

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

In the Matter of)	
)	
)	
Application of Lubbock National Bank and PCI Holdco Sub., Inc.)	WC Docket No. - _____
)	ITC-T/C-2013 _____
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Complete a)	
Transfer of Control of an Authorized Domestic and)	
International Section 214 Carrier)	

**APPLICATION FOR APPROVAL OF A TRANSFER OF CONTROL
STREAMLINED PROCESSING REQUESTED**

I. INTRODUCTION

Lubbock National Bank, not in its corporate capacity but solely in its capacity as Trustee of the Proactive Communications, Inc. Employee Stock Ownership Trust (“Transferor”) and PCI Holdco Sub, Inc. (“Transferee”) (collectively “Applicants”), by undersigned counsel, pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),¹ and Sections 63.03, 63.04, 63.12, 63.18 and 63.24 of the Federal Communications Commission’s (“Commission”) Rules,² hereby request Commission approval of a proposed transfer of control of Proactive Communications, Inc. (“PCI” or the “Company”) (the “Transaction”). PCI is a holder of domestic 214 “blanket” authorization and an international 214 authorization.³

¹ 47 U.S.C. § 214.
² 47 C.F.R. §§ 63.03, 63.04, 63.12, 63.18, 63.24.
³ On April 24, 2009, PCI received a Section 214 authorization for authority to operate to provide global or limited global resale service. ITC-214-20090409-00151.

Request for Streamlined Treatment

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12. This Application is eligible for streamlined treatment under Section 63.03(b)(2)(i) because (1) after the proposed Transaction is consummated, Applicants will have substantially less than a 10 % share of the interstate, interexchange market, and will be providing competitive services, if at all, in areas served by a dominant local carrier not a party to the proposed Transaction, and (2) Applicants are not, and after the Transaction will not be, dominant with respect to any domestic service. This application also qualifies for streamlined treatment under Section 63.12 because the Applicants are not affiliated with a foreign carrier or with a dominant U.S. carrier whose services Applicants may resell.

Applicants provide below the information required by Section 63.04, for the domestic transfer of control, and Sections 63.04(b), 63.24(e) and 63.18, for the international transfer of control.

II. DESCRIPTION OF THE PARTIES

PCI is a 100% employee owned corporation organized under the laws of the state of Texas. Its principal offices are located at 3400 Kaydence Court, Killeen, Texas 76542. PCI holds blanket Section 214 authority to provide domestic telecommunications services and International Section 214 authority to provide global or limited global resale service.⁴ All of the equity in PCI is held by Proactive Communications, Inc. Employee Stock Ownership Trust, an employee stock ownership program (“ESOP”). Transferor is Lubbock National Bank, not in its corporate capacity but solely in its capacity as Trustee of the Proactive Communications, Inc. Employee Stock Ownership Trust. Transferee will own 100% of the shares of PCI following consummation of the proposed transaction.

⁴ ITC-214-20090409-00151.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a stock purchase agreement, Transferee will purchase 100% of the equity interest of PCI. For the Commission's convenience, pre- and post-closing organization charts are attached as **Exhibit A**. Under the proposed Transaction, Transferee will acquire 100% of the stock of PCI from the Proactive Communications, Inc. Employee Stock Ownership Trust. The parties will use a transitory acquisition subsidiary, named PCI Transub, Inc., a Delaware corporation, to acquire the stock of PCI. This transitory subsidiary would be merged out of existence at the closing of the proposed transaction. No shareholder in the Proactive Communications, Inc. Employee Stock Ownership Trust currently holds 10% or more of the equity in PCI. At the close of the transaction, PCI Holdco, Inc., a Delaware corporation, will own 100% of the shares in PCI Holdco Sub, Inc. Robert E. Fowler and Amant J. Dewan, both United States citizens, will beneficially hold 100% of the voting common stock of PCI Holdco, Inc. Proactive Communications, Inc. Employee Stock Ownership Trust will own at least 80% shares of non-voting, non-convertible preferred stock of PCI Holdco, Inc. No other individual or entity will own greater than 10% share of non-voting, non-convertible stock of PCI Holdco, Inc.

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction as described herein will serve the public interest. The proposed Transaction will have no adverse impact on PCI's existing customers. The transfer of control of PCI will involve no disruption or impairment of services to customers, the facilities used to provide such services, or the rates, terms and conditions of such services. All existing contracts and procedures of PCI will remain in place after the Transaction. Although the Transaction will result in a change in the control of PCI, no assignment of authorizations, assets or customers will

occur as a result of the Transaction. PCI will continue to provide service to existing customers under the same rates, terms and conditions. Accordingly, this Transaction will be transparent to the customers of PCI.

