



**CROCKER & CROCKER, P.C.**  
ATTORNEYS AT LAW

**PATRICK D. CROCKER**  
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February 4, 2011

Carole J. Washburn, Executive Secretary  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Drive, SW  
Olympia, WA 98504

*Filed via [records@wutc.wa.gov](mailto:records@wutc.wa.gov)*

RE: Notification by Protel Advantage, Inc. d/b/a Long Distance Savings to Transfer Ownership from the Estate of Scott Lee to Derek Lee, Darren Lee and Dalen Lee

Dear Ms. Washburn:

On behalf of 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") (collectively referred to as the "the Parties"), we hereby notify the Commission of the proposed transfer of the Company shares held in the Estate of Scott Lee to current minority shareholders Derek Lee, Darren Lee and Dalen Lee ("Transferees"). It is our understanding that under the circumstances set forth below, no formal approval of the Commission is required for this transaction. Accordingly, the Parties will proceed on the understanding that the Commission requires no approval or other formal action with respect to the proposed transaction. Absent written notice to the contrary within thirty (30) days of the date of this letter, the Parties will proceed to consummate the transaction in a timely fashion.

**Protel Advantage, Inc. d/b/a Long Distance Savings**

Protel Advantage, Inc. d/b/a Long Distance Savings is a corporation organized under the laws of Minnesota. As the Commission determined when it granted PROTEL authority to provide telecommunications service in the State of Washington, PROTEL is well-qualified managerially, technically, and financially to provide telecommunications services in Washington. This information, therefore, is already a matter of public record and the Parties respectfully request that it be incorporated by reference herein.

The principal address of PROTEL is:

1308 Medora Road  
Mendota Heights, MN 55118  
Telephone: (651) 457-8671  
Facsimile: (651) 457-8671



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Washington Utilities and Transportation Commission

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**Transferees**

On November 3, 2005, our firm filed with the Washington Utilities & Transportation Commission a Notice of Transfer of Majority Shareholder and Newly Appointed Officers of Protel Advantage, Inc. d/b/a Long Distance Savings. In which the Majority Shareholder, Scott D. Lee died and Thomas J. Resch was to serve as Director, President, Secretary and Treasurer and as Special Administrator of Mr. Lee's Estate. As of this date, the Parties are settling the issue of ownership with the transfer to Transferees eliminates uncertainties which arose due to the unexpected passing of the majority shareholder. A copy of the notice appears as **Exhibit A** hereto.

The principal address of the Transferees is:

3145 Hafner CT  
Shoreview, MN 55126

**The Transaction**

Protel Advantage, Inc. d/b/a Long Distance Savings, and the Estate of Scott Lee propose to transfer Company shares held in the Estate of Scott Lee to current minority shareholders Derek Lee, Darren Lee and Dalen Lee.

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.

**Public Interest Considerations**

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. A Pre-Transaction and Post-Transaction organizational chart is attached hereto as **Exhibit B**.



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Washington Utilities and Transportation Commission

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The Parties 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 proposed transfer does not present any competitive issues. The Parties note that there are a number of other carriers operating in each market, including the incumbent carrier, which controls a substantial market share.

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.

Questions concerning this matter should be directed to Patrick D. Crocker at the following:

Patrick D. Crocker  
Crocker & Crocker, P.C.  
107 W. Michigan Avenue, 4th Floor  
Kalamazoo, MI 49007  
Telephone: (269) 381-8893  
Facsimile: (269) 381-4855  
Email: [patrick@crockerlawfirm.com](mailto:patrick@crockerlawfirm.com)

Respectfully submitted,

By: Patrick D. Crocker  
Crocker & Crocker, P.C.  
Attorneys for Protel Advantage, Inc. d/b/a Long Distance Savings

PDC/tid

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The Kalamazoo Building | 107 West Michigan Avenue, Fourth Floor | Kalamazoo, Michigan 49007

T 269.381.8893 | F 269.381.4855

**EXHIBIT A**

**Notice of Transfer of Majority Shareholder and Newly Appointed  
Officers of Protel Advantage, Inc.**

# EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

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GORDON C. MILLER  
GARY P. BARTOSIEWICZ  
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ROBERT M. TAYLOR  
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PATRICK D. CROCKER  
RUSSELL B. BAUGH  
ANDREW J. VORBRICH  
TYREN R. CUDNEY  
STEVEN M. BROWN  
KRISTEN L. GETTING

OF COUNSEL  
JOHN T. PETERS, JR.  
VINCENT T. EARLY  
(1922-2001)  
JOSEPH J. BURGIE  
(1926-1992)  
THOMPSON BENNETT  
(1912-2004)

November 3, 2005

Carole J. Washburn, Executive Secretary  
Washington Utilities & Transportation Comm  
1300 S. Evergreen Park Drive, S. W.  
Olympia, WA 98504-7850

Re: Notice of Transfer of Majority Shareholder and Newly Appointed Officers of  
Protel Advantage, Inc. d/b/a Long Distance Savings (ID #138180)

Dear Ms. Washburn:

Protel Advantage, Inc. d/b/a Long Distance Savings ("Protel"), by its attorneys, hereby notifies the Commission that, due to the death of Scott D. Lee, the Director, President, Secretary, Treasurer, and majority shareholder with 84 percent of the outstanding shares,

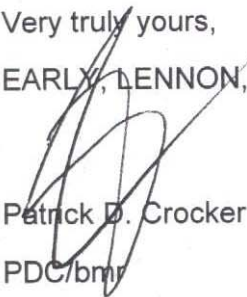
1. Thomas J. Resch, who previously served as Protel's comptroller, was elected to serve as Director, President, Secretary, and Treasurer; and
2. The Estate of Scott D. Lee, which is comprised of Mr. Lee's three minor children, became majority shareholder of Protel with Mr. Resch appointed as Special Administrator of the Estate.

It is our understanding that under the circumstances set forth above; no formal approval of the Commission is required for this transaction. Accordingly, Protel will proceed on the understanding that the Commission requires no approval or other formal action with respect to the proposed transaction.

Enclosed is an exact duplicate of this letter. Please stamp the duplicate received and return same in the postage-paid envelope attached thereto.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

  
Patrick D. Crocker  
PDC/bmr

enc

RECEIVED  
RECORDS MANAGEMENT  
05 NOV - 8 AM 8:56  
STATE OF WASH.  
UTIL. AND TRANSP.  
COMMISSION

## EXHIBIT B

### **Pre- and Post-Transaction Organizational Chart**

#### Pre-Transaction

Protel Advantage, Inc.	
Estate of Scott Lee	83.20%
Derek Lee	2.0%
Darren Lee	2.0%
Dalen Lee	2.0%
Phenecia Lindsey	5.4%
Noah Lindsey	5.4%

#### Post-Transaction

Protel Advantage, Inc.	
Estate of Scott Lee	0%
Derek Lee	29.7%
Darren Lee	29.7%
Dalen Lee	29.7%
Phenecia Lindsey	5.4%
Noah Lindsey	5.4%