

FILE

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
 (Effective: 01/18/2008)

In the Matter of the Application of NobelTel, LLC)
 to Notification of Change of Ownership)
)
)

TRF Docket No. 90- 6087-CT-TRF
 Case No. 09-1935-TP-CIO
 NOTE: Unless you have reserved a Case # or are filing a Contract,
 leave the "Case No" fields BLANK.

RECEIVED-DOCKETING DIV
 2009 DEC -9 PM 4:19
 PUCO

Name of Registrant(s) NobelTel, LLC
 DBA(s) of Registrant(s) _____
 Address of Registrant(s) 5857 Owens Avenue, Suite 202 Carlsbad CA 92008
 Company Web Address _____
 Regulatory Contact Person(s) Thomas Kimura Phone 760-405-0105 Fax 760-930-2592
 Regulatory Contact Person's Email Address tkimura@nobelusa.com
 Contact Person for Annual Report Thomson Reuters: Attn Alexander Stewart Phone 770-956-7525
 Address (if different from above) 3100 Cumberland Boulevard, Suite 900 Atlanta GA 30339
 Consumer Contact Information Thomas Kimura Phone 760-405-0105
 Address (if different from above) _____
 Motion for protective order included with filing? ☐ Yes ☐ No
 Motion for waiver(s) filed affecting this case? ☐ Yes ☐ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
 Technician 20 Date Processed 1/9/09

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section III. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, NobelTel, LLC, and am authorized to make this statement on its behalf.
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

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

Executed on (Date) _____ at (Location) Carlsbad, California

*(Signature and Title) Richard L. Mahfouz, Pres

(Date) 12/7/2009

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

I, Richard L. Mahfouz

verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) Richard L. Mahfouz, President

(Date) 12/7/2009

*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

Exhibit C

NobelTel. 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. In Ohio, NobelTel is authorized to provide intrastate telecommunications services pursuant. NobelTel also provides international service pursuant to its Section 214 authorization granted by the Federal Communications Commission. NobelTel will continue to hold its telecommunications 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 Company. Mr. Thomas Knobel holds 96% of Nobel, Inc. and Mr. Michael Knobel holds 4% of Nobel, Inc.

Description of the Transaction. The transfer of control 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 Company.

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 Company. Indeed, despite the change in ownership, the Company 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.

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

Public Interest Considerations. The proposed transfer of control described herein will serve the public interest. Mr. Mahfouz's indirect acquisition of 100% 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. Company'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 Company 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.

The Company submits that no prior Commission approval is required for NobelTel to consummate the proposed transactions described herein. Should the Commission believe that any action is required, NobelTel respectfully requests that the Commission notify the undersigned at its earliest convenience. In the absence of any response from the Commission, the Company will proceed with its plans to consummate the transactions as contemplated.

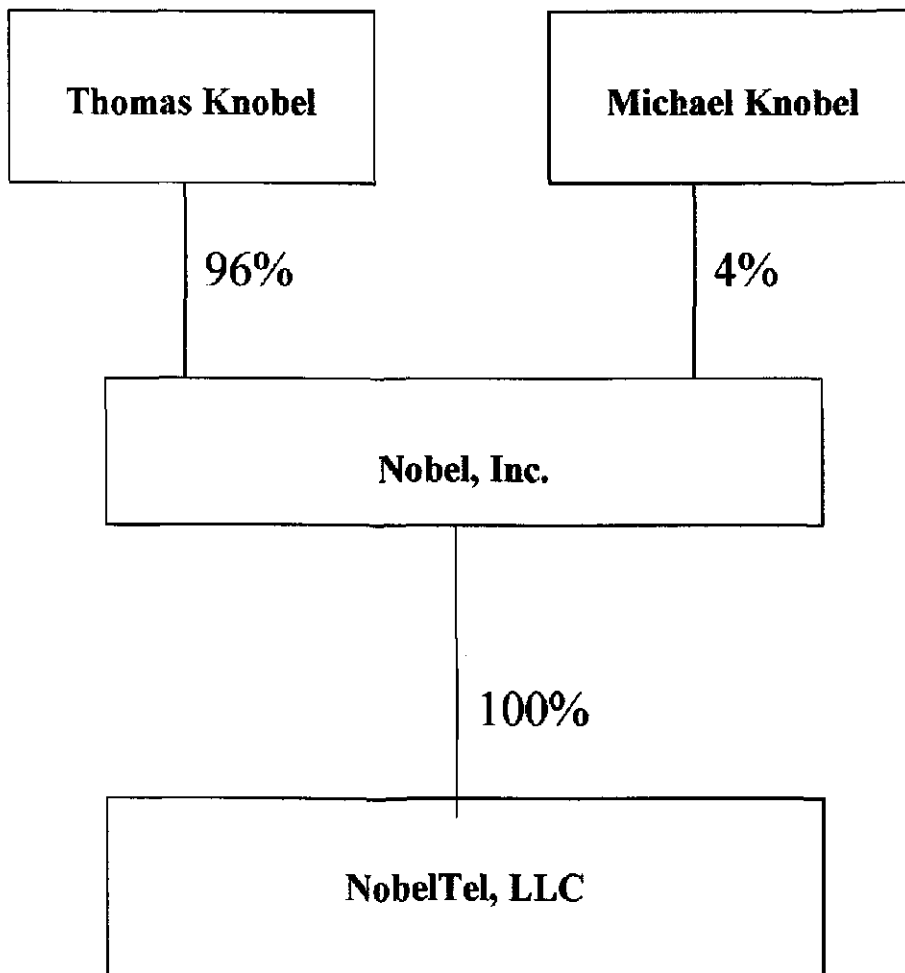
Exhibit D

Customer Notice

NobelTel, LLC's customers will remain with their company and will continue to be served under its existing operation. Thus, NobelTel will not be sending out such a notice to customers at this time or submitting an affidavit regarding the same.

