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May 22, 2023

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Attn: International Bureau

Re: Application for Approval of an Indirect Transfer Control of PRESTO WIRELESS CORP.

Dear Ms. Dortch,

Attached please find for filing an Application for PRESTO WIRELESS CORP. ("PWC"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.18 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.24, to transfer control of PRESTO WIRELESS CORP. Presto Holdings, LLC, the parent company of PRESTO WIRELESS CORP. is transferring ownership from Israel Max, CEO to Noah Isaacs.

This filing with the International Bureau and the applicable credit card payment in the amount of \$785.00, which satisfies the filing fee required under the Commission's rules, are being submitted electronically through the MyIBFS.

If you have any questions concerning the enclosed, please do not hesitate to contact me. Thank you.

Respectfully submitted,

s/ Lance Steinhart

Lance J.M. Steinhart, Esq.
Managing Attorney
Lance J.M. Steinhart, P.C.
Attorneys for PRESTO WIRELESS CORP.

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

In the Matter of	)	
	)	
PRESTO WIRELESS CORP.	)	
Licensee	)	
	)	
Israel Max	)	
<i>Transferor</i>	)	
	)	
and	)	IB File No. _____
	)	
Noah Isaacs	)	
<i>Transferee</i>	)	
	)	
Application for Consent to Indirect Transfer of Control	)	
Of a Company Holding International Section 214	)	
Pursuant to the Communications	)	
Act of 1934, as Amended	)	

JOINT INTERNATIONAL APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.18 and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.24, PRESTO WIRELESS CORP. (“PWC”), Israel Max, and Noah Isaacs (collectively the “Applicants”), hereby respectfully request the Federal Communication Commission (“FCC” or “Commission”) consent to an indirect transfer of control of PRESTO WIRELESS CORP. from Israel Max to Noah Isaacs (“Joint Application”).

PWC holds international section 214 authority but does not provide any services or have active customers. PWC has no foreign ownership and is not a foreign carrier and is not affiliated with foreign carriers in any market.

As discussed in more detail below, Israel Max and Noah Isaacs have entered into an agreement pursuant to which Noah Isaacs will acquire one hundred percent (100%) of the ownership interests of Presto Holdings, LLC, the parent company of PWC. The transaction will

not result in any loss or impairment of service for any customers as PWC has not commenced providing services.

The Applicants provide below the information required by section 63.24(e)(2) of the Commission's rules, 47 C.F.R. § 63.24(e)(2). The Applicants seek streamlined treatment for this Application. Applicants request streamlined treatment for this Application pursuant to section 63.12(c) 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.

I. DESCRIPTION OF THE APPLICANTS

A. PRESTO WIRELESS CORP. (FRN: 0033119157)

PWC is a New York corporation with headquarters located at 708 Central Ave, Woodmere, NY 11598. PWC has authority to provide international telecommunications services.¹ PWC is authorized to provide CMRS/Wireless services in Alaska, Colorado, Georgia, Michigan, Montana, Nebraska, New Mexico, and Wyoming. PWC is a wholly owned subsidiary of Presto Holdings, LLC.

B. Israel Max

Presto Holdings, LLC is a Delaware limited liability company with headquarters located at 708 Central Ave, Woodmere, NY 11598. Presto Holdings is 100% owned by Israel Max.

C. Noah Isaacs

Noah Isaacs, a U.S. Citizen residing in the state of New Jersey, does not hold ten percent (10%) or greater interest in any other provider of domestic or international telecommunications services.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the executed Membership Interest Purchase Agreement by and between Israel Max (“Seller”) and Noah Isaacs (“Buyer”), Buyer will purchase one hundred percent (100%) of the ownership interests of Presto Holdings, LLC. PWC remains wholly owned by Presto Holdings, LLC. The consummation of the Transaction is contingent upon any required regulatory approval, including this Application. Pre and Post Transaction Organization Charts are provided in Exhibit B which is attached hereto.

¹ File No. ITC -214-20221202-00146 authority to provide global or limited global resale services granted December 30, 2022.

The Transaction raises no competitive issues. PWC will continue to compete with other providers of telecommunication services.

No radio licenses were included in the Transaction. No foreign carrier affiliations resulted from this Transaction, and consumers will not be harmed.

III. PUBLIC INTEREST STATEMENT

Control of PWC may be transferred pursuant to Section 214 of the Communications Act of 1934 if the Commission finds that the public interest, convenience and necessity will be served thereby. 47 U.S.C. § 214. As discussed below, the Transaction will serve the public interest because it will yield tangible benefits for the public without harming customers or competition in any market.

A. Public Interest Benefits of the Transaction

The Transaction will demonstrably serve the public interest by bringing the managerial, technical, and financial resources available through the Buyer and its affiliates allowing PWC to operate fully as a telecommunications company.

B. The Transaction Will Have No Adverse Impact on Customers

PWC has not commenced providing services, therefore, there are no active customers.

