



PATRICK D. CROCKER
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March 4, 2011

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

RE: Combined Application for Consent to Transfer Control of a Business which holds Blanket Domestic 214 Interstate 214 Authority – Transfer of Protel Advantage, Inc. d/b/a Long Distance Savings from the Estate of Scott Lee *Transferor*, to Derek Lee, Darren Lee and Dalen Lee, *Transferees*.

Dear Sir/Madam:

Enclosed for filing, on behalf of *Transferor* and *Transferees*, please find an original and six (6) copies of the above-identified application. This application requests approval for a Transfer of Control of Protel Advantage, Inc. d/b/a Long Distance Savings from the Estate of Scott Lee to Derek Lee, Darren Lee and Dalen Lee.

Also enclosed is a completed Fee Remittance Form 159, along with a check in the amount of \$1,015.00 for filing fee.

Very truly yours,

CROCKER & CROCKER, P.C.

Patrick D. Crocker

PDC/pas

Copy to via e-mail: Dennis Johnson (WCB) Dennis.Johnson@fcc.gov

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

In the Matter of the Transfer of Control of)
)
Protel Advantage, Inc. d/b/a Long Distance Savings)
from the Estate of Scott Lee, Transferor)
)
to)
)
Derek Lee, Darren Lee and Dalen Lee, Transferees)
)
Application Pursuant to Section 214 of the) **IB File No. _____**
Communications Act of 1934 and Section)
63.24 of the Commission’s Rules for)
Consent to the Transfer of Control of Protel)
Advantage, Inc. d/b/a Long Distance)
Savings from the Estate of Scott Lee to)
Derek Lee, Darren Lee and Dalen Lee)
)
Application Pursuant to Section 214 of the) **WC Docket No. _____**
Communications Act of 1934 and Section)
63.04 of the Commission’s Rules for)
Consent to the Transfer of Control of Protel)
Advantage, Inc. d/b/a Long Distance)
Savings from the Estate of Scott Lee to)
Derek Lee, Darren Lee and Dalen Lee)
)
)

Attention: International Bureau and Wireline Competition Bureau

COMBINED/JOINT INTERNATIONAL AND DOMESTIC
APPLICATION FOR TRANSFER OF CONTROL

NOW COMES Protel Advantage, Inc. d/b/a Long Distance Savings, a corporation organized under the laws of Minnesota (“Company”), and the Estate of Scott Lee (“Transferor”) Derek Lee, Darren Lee and Dalen Lee (“Transferees”) (collectively referred to as the “Applicants”) and hereby request pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and sections 63.04 and 63.24 of the Commission’s rules, Commission approval to transfer the Company shares held in the Estate of Scott Lee to current minority

shareholders. The Company holds authority to provide domestic and international telecommunications service pursuant to Section 214 of the Act.¹

The Estate of Scott Lee currently holds 83.2% of the shares in the Company. The Estate will close in the first quarter of 2011. Prior to the closure of the Estate, the shares must transfer to the beneficiaries of the Estate. Upon receiving the shares from the Estate, the Transferees will own or control 89.2% of the shares in the Company.

The Applicants do not seek to transfer Company's operating authority in connection with this proposed transaction. Following consummation of the transaction, Company will continue to operate under the same management without interruption.

The transfer of control of the Company to the Transferees is in the public interest. This completion of this transfer will foster competition in the telecommunications market. Company will continue to provide service under its existing name. As a pure shareholder transfer transaction completed at the ownership level of Company, the proposed transaction will not affect the Company's day-to-day operations or customers. The Company will operate as it has in the past, providing services to customers under the same rates, terms, and conditions as before and retaining the same assets used in the provision of those services.

Consequently, the transfer of ownership will be transparent to and have no adverse impact upon the Company's customers. Settling the issue of ownership with the transfer to Transferees eliminates uncertainties which arose due to the unexpected passing of the majority shareholder, and results in an entity better equipped to compete as a telecommunications service provider.

¹ The Company holds international authority pursuant to Section 214 of the Act. Authority was granted in File No. ITC-214-19961209-00620 on January 31, 1997. The Company holds blanket authority to provide domestic interstate service pursuant to Section 63.01 of the Commission's Rules.

