

Response to Question A.21

The proposed Transaction will serve the public interest. The proposed Transaction will have no adverse impact on Proactive Communications, Inc.'s ("PCI") 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. 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.