C. The Transaction Poses No Competitive Risks for the International Telecommunications Market

Finally, the Transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. Applicants have no share of the international telecommunications market, and are not foreign carriers or affiliated with a foreign carrier in any market. Therefore, the proposed Transaction will have no ability to adversely affect 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:

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

PRESTO WIRELESS CORP.
708 Central Avenue
Woodmere, NY 11598
Telephone: (332) 777-3786
FRN: 0033119157

Presto Holdings, LLC
Israel Max, CEO
708 Central Avenue
Woodmere, NY 11598
Telephone: (607) 213-0200
FRN: 0033505967

Noah Isaacs, CEO
10-04 Upton Place
Fair Lawn, NJ 07410
Telephone: (201) 803-8614

- (b) PWC is a corporation formed under the laws of the State of New York. Presto Holdings is a limited liability company organized under the laws of the State of Delaware.
- (c) Correspondence concerning this Application should be sent to:

Lance J.M. Steinhart
Managing Attorney
Lance J.M. Steinhart, P.C.
Attorneys at Law
1725 Windward Concourse, Suite 150
Alpharetta, Georgia 30005
(770) 232-9200 (Phone)
(770) 232-9208 (Fax)
lsteinhart@telecomcounsel.com (E-Mail)

- (d) PWC holds international section 214 authority, granted in FCC File No. ITC-214-20221202-00146. Presto Holdings, LLC does not hold any Section 214 licenses.

- (e) Pre-close, the following individuals or entities hold a ten percent (10%) or greater interest in PWC:

Name: Presto Holdings, LLC
A United States corporation
Business Address:
708 Central Avenue
Woodmere, NY 11598
Principal Business: Telecommunications
Percentage Ownership: 100%

Israel Max, CEO
United States Citizen
Business Address:
708 Central Avenue
Woodmere, NY 11598
Principal Business: Telecommunications
Percentage Ownership: 100%

Post-close, the following individuals or entities will hold a ten percent (10%) or greater interest in PWC:

Name: Presto Holdings, LLC
Noah Isaacs, CEO
United States Citizen
Business Address:
11-04 Upton Place
Fair Lawn, NJ 07410
Principal Business: Telecommunications
Percentage Ownership: 100%

There will be no interlocking directorates with any foreign carrier following consummation of the proposed Transaction.

- (f) As confirmed by the signature of Applicants' representatives to this Application, Applicants certify that (a) Applicants are not foreign carriers and are not affiliated with a foreign carrier, and (b) Applicants will not become a foreign carrier or become affiliated with a foreign carrier post-close.
- (g) As confirmed by the signature of Applicants' representatives to this Application, Applicants certify that the Applicants do not seek to provide international telecommunications services to any destination country where (i) the Applicant is a foreign carrier; (ii) the Applicant controls a foreign carrier; (iii) any entity that owns more than 25 percent of Applicants, or that controls Applicants, 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 Applicants 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.

- (h) Not applicable
- (i) [Reserved]
- (j) Not applicable.
- (k) 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.
- (l) 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.
- (m) Applicants request streamlined processing 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(c) 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.

VI. ADDITIONAL CERTIFICATIONS BY APPLICANTS

As confirmed by the signature of Applicants' representatives to this Application, Applicants certify that Applicants: (i) will comply with CALEA and related Commission rules and orders to the extent applicable; (ii) make communications to, from, or within the United States, as well as records thereof, available to U.S. law enforcement officials; (iii) designate a U.S. citizen or permanent U.S. resident as a point of contact for the execution of lawful requests and as an agent for legal service of process; (iv) affirm that all information submitted to the Commission as part of the application process is complete and accurate, and will promptly inform the Commission and the Executive Branch agencies of any (a) substantial and significant changes in such information, while an application is pending, as defined in section 1.65 of the Commission's rules, and (b) applicant or contact information changes after the application is no longer pending promptly and in any event within thirty (30) days; and (v) affirm their understanding that failure to fulfill any of the conditions of the grant of their applications can result in license revocation or termination and criminal and civil penalties.

V. CONCLUSION

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

Respectfully submitted,

/s/ Lance J.M. Steinhart

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Attorneys for PRESTO WIRELESS CORP.

Dated: May 19, 2023

EXHIBIT A
CERTIFICATIONS

CERTIFICATION

I, Israel Max, hereby state under penalty the perjury that I am the Chief Executive Officer of Presto Holdings, LLC, that I have reviewed the foregoing Joint Application and know the contents thereof, and that the statements made therein are true and correct to the best of my knowledge and belief.

May 18, 2023
Dated: _____


Israel Max (May 18, 2023 17:09 EDT)

Israel Max
Chief Executive Officer
Presto Holdings, LLC

CERTIFICATION

I, Noah Isaacs, hereby state under penalty the perjury that I have reviewed the foregoing Joint Application and know the contents thereof, and that the statements made therein are true and correct to the best of my knowledge and belief.

Dated: May 18, 2023 _____

Noah Isaacs

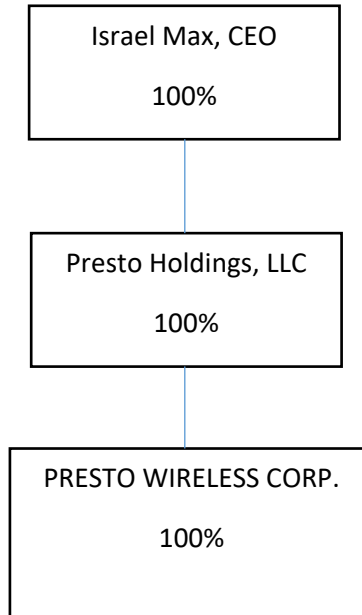
Noah Isaacs (May 18, 2023 17:29 EDT)

Noah Isaacs

EXHIBIT B

PRE & POST TRANSACTION ORGANIZATIONAL CHARTS

Pre-Transaction



Post-Transaction