I. INFORMATION REQUIRED BY SECTION 63.24

This Application seeks authority to transfer control of the Company, which holds authority pursuant to Section 214 of the Act to provide domestic interstate and international telecommunications service, to Transferee. Section 63.24(e)(2) of the Commission's rules requires that an application for a substantial transfer of control of a carrier holding international Section 214 authority include the following information, as described in Section 63.18:

- (a) The name, address and contact number of the transferor is:

Estate of Scott Lee
Protel Advantage, Inc. d/b/a Long Distance Savings
1308 Medora Road
Mendota Heights, MN 55118
Phone Number (651) 457-8671
Facsimile Number (651) 457-8671
Attn: Thomas Resch

The names and addresses of the Transferees are:

Derek Lee
Darren Lee
Dalen Lee
3145 Hafner CT
Shoreview, MN 55126

The name, address and contact number of the holder of Section 214 authority is:

Protel Advantage, Inc. d/b/a Long Distance Savings
1308 Medora Road
Mendota Heights, MN 55118
Phone Number (651) 457-8671
Facsimile Number (651) 457-8671

- (b) Transferor is an Estate opened within the State of Minnesota. Transferees are individuals residing within the State of Minnesota.
- (c) Correspondence concerning this Application should be addressed to:

Patrick D. Crocker
Crocker & Crocker, P.C.
The Kalamazoo Building
107 W Michigan Ave, 4th Floor
Kalamazoo, MI 49007
Telephone: (269) 381-8893
Facsimile: (269) 381-4855
E-mail: patrick@crockerlawfirm.com

- (d) The Company was granted authority in File No. ITC-214-19961209-00620 to provide switched resale service. Transferor is an Estate and therefore does not hold FCC authorizations. Transferees are individuals and hold no FCC authorizations.

Responses (e) through (g) are not applicable to this Application.

- (h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of the applicants. There will be no interlocking directorates with any foreign carrier.

Name: Derek Lee
Address: 3145 Hafner CT
Shoreview, MN 55126
Citizenship: USA
Principal Business: Telecommunications
Percent Ownership: 29.7%

Name: Darren Lee
Address: 3145 Hafner CT
Shoreview, MN 55126
Citizenship: USA
Principal Business: Telecommunications
Percent Ownership: 29.7%

Name: Dalen Lee
Address: 3145 Hafner CT
Shoreview, MN 55126
Citizenship: USA
Principal Business: Telecommunications
Percent Ownership: 29.7%

No other person or entity, either directly or indirectly, will own ten percent or more of the equity of the Company.

- (i) Applicants certify that they are not, and following the proposed transaction will not be, affiliated with any foreign carrier within the meaning of Section 63.09(d) and (e).
- (j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of Section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.

- (n) Applicants certify that they have 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 will not enter into such agreements in the future.
- (o) Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This International Section 214 Application qualifies for streamlined processing pursuant to Section 63.12 because the applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to Section 63.12(a), fourteen days after the date of public notices listing this Application as accepted for filing.

II. ADDITIONAL INFORMATION REQUIRED BY § 63.04

This Application seeks Commission consent to transfer control of the Company, which hold authority to provide domestic and international services pursuant to Section 214 of the Act. Pursuant to Section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application in response to items 6 through 12 of Section 63.04(a):

- 6) As set forth above, this Application seeks Commission consent to transfer control of the Company to the Transferees. As a result of the transfer, the Company will continue to operate and provide service pursuant to the authority of the Company, the transfer of control of which is being sought through this Application.
- 7) The Company is authorized as a reseller of interexchange services in Colorado, Idaho, Indiana, Iowa, Kentucky, Michigan, Montana, Nebraska, Nevada, New Jersey, New York, North Dakota, Pennsylvania, Texas, Virginia and Washington. Transferor is an Estate opened within the State of Minnesota and therefore does not currently provide telecommunications services. Transferees are individuals and therefore do not currently provide telecommunications services.
- 8) This Application qualifies for streamlined processing under Section 63.03(b)(1) because the transferee is not a telecommunications service provider.
- 9) A Section 63.24 international transfer of control application is being filed concurrently with the application.
- 10) The Parties are not requesting special consideration because one or more of the Parties is facing imminent business failure.
- 11) No waiver requests are being filed in conjunction with the transaction.

- 12) As discussed above, grant of this Application will strengthen the Company as the post-transaction company will continue to be a competitor in the marketplace for interstate and international telecommunications services. The customers of the Company will benefit from Transferee's resources and assets, which will help ensure continuity of service and enhance the ability of the Company to offer a broader range of innovative products and services to customers. Grant of this Application will promote competition in the domestic interexchange and international telecommunications markets and will serve the public interest.

III. CONCLUSION

Based on the foregoing, Applicants respectfully request that the Commission consent to the transfer of control of the Company to Transferees.

Respectfully submitted,



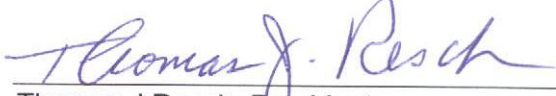
Patrick D. Crocker, Attorney
Crocker & Crocker, P.C.
The Kalamazoo Building
107 W Michigan Ave., 4th Floor
Kalamazoo, MI 49007

VERIFICATION

I, Thomas J Resch, President of PROTEL ADVANTAGE, INC., am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Petition and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 27 day of DEC 2010.

PROTEL ADVANTAGE, INC.



Thomas J Resch, President

Subscribed and sworn before me this 27 day of Dec, 2010.



Notary Public

