Attachment 1

Description of Transaction and Public Interest Statement

Pursuant to Section 63.24(b) of the Commission's rules, Affiniti Ventures, Inc. dba Noble Mobile ("Assignee") and Nova Labs, Inc. dba Helium Mobile ("Assignor" and together with Assignee, the "Applicants") respectfully request Commission consent to the assignment of certain assets of Assignor's Mobile Virtual Network Operator ("MVNO") business, including customers of that business (the "MVNO Customer Base"), from Assignor to Assignee (the "Transaction").[1]

The Applicants have entered into an Asset Purchase Agreement whereby Assignee will acquire the MVNO Customer Base. The Transaction does not include the assignment of Assignor's existing international Section 214 authorization to Assignee.[2] Following consummation of the Transaction, Assignee will provide resold Commercial Mobile Radio Service ("CMRS") to the MVNO Customer Base pursuant to its existing international Section 214 authority.[3]

Commission consent to the proposed Transaction will have no adverse impact on the MVNO Customer Base. Following the Transaction, the MVNO Customer Base will continue to receive resold CMRS services provided by Assignee consistent with Commission rules.

The Transaction will also serve the public interest by ensuring continuity of service for the MVNO Customer Base under the stewardship of an established and experienced MVNO. Assignee is a well-established and experienced MVNO with the operational expertise, customer support infrastructure, and commercial relationships necessary to provide reliable service at scale. Assignee possesses the managerial, technical, and financial qualifications required to continue providing service to the MVNO Customer Base without interruption. By transferring the MVNO Customer Base to Assignee, the Transaction will strengthen and expand Assignee's existing customer base while promoting continued competition in the MVNO marketplace. Accordingly, the Applicants respectfully request expeditious Commission consent to this application.

Section 63.18(d): Previous Section 214 Authority

Assignor holds authority under Section 214 of the Communications Act of 1934, as amended, to provide global resale international service in accordance with Section 63.18(e)(2) of the

[1] 47 C.F.R. § 63.24(b), note to paragraph (b) ("The sale of a customer base, or a portion of a customer base, by a carrier to another carrier, is a sale of assets and shall be treated as an assignment, which requires prior Commission approval under this section.")

[2] Application of Nova Labs, Inc. dba Helium Mobile for International Section 214 Authority, ICFS File No. ITC-214-20230414-00049 (granted May 19, 2023).

[3] Application of Affiniti Ventures, Inc. dba Noble Mobile for International Section 214 Authority, ICFS File No. ITC-214-20250225-00025 (granted Apr. 15, 2025).

Commission's rules.[4] Assignor will *not* assign its international Section 214 authorization to Assignee as part of the Transaction.

Assignee previously received authorization from the Commission under Section 214 of the Communications Act of 1934, as amended, to provide global resale international service in accordance with Section 63.18(e)(2) of the Commission's rules.[5]

Form 214, Question 15: Request for Streamlined Processing

This application is eligible for streamlined processing because Assignee is affiliated with neither any foreign carrier nor any dominant U.S. carrier whose international switched or private line services it seeks to resell. Thus, none of the exclusionary criteria in Section 63.12(c) of the Commission's rules will apply to this application.

Form 214, Question 20.a.: Ownership Information

Name: Andrew Yang
Address: 262 W 38th St Rm 1002, New York, NY 10018
Citizenship: USA
Principal Business: Individual
Interest: 23.29% equity and 57% voting in Affiniti Ventures, Inc. dba Noble Mobile

Name: Zachary Graumann
Address: 262 W 38th St Rm 1002, New York, NY 10018
Citizenship: USA
Principal Business: Individual
Interest: 6.73% equity and 16% voting in Affiniti Ventures, Inc. dba Noble Mobile

Name: Corazon Capital III LP
Address: 262 W 38th St Rm 1002, New York, NY 10018
Citizenship: A Delaware Limited Partnership
Principal Business: Investment manager
Interest: 11.32% equity and 0.03% voting in Affiniti Ventures, Inc. dba Noble Mobile

Corazon Capital III GP LLC (Delaware) is the general partner of Corazon Capital III LP. The managing members of Corazon Capital III GP LLC are Sam Yagan and Steven Farsht, both United States citizens. They can be contacted at the address for Corazon Capital III LP listed above. No

[4] Application of Nova Labs, Inc. dba Helium Mobile for International Section 214 Authority, ICFS File No. ITC-214-20230414-00049 (granted May 19, 2023); 47 C.F.R. § 63.18(e)(2).

[5] Application of Affiniti Ventures, Inc. dba Noble Mobile for International Section 214 Authority, ICFS File No. ITC-214-20250225-00025 (granted Apr. 15, 2025); 47 C.F.R. § 63.18(e)(2). Of note, since receiving said authorization Assignee has undergone a pro forma change in ownership structure and has a pending pro forma transfer of control application with the Commission. Application of Affiniti Ventures, Inc. dba Noble Mobile for Transfer of Control of International Section 214 Authority, ICFS File No. ITC-ASG-20260603-00162 (submitted June 3, 2026).

persons or entities in the corporate chain above Corazon Capital III LP own a 10% or greater interest in Affiniti Ventures, Inc. dba Noble Mobile.

Name: Emigrant Capital Corp
Address: 262 W 38th St Rm 1002, New York, NY 10018
Citizenship: A Delaware Corporation
Principal Business: Investment manager
Interest: 10.34% equity and 0% voting in Affiniti Ventures, Inc. dba Noble Mobile

Name: Emigrant Bank
Address: 201 S. Biscayne Blvd., Suite 1120, Miami, FL 33131
Citizenship: A Florida Corporation
Principal Business: Private Bank
Interest: 10.34% indirect equity interest in Affiniti Ventures, Inc. dba Noble Mobile held through 100% equity and 100% voting interests in Emigrant Capital Corp.

Emigrant Bank is a Florida State chartered, family-owned bank that is regulated by the FDIC & Florida Office of Financial Regulation. No persons or entities in the corporate chain above Emigrant Bank own a 10% or greater interest in Affiniti Ventures, Inc. dba Noble Mobile.

Form 214, Question 22: No Foreign Carrier Affiliation

Assignee certifies that: (1) it is neither a foreign carrier nor affiliated with a foreign carrier; (2) it does not seek to provide international telecommunications services to any destination country in which it is or controls a foreign carrier; (3) no entity owning more than 25 percent of Assignee, or that controls Assignee, controls a foreign carrier in any such destination country; and (4) no two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Assignee and are parties to or beneficiaries of any contractual arrangement affecting the provision or marketing of international basic telecommunications services in the United States.