

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

(202) 342-8400

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(202) 342-8451

www.kelleydrye.com

T.R.A. DOCKET ROOM

DIRECT LINE: (202) 342-8552

EMAIL: mconway@kelleydrye.com

NEW YORK, NY

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

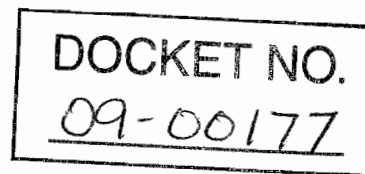
BRUSSELS, BELGIUM

AFFILIATE OFFICES

MUMBAI, INDIA

October 29, 2009

VIA UPS



Ms. Sharla Dillon, Docket Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

Re: Application of NobelTel, LLC for Approval of a Change in Ownership

Dear Ms. Dillon:

Enclosed for filing with the Tennessee Regulatory Authority, please find an original, thirteen (13) copies and a duplicate copy of the above-referenced application for a transfer of control. A check in the amount of \$25.00 to cover the filing fee is included as well. Please also find a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should there be any questions regarding this filing, please contact the undersigned at (202) 342-8552.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Melissa Conway". The signature is fluid and cursive.

Melissa S. Conway

Enclosures

**KELLEY DRYE & WARREN LLP**

Vendor ID: 20658 Tennessee Regulatory Authority

Check #: 21513

Check Date: 10/28/2009

<u>Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Narrative</u>	<u>Invoice Amount</u>	<u>Payment Amount</u>
102709TENNE	10/27/2009	Filing fee	25.00	25.00
<b>Totals:</b>			<b>\$25.00</b>	<b>\$25.00</b>

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**KELLEY DRYE & WARREN LLP**

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Washington, DC 20007-5108

Branch Banking & Trust Company  
Washington, DC  
88-426/514

Check No: 21513

<u>Check Date</u>	<u>Amount</u>
10/28/2009	\$25.00

PAY TWENTY-FIVE AND 00/100 DOLLARS

Second Signature Required for Amounts Exceeding \$10,000.00

TO  
THE  
ORDER  
OF  
Tennessee Regulatory Authority

Authorized Signature



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**Before the  
Tennessee Regulatory Authority**

In the Matter of	)
	)
NobelTel, LLC	)
	)
Application for Approval of a	)
Change in Ownership of an	)
Authorized Telecommunications Provider	)

**APPLICATION**

NobelTel, LLC (“NobelTel” or “Applicant”), by its counsel and pursuant to Tenn. Code Ann. § 65-4-113, hereby requests authority from the Tennessee Regulatory Authority (“Authority” or “TRA”), to the extent it may be required, to consummate a transaction resulting in the transfer of 100% ultimate ownership and control of Applicant from its current owners, Michael Knobel and Thomas Knobel (the “Knobels”), to a new owner, Mr. Richard Mahfouz (“Mr. Mahfouz”), a U.S. citizen. After completion of the transaction described herein, Mr. Mahfouz will indirectly own 100% of the membership interests of the Applicant. NobelTel is a competitive carrier that provides resold long distance telecommunications services to customers virtually nationwide, including in Tennessee.

This change in control does not involve a transfer of operating authority, assets or customers, and therefore, will not affect the identity of the utility authorized to provide telecommunications services in Tennessee. NobelTel will continue to offer the same services at the same rates, terms and conditions as at present. Accordingly, the contemplated transfer of control will be entirely transparent to consumers. The only

change will be that NobelTel will be ultimately wholly-owned by Mr. Mahfouz. The authorization and operations of the Applicant will not be affected in Tennessee.

In support of this Application, the Applicant provides the following information:

## **I. APPLICANT**

NobelTel is a Delaware limited liability company located at 5857 Owens Avenue, Suite 202, Carlsbad, CA 92008. NobelTel provides a variety of interexchange resale services, including prepaid and postpaid card services, to residential and business end users as well as on a wholesale basis to other telecommunications carriers. NobelTel is authorized and provides resold interexchange telecommunications services in all states and the District of Columbia, except for Alaska. In Tennessee, NobelTel is authorized to provide intrastate telecommunications services pursuant to an Order in Case No. 02-01319 dated April 24, 2003. NobelTel is also authorized to provide both interstate and international telecommunications services by the Federal Communications Commission. NobelTel will continue to hold its authorizations following the transfer of control.

