

ATTACHMENT 1

NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 64.24(f) of the Commission's rules,¹ Rebtel Networks AB ("Rebtel") notifies the Commission of an internal restructuring that resulted in the *pro forma* transfer of control of Rebtel and its international Section 214 authorization. Because the restructuring did not result in a change in the ultimate control of Rebtel or its international Section 214 authorization, the transaction was *pro forma*.

Answer to Question 10 (Section 63.18(c)-(d))

All communications in connection with this notification should be directed to the following:

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Rebtel holds one international Section 214 authorization to provide global facilities-based and global resale services (File No. ITC-214-20170728-00131).

Answer to Question 11 (Section 63.18(h))

Pursuant to Section 63.18(h) of the Commission's rules, the following entities hold a direct or indirect ten percent or greater ownership interest in Rebtel:

Name:	Rebtel Partners AB
Address:	Jakobsbergsgatan 16, SE-111 44 Stockholm, Sweden
Citizenship:	Sweden
Principal Business:	Holding company
Interest Held:	100% interest in Rebtel

Name:	Rebtel Holding AB
Address:	Jakobsbergsgatan 16, SE-111 44 Stockholm, Sweden
Citizenship:	Sweden
Principal Business:	Holding company
Interest Held:	100% interest in Rebtel Partners AB

¹ 47 U.S.C. § 214; 47 C.F.R. § 64.24(f).

Name: Rebtel Owners AB
Address: Jakobsbergsgatan 16, SE-111 44
Stockholm, Sweden
Citizenship: Sweden
Principal Business: Holding company
Interest Held: 100% interest in Rebtel Holding AB²

Name: Rebtel AB
Address: Jakobsbergsgatan 16, SE-111 44
Stockholm, Sweden
Citizenship: Sweden
Principal Business: Holding company
Interest Held: 98.4% interest in Rebtel Owners AB

Name: FHW Holding AB
Address: Risvägen 48, SE-132 27
Saltsjö-Boo, Sweden
Citizenship: Sweden
Principal Business: Holding company
Interest Held: 18% interest in Rebtel AB

Name: Hjalmar Winbladh
Address: Risvägen 48, SE-132 27
Saltsjö-Boo, Sweden
Citizenship: Sweden
Interest Held: 100% interest in FHW Holding AB

Name: Minority Invest AB
Address: Vattugatan 6, SE-172 73
Sundbyberg, Sweden
Citizenship: Sweden
Principal Business: Holding company
Interest Held: 47.11% interest in Rebtel AB

Name: Magnus Larsson
Address: Vattugatan 6, SE-172 73
Sundbyberg, Sweden
Citizenship: Sweden
Interest Held: 46.7% interest in Minority Invest AB

² Rebtel Owners AB holds 100% of the voting interests and approximately 80% of the equity interests in Rebtel Holding AB. The remaining equity interests are held by certain employees and management, none of whom individually hold more than a 10% interest in Rebtel Holding AB.

Name: Jonas Lindroth
Address: Birkagatan 24, SE-113 39
Stockholm, Sweden
Citizenship: Sweden
Interest Held: 12.57% indirect interest Rebtel AB³

An ownership diagram depicting the ownership of Rebtel prior to and following the restructuring is attached as Exhibit A. No other entity or individual directly or indirectly holds a 10 percent or greater ownership interest in Rebtel.

Answer to Question 12 (Section 63.18(h))

Rebtel is not aware of any interlocking directorates with foreign carriers, except for interlocking directorates with carriers within the Rebtel group of companies.

Answer to Question 13

As a result of an internal corporate restructuring that occurred on or around December 18, 2020, certain *pro forma* changes were made in Rebtel's ownership chain.⁴ Specifically, a new holding company – Rebtel AB – was inserted in Rebtel's ownership chain above Rebtel Owners AB, the former ultimate parent company of Rebtel, with a majority of the former direct and indirect shareholders of Rebtel now holding their interests in Rebtel through Rebtel AB.