Following the Transaction, PCI will continue to provide the same range of high-quality communications services to its customers. Furthermore, PCI's current management team will remain intact and will continue to manage the day-to-day operations of the Company. Any future changes to the rates, terms and conditions of service will be made consistent with Commission rules and regulations.

The proposed Transaction does not present any anticompetitive concerns. The proposed Transaction will be conducted in a manner that will be transparent to PCI's customers. The proposed Transaction will not result in a change of carrier for customers or any assignment of authorizations. Further, this application's eligibility for streamlined processing demonstrates that the proposed Transaction does not raise anticompetitive concerns for the Commission.⁵ Approval of the proposed Transaction will have no adverse impact on competition. Indeed, the proposed Transaction will improve PCI's financial stability, thus improving its ability to compete in existing and new telecommunications markets. Additionally, no existing or potential competitors will be eliminated as a result of the proposed Transaction. The proposed Transaction thereby preserves and enhances competition, thus furthering the Commission's policies favoring increased competition and greater diversity and quality of services.

⁵ *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, ¶ 30 (2002).

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Application:

Responses to Section 63.18(a)-(d):

a. Name, address and telephone number of each Applicant:

Transferor: Lubbock National Bank
4006 82nd Street
Lubbock, Texas 79423
Attn: Christopher Robinson
(806) 761-4107

Transferee: PCI Holdco Sub, Inc.
c/o Annex Capital Advisors LLC⁶
126 East 56th Street, 28th Floor
New York, NY 10022
Attn: Amant J. Dewan
(212) 644-3504

b. Government, state or territory under the laws of which each corporate or partnership applicant is organized:

PCI Holdco Sub, Inc. is a Delaware corporation. The Proactive Communications, Inc. Employee Stock Ownership Trust was established under the laws of the State of Texas pursuant to the Proactive Communications, Inc. Employee Stock Ownership Plan.

c. Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed:

Correspondence concerning this Application for the Transferor should be sent to:

Lubbock National Bank
4006 82nd Street
Lubbock, Texas 79423
Attn: Christopher Robinson
(806) 761-4107

With a copy to:

⁶ Annex Capital will not hold any equity interests in PCI Holdco, Inc. or any party to this application.

Linda McReynolds, Esq.
Marashlian & Donahue, LLC
1420 Spring Hill Road, Suite 401
McLean, Virginia 22102
Tel: (703) 714-1318
Fax: (703) 714-1330
Email: lgm@commlawgroup.com

Correspondence concerning this Application for the Transferee should be sent to:

Kathleen M. Porter, Attorney
Robinson & Cole LLP
One Boston Place
25th Floor
Boston, Massachusetts 02108-4408
(617) 557-5989

Correspondence concerning this Application for PCI should be sent to:

Marc J. LeGare
President and CEO
Proactive Communications, Inc.
3400 Kaydence Court
Killeen, Texas 76542
(254) 699-0067

d. Statement as to whether the applicant has previously received authority under Section 214 of the Act

The Transferor and Transferee have not previously received authority under Section 214 of the Act. PCI holds international Section 214 authority to provide global or limited global resale services, as granted by the Commission in FCC File No. ITC-214-20090409-00151. In addition, PCI holds blanket domestic Section 214 authority.⁷

⁷ See 47 C.F.R. § 63.01.

Responses to Section 63.18(h)-(p):

- h. **The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the transferee, and the percentage of equity owned by each of those entities (to the nearest one percent). The applicant shall also identify any interlocking directorates with a foreign carrier.**

PCI Holdco, Inc.
c/o Annex Capital Advisors LLC
126 East 56th Street, 28th Floor
New York, NY 10022
Citizenship: Delaware corporation
Principal Business: Telecommunications
PCI Holdco, Inc. will hold 100% of the shares of PCI Holdco Sub, Inc.

Robert E. Fowler
c/o Annex Capital Advisors LLC
126 East 56th Street, 28th Floor
New York, NY 10022
Citizenship: U.S. Citizen
Principal Business: Private Equity
Robert Fowler will hold 50% of the shares of PCI Holdco, Inc.

Amant J. Dewan
c/o Annex Capital Advisors LLC
126 East 56th Street, 28th Floor
New York, NY 10022
Citizenship: U.S. Citizen
Principal Business: Private Equity
Amant J. Dewan will hold 50% of the shares of PCI Holdco, Inc.