Exhibit E

Current Ownership of NobelTel



Post-Close Ownership of NobelTel

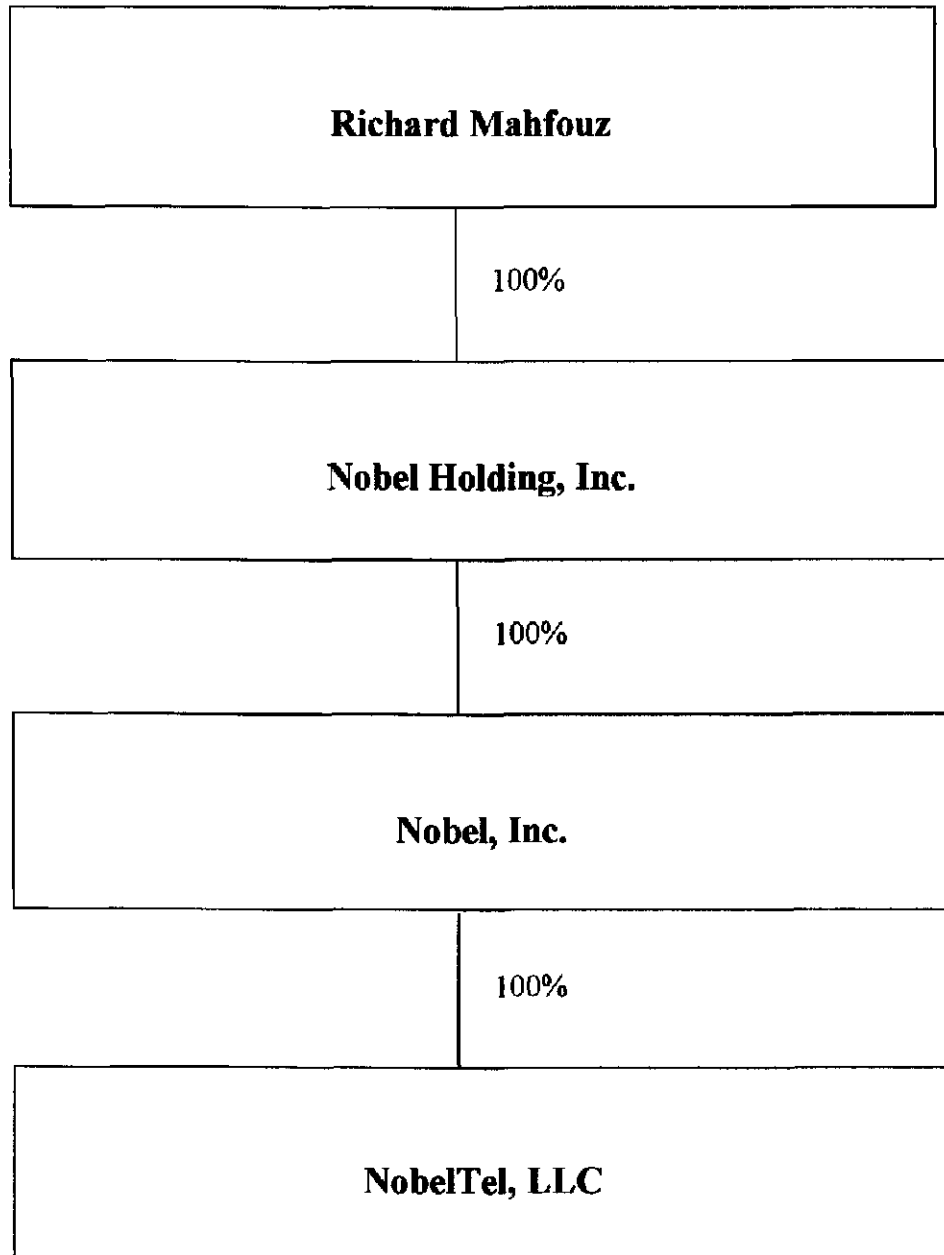


Exhibit F

Secretary of State

NobelTel, LLC's certificate of good standing is attached.

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NOBELTEL, LLC, a Delaware Limited Liability Company, Registration Number 1341821, filed on September 20, 2002, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 11th day of November, A.D. 2009*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2009315N77535

December 7, 2009

To Whom It May Concern:

Enclosed, please find an application of routine proceedings for NobelTel, LLC. Enclosed is an original, ten copies, a duplicate copy, and a self-addressed postage paid envelope. When received, please date stamp the enclosed duplicate copy and return it to us in the self-addressed envelope. Should you have any questions about this matter please contact Thomas Kimura at (760) 310-1032 or via email at tkimura@nobelusa.com

Sincerely,

Thomas Kimura
Regulatory Clerk