

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

DIRECT LINE: (202) 342-8552

EMAIL: mconway@kelleydrye.com

NEW YORK, NY  
CHICAGO, IL  
STAMFORD, CT  
PARSIPPANY, NJ  
BRUSSELS, BELGIUM  
AFFILIATE OFFICES  
MUMBAI, INDIA

November 16, 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 –  
**Docket No. 09-00177 – Data Request No. 1**

Dear Ms. Dillon:

Enclosed for filing with the Tennessee Regulatory Authority, please find an original, thirteen (13) copies and a duplicate copy of data responses to Data Request No. 1 in the above-referenced docket. Please note that **Exhibit A** contains confidential information and is therefore filed *under seal*. Also enclosed is 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 with respect to this filing, please contact Melissa Conway at (202) 342-8552.

Respectfully submitted,

  
Melissa Conway

Enclosures

- 1) Have the applicants filed similar applications or notices in other states? If so, provide a listing of states and actions taken.

**Answer:** Yes, NobelTel filed similar applications in the following states: California, Hawaii, Minnesota, Mississippi, New York, Ohio, Pennsylvania and West Virginia. These applications currently are pending. NobelTel filed similar notices in the following states: Alabama, Arizona, Arkansas, Connecticut, Delaware, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Vermont, Wisconsin and Wyoming. No further action will be taken in these notice states.

- 2) Have the applicants filed a similar application with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of your application has been established by the FCC, provide such with your response.

**Answer:** Yes, NobelTel filed a similar petition with the FCC on October 27, 2009. The FCC issued public notice of the domestic transfer application on November 2, 2009, WC Docket No. 09-198. Automatic approval of the domestic transfer application is expected to be on December 3, 2009. The FCC has not yet issued public notice of the international transfer application.

3) Provide the number of customers that NobelTel currently serves in Tennessee.

**Answer:** NobelTel does not maintain intrastate subscriber information beyond revenue information because of the nature of the calling card market and the fact that services are provided primarily on a wholesale basis. The vast majority of the end users served make interstate or international calls. Indeed, NobelTel's Tennessee intrastate operations are quite small. From January 1, 2009 through October 31, 2009, NobelTel recorded 307 intrastate calls and approximately \$42 of intrastate revenues.

- 4) Provide a copy of NobelTel's Stock Purchase Agreement dated October 26, 2009, which governs the change in ownership transaction.

**Answer:** Appended hereto as *Exhibit A*, please find a copy of the executed Stock Purchase Agreement filed confidentially *under seal*.

- 5) Provide a signed verification from both Michael Knobel and Thomas Knobel or their legal party representatives verifying that the information contained in the *Application* is true to their best knowledge, information and belief.

**Answer:** Appended hereto as *Exhibit B*, please find verifications from Michael Knobel and Thomas Knobel.

**EXHIBIT A**

Stock Purchase Agreement

**FILED UNDER SEAL**

# **EXHIBIT B**

## Verifications



## VERIFICATION

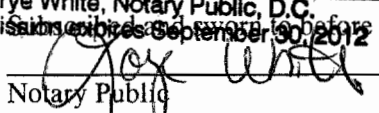
I, Michael Knobel, hereby verify that the statements in the foregoing document are true  
and correct to the best of my knowledge and belief.

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

District of Columbia : SS  
Subscribed and Sworn to before me  
this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_



Lorye White, Notary Public, D.C.  
My commission expires September 30, 2012 before me this 16th day of November 2009.

  
Notary Public

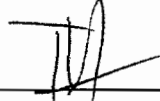
My Commission expires: Sept 30, 2012

## VERIFICATION

I, Thomas Knobel, hereby verify that the statements in the foregoing document are true  
and correct to the best of my knowledge and belief.

District of Columbia, DC are under penalty of perjury that the foregoing is true and correct.  
Subscribed and Sworn to before me

this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_



\_\_\_\_\_  
Lorye White, Notary Public, D.C.  
My commission expires September 30, 2012

Subscribed and sworn to before me this 16th day of November 2009.

Lorye White  
Notary Public

My Commission expires: 09/30/2012