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A LIMITED LIABILITY PARTNERSHIP

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October 27, 2009

**VIA UPS OVERNIGHT**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

Re: Application of NobelTel, LLC for Consent to a Transfer of Control

Dear Ms. Dortch:

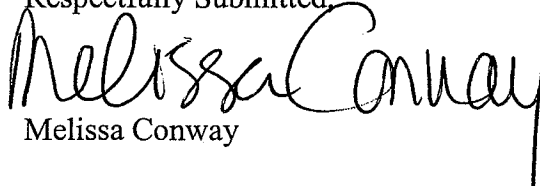
NobelTel, LLC ("Applicant") hereby files the above-referenced application regarding a transfer of control. Enclosed please find an original and six (6) copies of the application.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$1015.00 to cover the requisite filing fee required for this application.

Pursuant to Section 63.04(b) of the Commission's Rules, the Applicant submits this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application ("Combined Application"). The Applicant has filed the Combined Application with the International Bureau through the IBFS filing system.

Please date-stamp the stamp-and-return copy upon receipt and return it in the enclosed pre-paid UPS envelope. Should you have any questions with respect to this filing, please contact Melissa Conway at (202) 342-8552.

Respectfully Submitted,

  
Melissa Conway

Enclosures

KELLEY DRYE & WARREN LLP  
 101 Park Avenue  
 New York, NY 10178  
 (212) 808-7800

JPMORGAN CHASE BANK, N.A.  
 NEW YORK, NEW YORK  
 4-2/210

575201  
 575201

PAY TO THE ORDER OF  
 Federal Communications Commission

One thousand fifteen and 00/100

DATE: October 7, 2009  
 AMOUNT: \$\*\*\*1,015.00\*\*\*

*[Signature]*

⑆ 575201 ⑆ ⑆ 02100002 ⑆ ⑆ 135046110 ⑆

**KELLEY DRYE & WARREN LLP**

Payee: Federal Communications Commission  
 Vendor ID: 16351

Check #: 575201  
 Check Date: Oct 07/09

Invoice Num	Invoice Date	Invoice Narrative	Invoice Amount	Payment Amt
FILING-10/09	Oct 07/09	FCC filing	1,015.00	1,015.00
<b>Totals:</b>			<b>\$1,015.00</b>	<b>\$1,015.00</b>

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
306n-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Kelley Drye &amp; Warren LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>Washington Harbour, Suite 400</b>			
(5) STREET ADDRESS LINE NO. 2 <b>3050 K Street, NW</b>			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20007</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-342-8400</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0013351895</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>NobelTel, LLC</b>			
(14) STREET ADDRESS LINE NO. 1 <b>5857 Owens Avenue</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Suite 202</b>			
(16) CITY <b>Carlsbad</b>		(17) STATE <b>CA</b>	(18) ZIP CODE <b>92008</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>760-405-0104</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0008760928</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC) <b>\$1,015.00</b>	(27A) TOTAL FEE <b>\$1,015.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <u>Melissa Conway</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Melissa Conway</u>		DATE <u>10/27/09</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

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

In the Matter of	)	
	)	
NobelTel, LLC	)	WC Docket No. _____
	)	
Application for Consent to a Transfer	)	IB File No. _____
of Control of a Company Holding an	)	
International Authorization and Blanket	)	
Domestic Authorization Pursuant	)	
to Section 214 of the Communications Act	)	
of 1934, as Amended	)	

**APPLICATION**

NobelTel, LLC (“NobelTel” or “Applicant”) (FRN: 0008760928) hereby requests authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Sections 63.04 and 63.24(e) of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24(e), 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 Applicant. NobelTel is a competitive carrier that provides resold long distance telecommunications services to customers virtually nationwide.

Pursuant to Section 63.04(b) of the Commission’s Rules, 47 C.F.R. § 63.04(b), the Applicant is filing a combined application for the proposed transfer of control. NobelTel provides below the information required by Section 63.24(e)(2) of the Commission’s Rules, 47 C.F.R. § 63.24(e)(2). *Exhibit A* provides the additional

information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12).

NobelTel respectfully requests streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in the Applicant (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) the Applicant (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicant nor any of its affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 because (1) NobelTel is not affiliated with a dominant foreign carrier, (2) NobelTel will not become affiliated with any foreign carrier as a result of the proposed transaction, and (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

## **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

provides resold interstate service and intrastate interexchange service in all states and the District of Columbia, except for Alaska. NobelTel also provides international service pursuant to its Section 214 authorization granted by the Commission in File No. ITC-214-20011021-00532 on November 16, 2001.<sup>1</sup> NobelTel will continue to hold its Commission authorization to provide international services 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. No other person or entity currently holds 10% or more of the outstanding stock of Nobel, Inc. and, thus, indirectly of the Applicant. NobelTel currently has no affiliates that offer domestic telecommunications services.

