

**INFORMATION REQUIRED BY SECTION 63.24(f)
AND INTERNATIONAL SECTION 214 FORM**

By this application, and pursuant to Section 63.24(f) of the Rules and Regulations of the Federal Communications Commission (“FCC” or “Commission”), Totelcom Communications, LLC (“Totelcom”) hereby notifies of the Commission of the corporate restructuring and change in name of Comanche County Telephone Company, Inc. (“Comanche”), the parent of Comanche County Telecommunications, LP (“CCTLP”), holder of international Section 214 authority (File Number ITC-214-19990630-00431). As explained herein, on December 9, 2009, Comanche converted from a corporation to a limited liability company and changed its name to Totelcom by filing Articles of Conversion with the Secretary of State of Texas pursuant to applicable provisions of Texas law. The transaction was *pro forma* because it did not result in any change in the ultimate ownership or control of Totelcom f/k/a Comanche or its subsidiaries.¹ Prior to the conversion, First American Communications Enterprise, Inc. (“FACE”) owned 100% of the stock of Comanche. This stock was converted into 100% of the membership interests in Totelcom. As a result of the conversion, FACE now holds 100% of the membership interests in Totelcom.

¹ In addition to the international authority held by CCTLP, Totelcom is the licensee of paging station KWU303, and Totelcom’s indirect subsidiary, Texas Communications of Brownwood, LP (“TCOM”), holds private radio licenses for stations WNXX711, WPBV773, WPDJ499, WPUN337, WPUN338, WPXK669, and WQCZ506. Totelcom is concurrently herewith filing post-consummation notifications of the conversion with respect to these wireless authorizations. *See* File No. 0004033356 (FCC consent for conversion with respect to private radio licenses).

Totalcom is a rural incumbent local exchange carrier (“ILEC”) that provides local exchange telephone service, exchange access, and Internet service in eight (8) exchanges in five counties in Texas. Totalcom also acts as a billing agent for interexchange carriers, including its subsidiary CCTLP. CCTLP provides long distance services as well as global international resale services throughout Totalcom’s service area. CCTLP will continue to provide service to its customers on the same terms and conditions as prior to the conversion. Accordingly, the conversion of Comanche to Totalcom will be transparent to CCTLP’s customers.

(a) Applicant’s Name, Address and Telephone Number

Transferor: Comanche County Telephone Company, Inc.
P.O. Box 290
De Leon, TX 76444

Telephone: (254) 893-2003
Facsimile: (254) 893-7070

Transferee: Totalcom Communications, LLC
P.O. Box 290
De Leon, TX 76444

Telephone: (254) 893-2003
Facsimile: (254) 893-7070

(b) State of Organization:

1. FACE is a corporation organized under the laws of the State of Oklahoma. FRN: 0007885544.
2. Totalcom f/k/a Comanche is a limited liability company organized under the laws of the State of Texas. FRN: 0005069232.
3. CCTLP is a limited partnership organized under the laws of the State of Texas. FRN: 0005859467.

Answer to Question 10

(c) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: Toney Prather
President
Totalcom Communications, LLC
P.O. Box 290
De Leon, TX 76444

Telephone: (254) 893-2003
Facsimile: (254) 893-7070

With a copy to:

Gregory W. Whiteaker
Bennet & Bennet, PLLC
4350 East West Highway
Suite 201
Bethesda, MD 20814

Telephone: (202) 371-1500
Facsimile: (202) 371-1558

Counsel for Totalcom Communications, LLC f/k/a Comanche County Telephone Company, Inc.

Transferee: Toney Prather
President
Totalcom Communications, LLC
P.O. Box 290
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Telephone: (254) 893-2003
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Counsel for Totalcom Communications, LLC f/k/a Comanche County Telephone Company, Inc.

(d) International Authorizations Held

Transferor: Comanche did not hold international Section 214 authority itself, but its subsidiary, CCTLP, holds authority to provide international global resale services (File Number ITC-214-19990630-00431).

Transferee: Totalcom is a limited liability company, newly-formed by the conversion of Comanche. Totalcom has not previously received international Section 214 authority.

Answer to Question 11 – Ten Percent Equity Holders (63.18(h))

Totalcom is a limited liability company organized under the laws of the State of Texas. FACE holds 100% of the membership interests of Totalcom. FACE is a holding company. Its principal address is P.O Box 290, De Leon, TX 76444. Tom L. Johnson, a United States citizen, owns 100% of the stock of FACE. Mr. Johnson is primarily in the telecommunications and real estate business. Mr. Johnson's principal business address is P.O. Box 670, Sherman, TX 75091.

The transferee does not have any interlocking directorates with a foreign carrier.

Answer to Question 13

The conversion took place in the following manner. Comanche converted from a corporation to a limited liability company and changed its name to Totalcom by filing Articles of Conversion with the Secretary of State of Texas pursuant to Articles 5.17 through 5.20 of the

Texas Business Corporation Act. All of the issued and outstanding stock of Comanche was converted to membership interests in Totalcom.

Pursuant to Texas law, a Texas corporation may convert to a limited liability company by filing Articles of Conversion with the Secretary of State of Texas. The conversion is automatic, and all rights, title, and interests to all real estate and other property owned by the converting entity shall continue to be owned by the converted entity in its new organizational form without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred.² Furthermore, all liabilities and obligations of the converting entity shall continue to be liabilities and obligations of the converted entity in its new organizational form without impairment or diminution by reason of the conversion and all rights of creditors or other parties with respect to or against the prior interest holders or other owners of the converting entity in their capacities as such in existence as of the effective time of the conversion will continue in existence as to those liabilities and obligations and may be pursued by such creditors and obligees as if the conversion had not occurred. Any proceeding pending by or against the converting entity or by or against any of the converting entity's interest holders or owners in their capacities as such may be continued by or against the converted entity in its new organizational form and by or against the prior interest holders or owners, as the case may be, without any need for substitution of parties.

² Because the statutory conversion is effectuated without any transfer or assignment having occurred, the transaction arguably is a name change rather than a *pro forma* transfer of control. Out of an abundance of caution, however, and to ensure that the licensing records are accurate, Totalcom hereby notifies the FCC of the transaction as a *pro forma* transfer of control pursuant to Rule 63.24(f).

This transaction falls squarely within the classification of a *pro forma* transaction as it involved a “corporate reorganization that involves no substantial change in the beneficial ownership of the corporation (including re-incorporation in a different jurisdiction or change in form of the business entity).” *See, e.g.*, Note 2 to 47 C.F.R. §63.24(d).

Public Interest Statement

The transaction serves the public interest, convenience, and necessity by allowing Comanche business flexibility to restructure to meet its business needs. CCTLP will continue to provide service on the same terms and conditions as provided prior to the conversion. Accordingly, the conversion will be transparent to customers. For the foregoing reasons, the Commission should expeditiously accept this notification and update its licensing records.