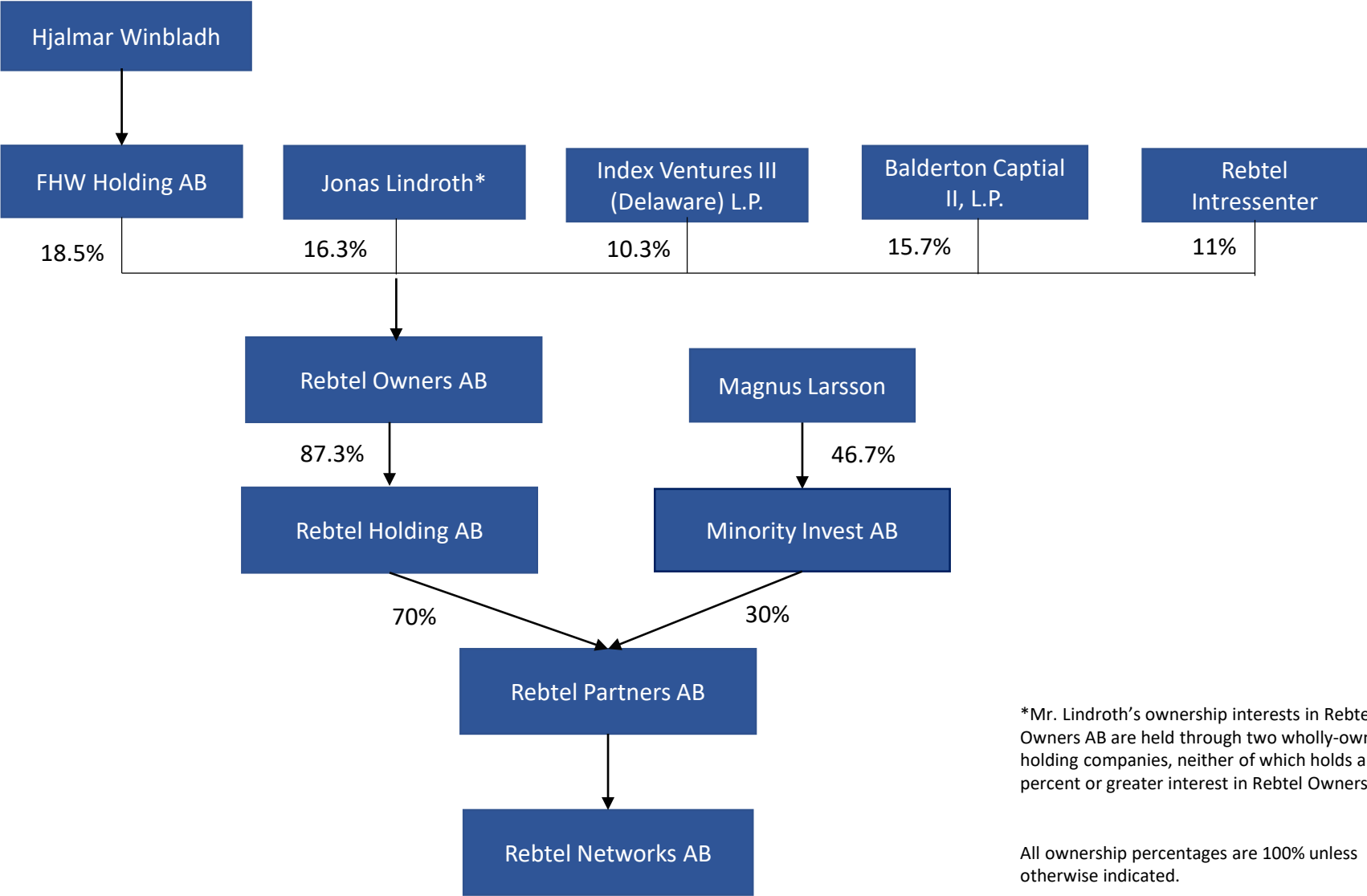
None of the foregoing changes had any effect on the indirect ultimate control or ownership of Rebtel, and there was no substantial change in the relative interests of Rebtel's ultimate shareholders. Any changes in the ownership interests were minor and non-controlling. Accordingly, the restructuring was *pro forma* in nature. As the Commission has stated, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”⁵

³ Mr. Lindroth's ownership interests in Rebtel AB are held through two wholly-owned holding companies, neither of which holds a 10 percent or greater interest in Rebtel.

⁴ Due to an inadvertent administrative oversight, Rebtel is filing this notification shortly after the 30-day notification period set forth in Section 63.24(f) of the Commission's rules.

⁵ *Communications Bar Ass'ns Petition for Forbearance from Section 310(d) of the Communications Act*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998) (concluding that a “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” is *pro forma* in nature); see also *1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999) (finding that “[r]egulatory review of [pro forma] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”).

