

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

In the Matter of)
)
Aries Network, Inc.) 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 “Transferee”) (FRN: 0008-7609-28) and Aries Network, Inc. (“Aries” or “Licensee”) (FRN: 0008-7410-27) hereby request 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 transfer ownership and control of Aries from its current owner, Kulait Khalaf (“Ms. Khalaf” or “Transferor”), to NobelTel as a result of the sale of all of the capital stock in Aries to NobelTel (Aries, NobelTel, and Ms. Khalaf, collectively the “Parties”). Aries is a non-dominant carrier that provides telecommunications and information services on a resale basis to residential and small business customers in California as well as to other telecommunications and information service providers nationwide. NobelTel is a non-dominant carrier that provides long distance telecommunications services on a resale basis to customers across the country and distributes prepaid calling cards on a wholesale basis around the world.

The Parties will close on the sale of Aries to NobelTel on or about April 5, 2010. As such, NobelTel and Aries are submitting, concurrent with the submission of this Application, a request for special temporary authority ("STA") to transfer control of Aries to NobelTel pending grant of the permanent authority requested in this Application. Once the sale of Aries to NobelTel is consummated on or about April 5, Aries will become a wholly-owned subsidiary of NobelTel.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), NobelTel and Aries are filing a combined domestic and international application for the transfer of control. NobelTel and Aries provide 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 and Aries respectfully request 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 transaction will result in Aries (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) Aries (including its affiliates) provides 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 Aries, NobelTel, nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12

because (1) neither NobelTel nor Aries is affiliated with a dominant foreign carrier, (2) neither NobelTel nor Aries will become affiliated with any foreign carrier as a result of the 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. THE PARTIES

A. NobelTel

NobelTel is a Delaware limited liability company located at 5857 Owens Avenue, Suite 202, Carlsbad, CA 92008. NobelTel provides intrastate interexchange, interstate, and international telecommunications services, including prepaid and postpaid card services, on a resale basis to residential and business end users in the U.S., and distributes prepaid calling cards on a wholesale basis in the U.S. and other countries. To provide its services, NobelTel owns and operates its own switches and systems and leases capacity from facilities-based providers. NobelTel provides service and holds state certifications (as required) to provide intrastate interexchange service in all states and the District of Columbia, except for Alaska. NobelTel also holds Section 214 authority to provide facilities-based and resold international services as granted by the Commission in File No. ITC-214-20011021-00532 on November 16, 2001.¹ NobelTel will continue to hold its FCC authorization to provide international services following consummation of its purchase of Aries.

NobelTel is a direct, wholly owned subsidiary of Nobel, Inc. ("Nobel"), a privately held Delaware corporation located at 5857 Owens Avenue, Suite 202, Carlsbad,

¹ 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.

CA 92008. Nobel is a wholly-owned subsidiary of Nobel Holding, Inc. (“Nobel Holding”), a Delaware corporation also located at 5857 Owens Avenue, Suite 202, Carlsbad, CA 92008. Currently, Richard Mahfouz (“Mr. Mahfouz”) holds 100 percent of the stock of Nobel Holding and thus, indirectly, 100 percent of NobelTel. Mr. Mahfouz is a U.S. citizen whose address is 5857 Owens Avenue, Suite 202, Carlsbad, CA 92008. No other person or entity currently holds 10 percent or more of the outstanding stock of Nobel Holding and thus, indirectly, of NobelTel. NobelTel currently has no affiliates that offer domestic telecommunications services.

B. Aries and Ms. Khalaf

Aries is a Nevada corporation located at 2101 Empire Avenue, Second Floor, Burbank, CA 91504. Aries provides local, long distance, international, voice-over-Internet-protocol (“VoIP”), pre-paid calling card, and post-paid calling card services to residential and small business customers in California, as well as wholesale services to other telecommunications and information service providers nationwide. To provide its services, Aries owns and operates its own switches and systems and leases capacity from facilities-based providers. Aries holds a certificate granted by the California Public Utilities Commission to provide service in California, as well as Section 214 authority to provide facilities-based and resold international services, granted by the Commission in File No. ITC-214-20010409-00181 on May 2, 2001. Aries will continue to hold its FCC authorization to provide international services following the acquisition of Aries by NobelTel.

As of this date, Ms. Khalaf holds 100 percent of the stock of Aries. Ms. Khalaf is a U.S. citizen whose address is c/o Aries Network, Inc., 2101 Empire Avenue, Second

Floor, Burbank, CA 91504. No other person or entity holds 10 percent or more of the outstanding stock of Aries at this time. Aries currently has no affiliates that offer domestic telecommunications services.

II. DESCRIPTION OF THE TRANSACTION

By this Application, NobelTel and Aries request approval for the transfer of control of Aries from Ms. Khalaf to NobelTel. Pursuant to a Stock Purchase Agreement dated March 31, 2010 by and among Aries, NobelTel, and Ms. Khalaf, NobelTel will acquire 100 percent of the capital stock of Aries on or about April 5, 2010. Once the transaction is consummated, Aries will be owned and controlled by NobelTel. Ms. Khalaf will have no interest in either Aries, NobelTel, Nobel, or Nobel Holding. Mr. Mahfouz will hold 100 percent of the ownership interest in Nobel Holding and thus, indirectly, 100 percent of the ownership interests in NobelTel and Aries.