NobelTel is a direct, wholly owned subsidiary of Nobel, Inc., a privately held Delaware corporation located at the same address. Currently, the Knobels together hold 100% of the stock of Nobel Inc. and thus, indirectly, 100% of the Applicant. Mr. Thomas Knobel holds 96% of Nobel, Inc. and Mr. Michael Knobel holds 4% of Nobel, Inc.

## **II. DESIGNATED CONTACTS**

The designated contact for this Application is:

Melissa S. Conway  
Kelley Drye & Warren LLP  
3050 K Street NW, Suite 400  
Washington, D.C. 20007  
Tel: (202) 342-8552  
Fax: (202) 342-8452  
[mconway@kelleydrye.com](mailto:mconway@kelleydrye.com)

With a copy to:

Thomas Kimura  
5857 Owens Avenue, Suite 202  
Carlsbad, California 92008  
Tel: (760) 405-0105  
Fax: (760) 930-2592  
[tom.kimura@nobelusa.com](mailto:tom.kimura@nobelusa.com)

## **III. DESCRIPTION OF THE TRANSACTION**

By this Application, NobelTel requests approval for a transfer of control that will result from the indirect acquisition by Mr. Mahfouz of 100% ownership of NobelTel. Pursuant to a Stock Purchase Agreement dated October 26, 2009 among the Knobels, Nobel, Inc. and Nobel Holding, Inc. ("Nobel Holding") (the "Agreement"), Nobel Holding will purchase 100% of the shares of Nobel, Inc. Nobel Holding is a newly-formed holding company that is wholly owned by Mr. Mahfouz. Following the closing of the transaction, NobelTel will be ultimately 100% owned and controlled by Mr. Mahfouz, a U.S. citizen. The Knobels will no longer have any interest in the Applicant. After the transfer of control, NobelTel will not have any affiliates that offer domestic telecommunications services.

A diagram showing the corporate structure of NobelTel currently and post-close is provided in *Exhibit A*.

The current customers of NobelTel will continue to be served by NobelTel pursuant to its existing telecommunications authorizations. The transaction will be entirely transparent to customers, who will enjoy the same rates, terms and conditions of service as they do prior to the closing, and any future changes will be made consistent with Authority requirements. Customers will use the same contact information for inquiries or other communications with the Applicant. Indeed, despite the change in ownership, the Applicant does not anticipate any change in the management of operational personnel as a result of the transaction, thus maintaining the managerial and technical expertise of the company. Therefore, the transaction will be seamless and transparent to customers. The day-to-day operations of NobelTel will not change as a result of this transaction.

#### **IV. PUBLIC INTEREST STATEMENT**

The proposed transfer of control described herein will serve the public interest. Mr. Mahfouz's indirect acquisition of 100% of the stock of Nobel, Inc. will enable NobelTel to continue to enhance and expand the services that it offers to its customers. As the existing President and CEO of NobelTel, Mr. Mahfouz will ensure that the company will continue to be operated efficiently going forward.

The proposed transaction does not involve any assignment of licenses or customers. All current customers of NobelTel will continue to be served by NobelTel pursuant to its existing telecommunications authorizations. The transaction will be transparent to customers who will continue to receive their existing services at the same

rates, terms and conditions as at present. All existing tariffs will remain in place. Any future changes in the rates, terms and conditions of service will be made pursuant to Authority requirements. Applicant's management team, which will remain in place post-close, has extensive experience in providing quality communications services.<sup>1</sup>

Furthermore, the proposed transaction will not have a negative impact on competition. The Applicant is a non-dominant carrier that will continue to compete with Verizon, AT&T, and other carriers in the long distance markets for 1+, international, and calling card services. No existing or potential competitors will be eliminated as a result of the proposed transaction.