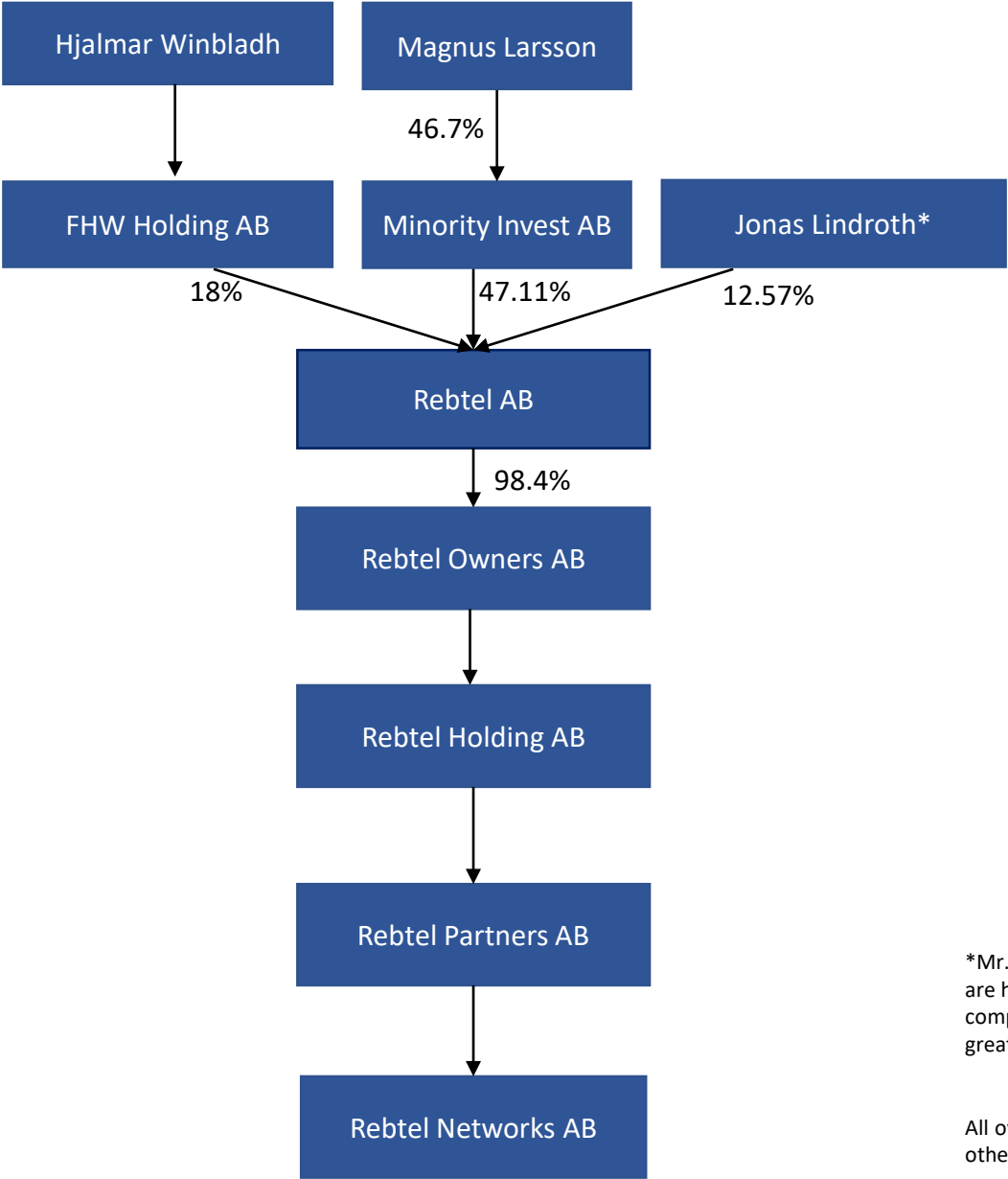
Exhibit A: Pre-closing Ownership



*Mr. Lindroth’s ownership interests in Rebtel Owners AB are held through two wholly-owned holding companies, neither of which holds a 10 percent or greater interest in Rebtel Owners AB.

All ownership percentages are 100% unless otherwise indicated.

Exhibit A: Post-closing Ownership



*Mr. Lindroth's ownership interests in Rebtel AB are held through two wholly-owned holding companies, neither of which holds a 10 percent or greater interest in Rebtel AB.

All ownership percentages are 100% unless otherwise indicated.