## **II. 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.

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<sup>1</sup> The original Section 214 authorization was granted in the name Nobel Limited Company d/b/a NobelTel. By letter dated April 8, 2004, Nobel Limited Company notified the Commission of its name change to NobelTel, LLC, as noted in a public notice released April 22, 2004.

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.

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. 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.

### **III. 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. Any future changes in the rates, terms and

conditions of service will be made pursuant to Commission requirements. Applicant's management team, which will remain in place post-close, has extensive experience in providing quality communications services.

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.



**IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

In support of this Application, the Applicant submits 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 Applicant:

NobelTel, LLC  
5857 Owens Avenue, Suite 202  
Carlsbad, California 92008  
Tel: (760) 405-0104

- (b) NobelTel is a limited liability company organized under the laws of the State of Delaware.

- (c) Correspondence concerning this Application should be sent 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)

With copy to:

Robert J. Aamoth  
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)

- (d) NobelTel is authorized by the Commission in File No. ITC-214-20011021-00532, granted November 16, 2001, to provide international telecommunications services on a global or limited global facilities-based and resale basis.<sup>2</sup>
- (h) Following the transaction described herein, Nobel, Inc. will continue to hold 100% of the membership interests of NobelTel. Nobel, Inc. is a Delaware corporation located at 5857 Owens Avenue, Suite 202, Carlsbad, CA 92008 and functions as a holding company. Nobel Holding, Inc., a Delaware corporation located at 5857 Owens Avenue, Suite 202, Carlsbad, CA 92008 that functions as a holding company, will own 100% of Nobel, Inc. post-close. Mr. Richard Mahfouz, a U.S. citizen, will own 100% of the outstanding equity interests of Nobel Holding post-close. Mr. Mahfouz's principal business is telecommunications investment, and he can be reached at c/o 5857 Owens Avenue, Suite 202, Carlsbad, CA 92008.

There will be no interlocking directorates with a foreign carrier post-close.

- (i) As evidenced by the signature to this Application, the Applicant certifies that (1) the Applicant is not a foreign carrier and is not affiliated with a foreign carrier, and (2) the Applicant will not become affiliated with a foreign carrier post-close.
- (j) As evidenced by the signature to this Application, the Applicant certifies that Applicant does not seek to provide international telecommunications services to any destination country where (i) NobelTel is a foreign carrier; (ii) NobelTel controls a foreign carrier; (iii) any entity that owns more than 25% of NobelTel, or that controls NobelTel, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of NobelTel and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) As evidenced by the signature to this Application, the Applicant certifies that it has 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 that it will not enter into such agreements in the future.

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<sup>2</sup> The original Section 214 authorization was granted in the name Nobel Limited Company d/b/a NobelTel. By letter dated April 8, 2004, Nobel Limited Company notified the Commission of its name change to NobelTel, LLC, as noted in a public notice released April 22, 2004.

- (o) As evidenced by the signature to this Application, the Applicant certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988
- (p) Applicant requests 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 because, in accordance with Section 63.12(c), (i) the Applicant is not affiliated with a dominant foreign carrier; (ii) the Applicant will not become affiliated with any foreign carrier as a result of the proposed transaction; 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.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in *Exhibit A*.

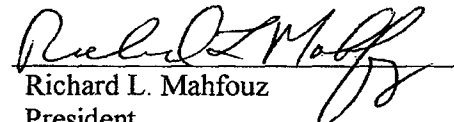
**VI. CONCLUSION**

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**

Robert J. Aamoth  
Melissa Conway  
Kelley Drye & Warren LLP  
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Washington, D.C. 20007  
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Richard L. Mahfouz  
President  
5857 Owens Avenue, Suite 202  
Carlsbad, California 92008  
Tel: (760) 405-0105  
Fax: (760) 930-2592

Its Counsel

Date: October 27, 2009

## EXHIBIT A

### DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicant provides the following information in support of their request.

**63.04(b)(6): Description of the Transaction**

The proposed transaction is described in Section II of the Application.

**63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

**63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in the Applicant (including any affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) the Applicant (including any affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicant nor any of its affiliates are regulated as dominant with respect to any service.

**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.