Transferee has no interlocking directorates with a foreign carrier.

i. Foreign Carrier Certification

As evidenced by the signature of the authorized representative to this Application, the Transferee certifies that (a) it is not a foreign carrier and is not affiliated with a foreign carrier, and (b) will not become a foreign carrier or become affiliated with a foreign carrier after consummation of the proposed Transaction.

j. Destination Country Certification

As evidenced by the signature of the authorized representative to this Application, the Transferee certifies that it is (1) not a foreign carrier in any country; (2) does not control any foreign carrier in any country; (3) is not an entity that owns more than 25% of the applicant, or that controls the applicant, or controls a foreign carrier in that country; (4) is not two or more foreign carriers (or parties that control foreign carriers) that own, in the aggregate, more than 25% of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Foreign Carrier Special Concession Certification

As evidenced by the signature of the authorized representative to this Application, the Transferee 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 will not enter into such agreements in the future.

(o) Anti-Drug Abuse Act of 1988 Certification

As evidenced by the signature of the authorized representative to this Application, Transferee certifies that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.⁸

(p) Streamlined Processing

The Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules.⁹ This Application qualifies for streamlined treatment because neither Transferor nor Transferee is affiliated with a foreign carrier or with a dominant U.S. carrier whose services Applicants wish to resell.

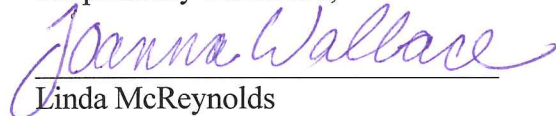
VI. INFORMATION REQUIRED BY SECTION 63.04(b)

The additional information required by Section 63.04(b) is provided in Exhibit B.¹⁰

VII. CONCLUSION

For the reasons stated above, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application as described herein.

Respectfully submitted,



Linda McReynolds
Joanna G. Wallace
Marashlian & Donahue, LLC
1420 Spring Hill Road, Suite 401
McLean, Virginia 22102
Telephone: (703) 714-1318
Facsimile: (703) 714-1330
Email: lgm@commlawgroup.com

Counsel for Proactive Communications, Inc.

Dated: April 8, 2013

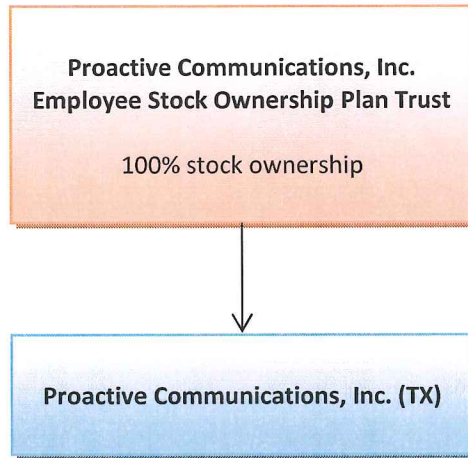
⁸ See 21 U.S.C. § 853a; see also 47 C.F.R. §§ 1.2001-1.2003.

