

November 11, 2009

Via Electronic Filing

Executive Director Patricia Van Gerpen
South Dakota Public Utilities Commission
Capitol Building, 1st floor
500 E. Capitol Ave.

Re: *Informational Filing* Regarding a Change in Ownership of NobelTel, LLC

Dear Ms. Van Gerpen:

NobelTel, LLC (“NobelTel” or “Company hereby respectfully advises the South Dakota Public Utilities Commission (“Commission”) of the proposed transfer of 100% ultimate ownership and control of Company from its current owners, Michael Knobel and Thomas Knobel (the “Knobels”), to a new owner, Mr. Richard Mahfouz (“Mr. Mahfouz”). After completion of the transaction described herein, Mr. Mahfouz will indirectly own 100% of the Company. NobelTel is a competitive carrier that provides resold long distance telecommunications services to customers virtually nationwide, including in South Dakota. NobelTel submits that the transfer of control does not require prior Commission approval, and thus, this information is being submitted to the Commission for informational purposes only.

In suppose of this notification, the Company provides the following information:

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 South Dakota Public Utilities Commission, NobelTel is authorized to provide intrastate telecommunications services pursuant to Docket No. TC02-164. 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 A*.

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.

November 11, 2009

Page 3 of 3

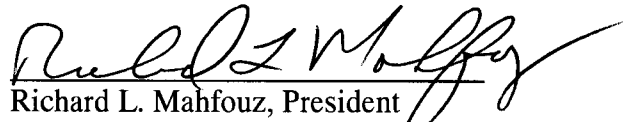
Furthermore, the proposed transaction will not have a negative impact on competition. The Company is a non-dominant carrier that will continue to compete with Verizon, AT&T, and other carriers in the long distance markets for 1+, international, and calling card services. No existing or potential competitors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

Should the Commission have any questions regarding this matter, please do not hesitate to contact Melissa Conway at (202) 342-8552.

Respectfully submitted,

NobelTel, LLC

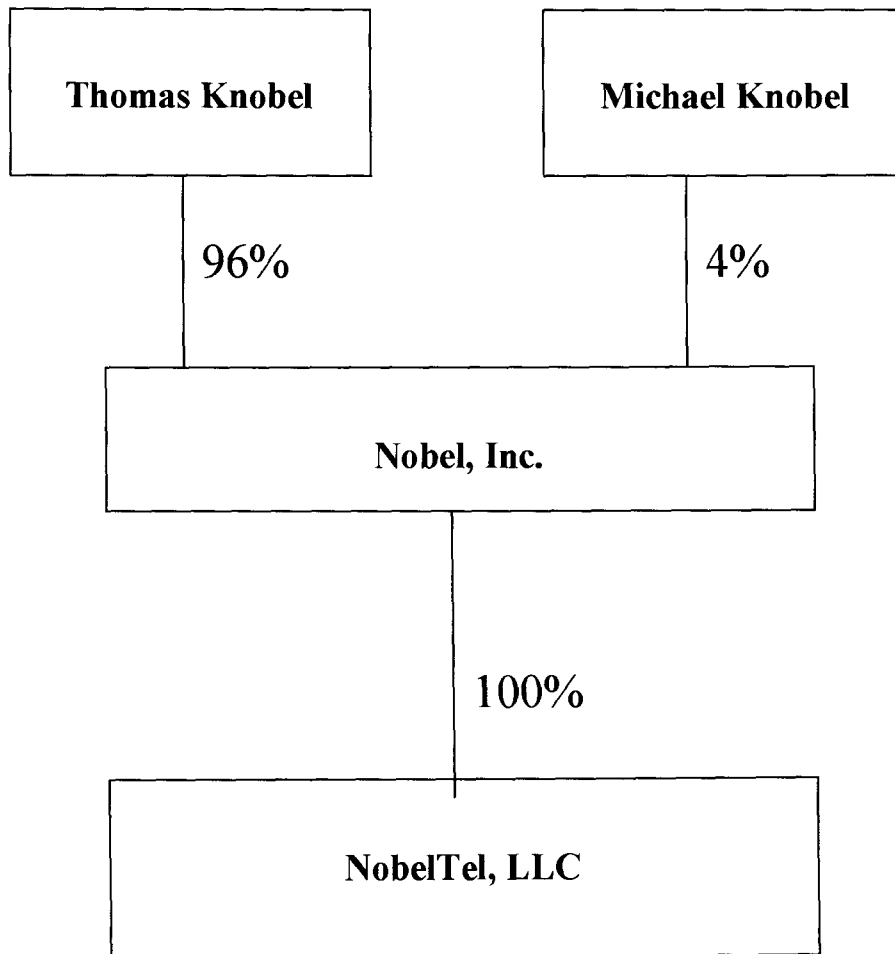


Richard L. Mahfouz, President
5857 Owens Avenue, Suite 202
Carlsbad CA, 92008
Tel: (760) 405-0105
Fax: (760) 930-2592
rich.mahfouz@nobelusa.com

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

Its Counsel

Current Ownership of NobelTel



Post-Close Ownership of NobelTel