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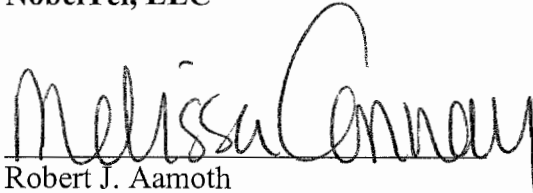
<sup>1</sup> The contemplated transfer of control does not raise any slamming concerns or necessitate compliance with FCC or state procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as the contemplated transaction does not involve any change in a customer's existing service provider. NobelTel's customers will remain with the company and will continue to be served under its existing authorization.

**V. CONCLUSION**

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

Respectfully submitted,

**NobelTel, LLC**

A handwritten signature in black ink that reads "Melissa Conway". The signature is written in a cursive style with a large, looping "M" and "C".

Robert J. Aamoth

Melissa Conway

Kelley Drye & Warren LLP

3050 K Street NW, Suite 400

Washington, D.C. 20007

Tel: (202) 342-8552

Fax: (202) 342-8452

[mconway@kelleydrye.com](mailto:mconway@kelleydrye.com)

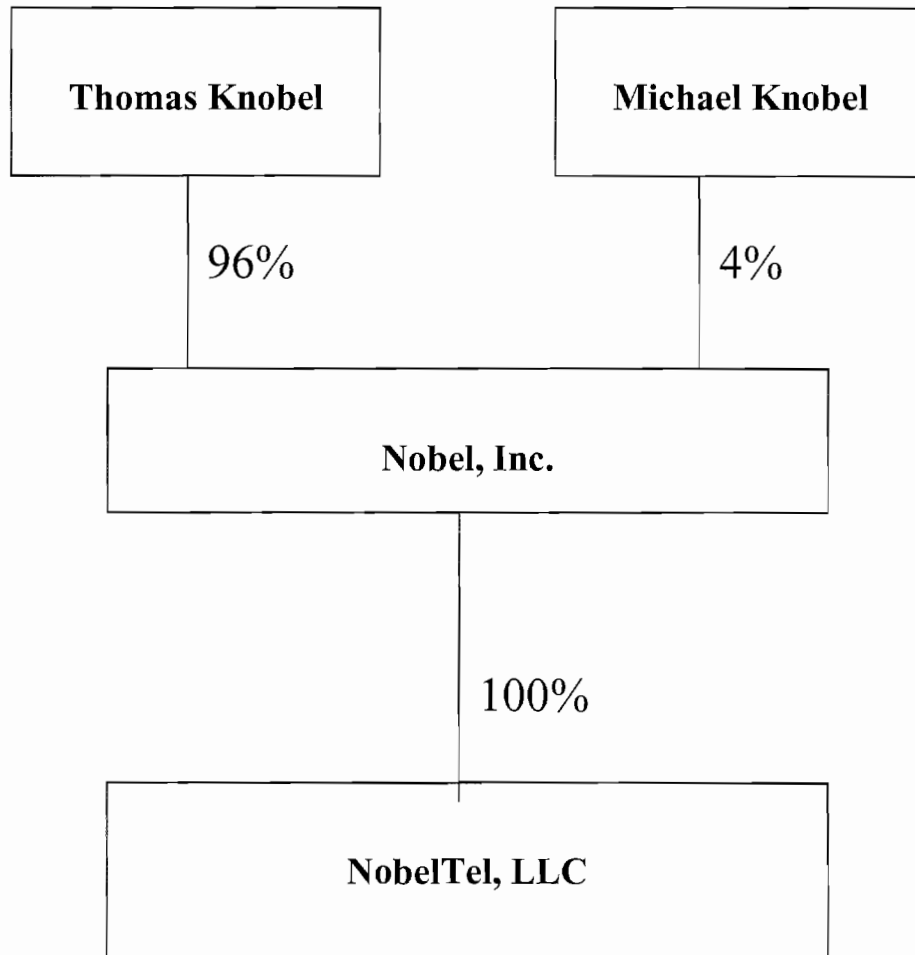
Its Counsel

Date: October 29, 2009

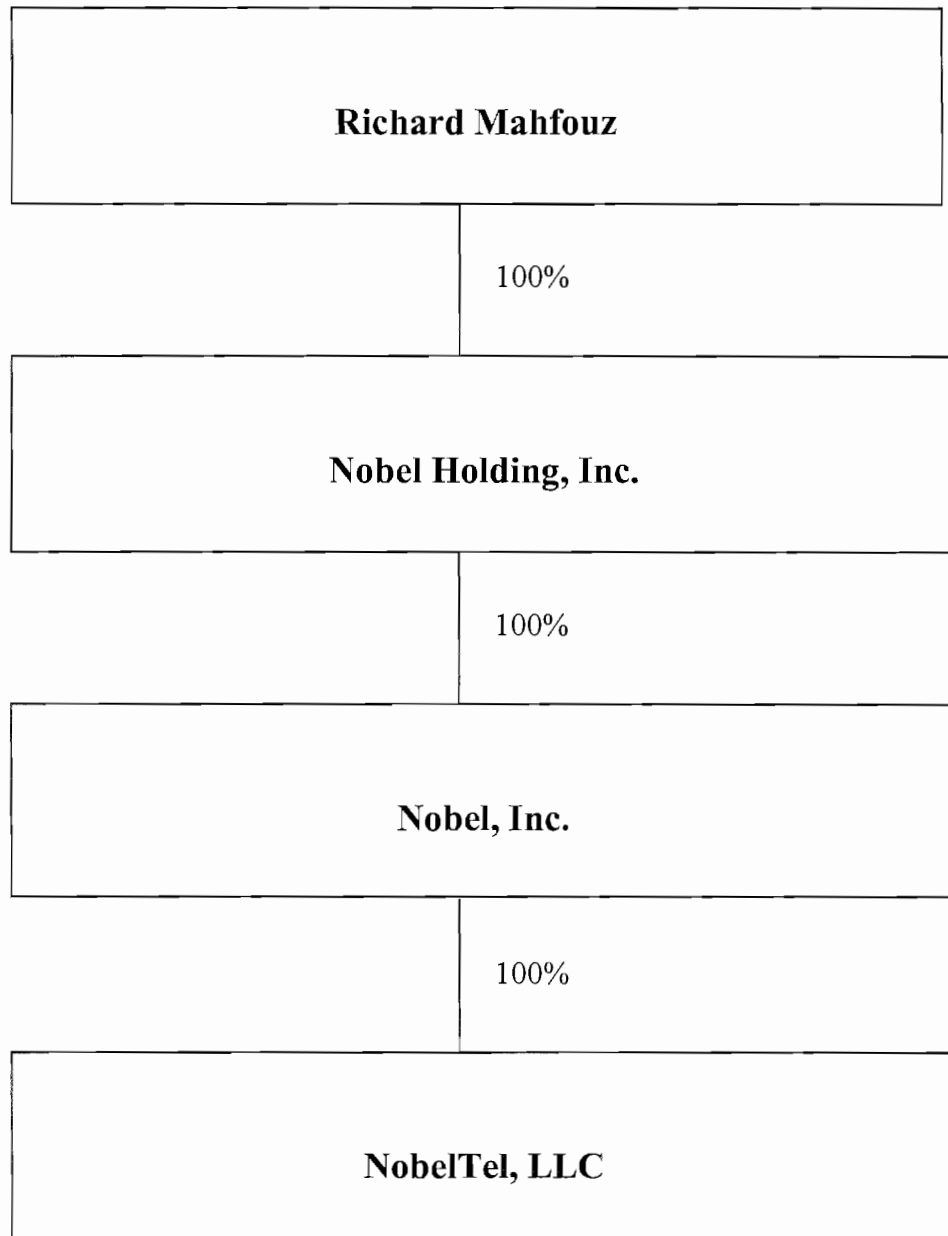


**EXHIBIT A**

# Current Ownership of NobelTel



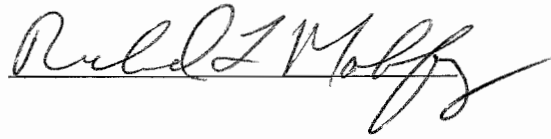
# Post-Close Ownership of NobelTel



## VERIFICATION

I, Richard L. Mahfouz, am President of NobelTel, LLC ("NobelTel") and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to NobelTel and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



State of California

County of San Diego

Subscribed and sworn to (or affirmed) before me on this 26 day of October 2009, by Richard L. Mahfouz, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

  
\_\_\_\_\_  
Notary Public