⁹ 47 C.F.R. § 63.12

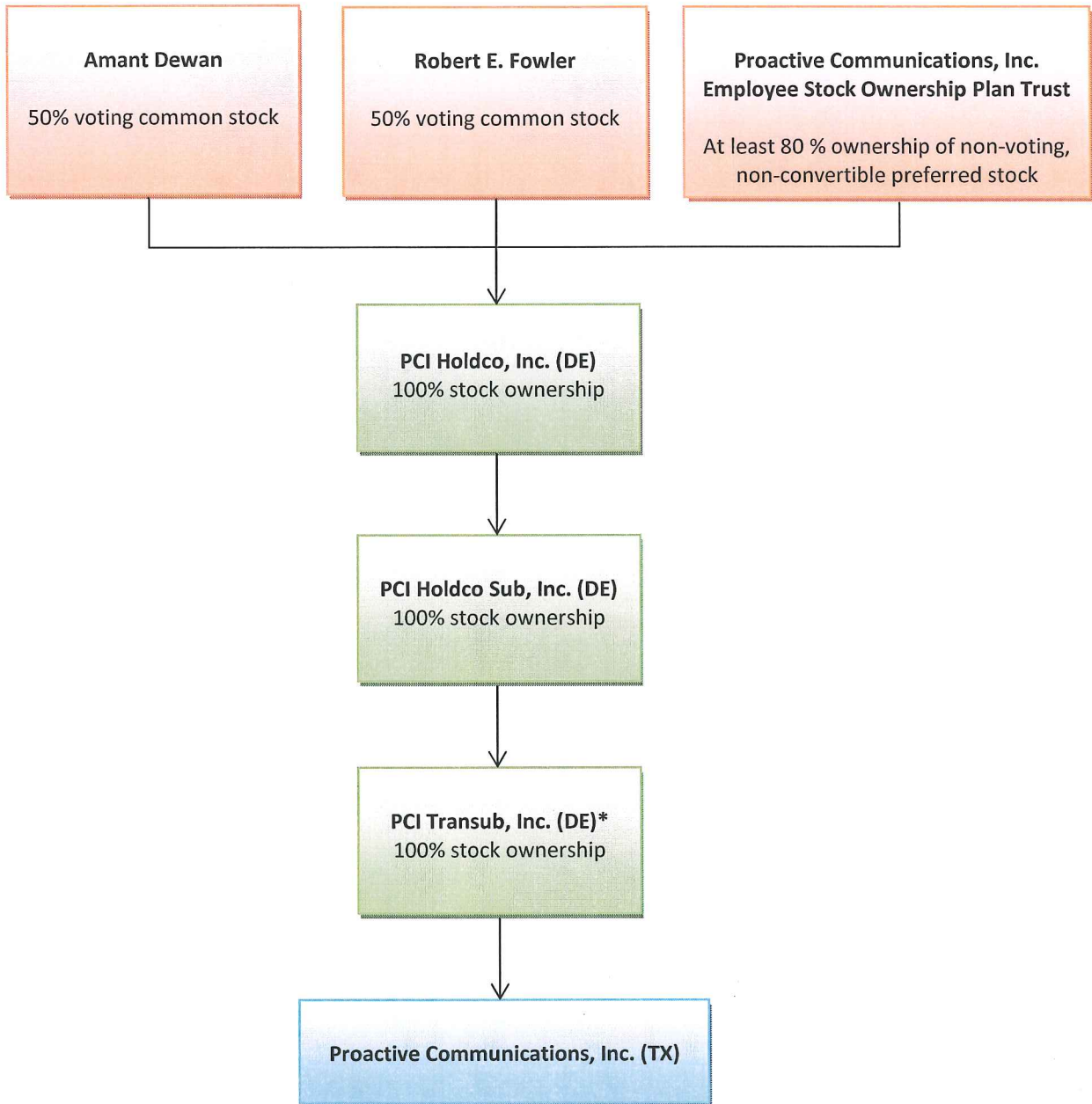
¹⁰ See 47 C.F.R. § 63.04(b).

EXHIBIT A

Pre-Transaction Corporate Structure of Proactive Communications, Inc.



Post-Transaction Corporate Structure of Proactive Communications, Inc.



*The parties are considering the use of a transitory acquisition subsidiary, to be named PCI Transub, Inc., a Delaware corporation, depending on the final acquisition structure. If this subsidiary is used, it will be merged out of existence at the closing of the transaction.

EXHIBIT B

ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04(b)

The Applicants submit the following information regarding the request to transfer the PCI domestic and international Section 214 authorization pursuant to Sections 63.04(a)(6) through (a)(12):

- 6) A description of the proposed Transaction is provided in Section III of the Application.
- 7) At present, PCI provides private satellite networks, Internet access services, and interconnected VOIP primarily overseas. PCI offers minimal interconnected VoIP services in the United States, and has such services in Arizona, Georgia, and Louisiana.
- 8) A statement as to why the Application is appropriate for streamlined treatment is provided in Section I of the Application.
- 9) There are no other Commission applications related to the proposed Transaction.
- 10) The Applicants are not requesting special treatment because one of them is facing imminent business failure.
- 11) There are no separately filed waiver requests being sought in conjunction with the proposed Transaction.
- 12) The Applicants have demonstrated in Section IV of the Application that the Transaction will have pro-competitive effect in domestic markets, and that grant of the Application will serve the public interest, convenience and necessity.

CERTIFICATION

I, Christopher Robinson hereby certify under penalty of perjury that:

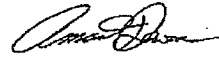
1. I have reviewed the attached application for approval of transfer of control of Proactive Communications, Inc., and that all the statements made therein are true and correct to the best of my knowledge, information and belief; and
2. I am the authorized representative of Lubbock National Bank, not in its corporate capacity but solely in its capacity as Trustee of the Proactive Communications, Inc. Employee Stock Ownership Trust, and as such, I am fully authorized by Proactive Communications, Inc. Employee Stock Ownership Trust to attest to the veracity of the statements made in the attached Application.



CERTIFICATION

I, Amant Dewan, hereby certify under penalty of perjury that:

1. I have reviewed the attached application for approval of transfer of control of Proactive Communications, Inc., and that all the statements made therein are true and correct to the best of my knowledge, information and belief; and
2. I am the President of PCI Holdco Sub, Inc., and as such, I am fully authorized by PCI Holdco Sub, Inc. to attest to the veracity of the statements made in the attached Application.



Amant Dewan