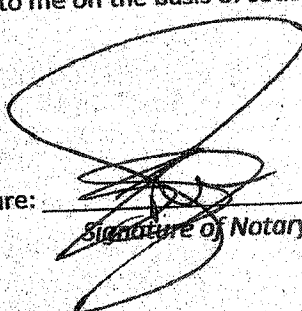
Subscribed and sworn to (or affirmed) before me on this 5th day of January, 2022
Date Month Year

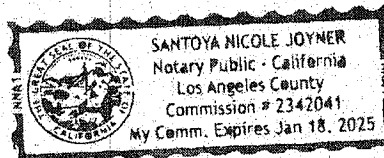
by Lizwan Kassim

Name of Signers

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature:


Signature of Notary Public



Seal
Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent attachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Verification

Document Date: _____

Number of Pages: _____

Signer(s) Other Than Named Above: N/A

**CERTIFICATIONS IN SUPPORT OF THE JOINT APPLICATION FOR CONSENT TO
TRANSFER CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS
PURSUANT TO SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS
AMENDED, HELD BY BA TELECOM, INC.**

I, John Tuttle, under penalty of perjury, certify:

1. I am over the age of 18 years.
2. I am the President of Hark, LLC (Transferee).
3. Transferee is not a foreign carrier and is not affiliated with a foreign carrier;
4. Transferee does not seek to provide international telecommunications services to any country in which (i) Transferee is a foreign carrier, (ii) Transferee controls a foreign carrier, (iii) an entity that owns more than 25% of Transferee or that controls Transferee controls a foreign carrier in that country, or (iv), two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of the Transferee and are parties to or are beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications in the United States;
5. Transferee has not agreed to accept any 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 Transferee will not enter into such agreements in the future; and
6. Transferee is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

I certify under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, information, and belief this and that these Certifications were executed on this 22 day of December, 2021 at Alexandria, VA.

By:

John Tuttle

John Tuttle, President
Hark, LLC

TITLE	Verification for Transfer
FILE NAME	Verification - Buyer.docx
DOCUMENT ID	5dd953cad023fdca6e4cbf2f93b660fb1c51056
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	● Completed

Document History

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 VIEWED	12 / 21 / 2021 19:42:47 UTC-8	Viewed by John Tuttle (johnnerictuttle@gmail.com) IP: 69.143.121.216
 E-SIGN DISCLOSURE ACCEPTED	12 / 21 / 2021 19:47:30 UTC-8	Electronic record and signature disclosure accepted by (johnnerictuttle@gmail.com) IP: 69.143.121.216 GUID: 70df44af03753135fe667b2be553e0a7dfa8d7f6
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