There will be no transfer of any operating authority, assets, or customers as a result of the transaction. Aries will continue to provide to its customers the same services at the same rates, terms and conditions pursuant to existing authorizations, tariffs, contracts, and published rates and charges. Accordingly, the transaction will be generally transparent to customers. The only change will be that Aries will be under the control of NobelTel.

III. PUBLIC INTEREST STATEMENT

Grant of this Application will serve the public interest, as the transfer of control of Aries to NobelTel serves the public interest. NobelTel's acquisition of 100 percent of the stock of Aries will significantly strengthen the ability of the combined organizations to compete effectively in the telecommunications and information services market. The

combined organizations will benefit from increased economies of scale that will permit them to operate more efficiently and thus realize substantial financial synergies that should enable the combined organizations to increase their operating income and free cash flow. Given the difficulties with which the competitive telecommunications industry continues to struggle, the enhancement of Aries in this manner should benefit consumers.

At the same time, the transaction does not present any anti-competitive concerns or issues for customers. The transaction does not entail the assignment of Aries' licenses or customer base. Customers of Aries will continue to receive high-quality telecommunications and information services from Aries without interruption and without change in rates, terms or conditions. Any future changes in the rates, terms and conditions of service will be made pursuant to Commission requirements.

Furthermore, NobelTel and Aries -- non-dominant carriers without foreign ownership or foreign carrier affiliation -- will continue to compete with at&t and Verizon as well as other companies in the telecommunications and information services markets. In the geographic markets in which the operations of the combined organizations overlap (primarily California), the total market share of the combined organizations in each service market is less than ten (10) percent.

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

In support of this Application, the Parties submit 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 Licensee:

Aries Network, Inc. ("Aries")
2101 Empire Avenue
Second Floor
Burbank, CA 91504
Tel: (800) 244-9669

Names, address and telephone number of the Transferor:

Kulait Khalaf ("Ms. Khalaf")
c/o Aries Network, Inc.
2101 Empire Avenue
Second Floor
Burbank, CA 91504
Tel: (800) 244-9669

Name, address and telephone number of the Transferee:

NobelTel, LLC ("NobelTel")
5857 Owens Avenue, Suite 202
Carlsbad, California 92008
Tel: (760) 405-0105

- (b) Aries is a corporation organized under the laws of the state of Nevada. NobelTel is a limited liability company organized under the laws of the state of Delaware. Ms. Khalaf is a U.S. citizen.
- (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

With copy to:

Joan M. Griffin
Kelley Drye & Warren LLP
3050 K Street NW, Suite 400
Washington, D.C. 20007
Tel: (202) 342-8573
Fax: (202) 342-8451
jgriffin@kelleydrye.com

- (d) NobelTel was 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.² Aries was authorized by the Commission to provide international telecommunications services on a global or limited global facilities-based and resale basis in File No. ITC-214-20010409-00181 on May 2, 2001. Ms. Khalaf does not hold Section 214 authority.
- (h) As noted previously, NobelTel will acquire 100 percent of the ownership interest in Aries on or about April 5, 2010. NobelTel is a wholly-owned subsidiary of Nobel, Inc. ("Nobel"), a Delaware corporation and a holding company. Nobel Holding, Inc. ("Nobel Holding"), a Delaware corporation and a holding company, holds 100 percent of the ownership interest in Nobel. Richard Mahfouz, a U.S. citizen, owns 100 percent of the ownership interests of Nobel Holding. Mr. Mahfouz's principal business is telecommunications investment. The address of NobelTel, Nobel, Nobel Holding, and Mr. Mahfouz is 5857 Owens Avenue, Suite 202, Carlsbad, CA 92008.

There are no interlocking directorates with a foreign carrier, either pre- or post-close.

- (i) As evidenced by the signature to this Application, NobelTel certifies that (1) NobelTel is not a foreign carrier and is not affiliated with a foreign carrier, and (2) neither NobelTel nor Aries will be affiliated with a foreign carrier post-close.
- (j) As evidenced by the signature to this Application, NobelTel certifies that NobelTel 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 of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.

² As noted previously, 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.

- (n) As evidenced by the signature to this Application, NobelTel 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.
- (o) As evidenced by the signatures to this Application, NobelTel and Aries certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) NobelTel and Aries request 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) neither NobelTel nor Aries is affiliated with a dominant foreign carrier, (ii) neither NobelTel nor Aries will become affiliated with any foreign carrier as a result of the transaction, and (iii) none of the other provisions contained 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

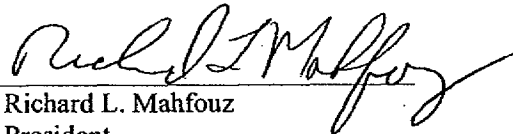
In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit A.

VI. CONCLUSION

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

Respectfully submitted,

NobelTel, LLC



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Date: April 7, 2010

VI. CONCLUSION

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

Respectfully submitted,

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Date: April 1, 2010

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 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 transaction will result in Aries (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) Aries (including its affiliates) provides 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 Aries, NobelTel, nor any of their affiliates are regulated as dominant with respect to any service.

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

Because the Parties will close on the sale of Aries to NobelTel on or about April 5, NobelTel and Aries are submitting, concurrent with the submission of this Application, a request for special temporary authority (“STA”) to transfer control of Aries to NobelTel pending grant of the permanent authority requested in this Application.

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.