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September 30, 2010

RECEIVED

SEP 30 2010

**PUBLIC SERVICE
COMMISSION**

Jeff DeRouen
Executive Director
Kentucky Public Service Commission
P.O. Box 615
211 Sower Boulevard
Frankfort, KY 40601

*RE: Petition of Smart Connections, Inc. for Designation as an Eligible
Telecommunications Carrier in the Commonwealth of Kentucky
Case No. 2010-00138*

Dear Mr. DeRouen:

Enclosed please find and accept for filing the original and ten copies of Smart Connections, Inc.'s Response to First Data Request of Commission Staff.

Please confirm your receipt of these filings by placing the stamp of your Office with the date received on the enclosed additional copy and return to me via our runner.

Should you have any questions please contact me at your convenience.

Very truly yours,

STOLL KEENON OGDEN PLLC

Douglas F. Brent

DFB:jms

Enclosures

113122.136029/635329.1

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

IN THE MATTER OF

PETITION OF)
 SMART CONNECTIONS, INC.)
 FOR DESIGNATION AS AN ELIGIBLE)
 TELECOMMUNICATIONS CARRIER) CASE NO. 2010-00138
 IN THE COMMONWEALTH OF KENTUCKY)

RECEIVED

SEP 30 2010

PUBLIC SERVICE COMMISSION

**RESPONSE OF SMART CONNECTIONS, INC.
 TO FIRST DATA REQUEST OF COMMISSION STAFF**

Smart Connections, Inc. ("Smart Connections" or the "Company"), by its counsel, files the following responses to Commission Staff's first set of data requests in the above-referenced matter.

Question 1 Is Kentucky the only state in which Smart Connections currently operates? If not, list the states.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections is not operating in any other state.

Question 2 List all states in which Smart Connections has received Eligible Telecommunications Carrier ("ETC") status. Also list all pending ETC petitions, with docket numbers and the state in which the designation is requested.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections has not requested ETC designation in any other state.

Question 3 Has Smart Connections filed for ETC status in any state and subsequently withdrawn the petition or been denied ETC status? If so, list the state, docket number, and Smart Connections' reason for seeking withdrawal of the petition for that state.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: No.

Question 4 How many Kentucky residential and business customers does Smart Connections presently serve? Provide the number of residential and business customers and state whether they are provided service through Unbundled Network Elements ("UNEs") pursuant to 47 U.S.C. § 251 commingled with 47 U.S.C. § 271 elements, resale, or wholesale local platform pursuant to a commercial agreement.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections serves no customers at this time.

Question 5 Does Smart Connections presently serve any Lifeline customers through resale in Kentucky?
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: No.

Question 6 If Smart Connections receives ETC designation in Kentucky, approximately how long will it take for Smart Connections to offer Lifeline service in the area in which it receives the ETC designation? Provide an explanation for any extenuating or special circumstances.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections plans to provide Lifeline service within 60 days of ETC designation.

Question 7 Do Smart Connections customers have access to competitive directory assistance providers, as defined as by 47 C.F.R. § 54.101(a)(8)? If not, explain why.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Yes, Smart Connections customers have access to directory assistance services by dialing 1-800-FRE-E411.

Question 8 Smart Connections' tariff states that: "Customers will have access to local operator services within the limitation imposed by the presence of the underlying carrier's toll restriction and billed number screening services." Explain the purpose for this tariff policy.
Responsible Party: Stephanie Brannon, President of Smart Connections

Question 8 (cont'd)

Response: This policy is intended to limit unauthorized charges to a subscriber's line, e.g., for operator assisted toll calls on a line where the subscriber does not wish to incur charges for direct dialed toll calls.

Question 9 Does Smart Connections understand that there may be an audit by the Commission of the use of universal service funds and that the eligible telecommunications service designation may be reviewed annually?
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Yes. Applicant acknowledged this at Paragraph 20 of its Petition.

Question 10 Has Smart Connections been audited by other state utility commissions regarding its use of universal service funds? If so, list the state and the result of the audit.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: No.

Question 11 Does Smart Connections have any outstanding complaints at any state commissions or at the Federal Communications Commission ("FCC")? Provide detailed documentation of any complaint filed with a state commission or at the FCC in the past three years.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections does not have any outstanding complaints at any state commissions or at the FCC.

Question 12 Provide a description of Smart Connections' corporate structure, with both names and titles. Also provide a list of Smart Connections' owners or corporate officers and indicate if any are also owners, corporate officers or employees of any other telecommunications companies.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: As stated in its Petition, Smart Connections is a Delaware Corporation. Exhibit A provides the names of shareholders. No owners or corporate officers of Smart Connections are owners, corporate officers or employees of any other telecommunications companies.

Question 13 Provide an example of a typical Smart Connections residential and business customer bill. What is the average residential bill in Kentucky?
Responsible Party: Stephanie Brannon, President of Smart Connections

Question 13 (cont'd)

Response: Because the Company has not yet begun providing service, it does not have an example of a typical customer bill. Likewise, the Company does not yet have data regarding the average residential bill in Kentucky.

Question 14 Will Smart Connections seek toll limitation service reimbursement from Universal Service Administrative Company ("USAC) if granted ETC status? If yes, provide a detailed list of the incremental costs it will claim, along with a detailed description to support the amounts to be claimed.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Yes, Smart Connections will seek toll limitation service reimbursement from USAC if granted ETC status. The Company is currently completing negotiations with a Long Distance carrier, and expects that the carrier will charge Smart Connections the following rates for toll control:

One-time activation fee for toll control	\$7.50
Monthly recurring rate for toll control	\$4.99
Per minute usage rate	\$0.01

Smart Connections will be requesting reimbursement from USAC for the toll control activation fee and the monthly recurring fee.

Smart Connections will also request reimbursement from USAC for a one-time administrative/labor cost of \$1.04/line. Given that the Company has not yet commenced operations, this is an estimated cost.

Question 15 Will Smart Connections seek Link-Up reimbursement from USAC if granted ETC status? If yes, list the amount per customer Smart Connections would be claiming.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Yes, Link-Up reimbursement will be claimed in the amount of \$30.00 per customer, or the highest amount allowable.

Question 16 Will Smart Connections seek Lifeline reimbursement from USAC if granted ETC status? If yes, list the amount per customer Smart Connections would be claiming.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Yes, Lifeline reimbursement will be claimed from USAC in the amount of \$10.00 per customer, per month, or the highest amount allowable.

- Question 17 Will Smart Connections seek Lifeline reimbursement from the Kentucky Universal Service Fund if granted ETC status? If yes, list the amount per customer Smart Connections would be claiming.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: **Smart Connections will seek the same reimbursement amount allowable for eligible Lifeline customers of other carriers providing Lifeline service, currently \$3.50 per customer, per month.**
- Question 18 Are all Smart Connections' offerings bundled packages? Will Smart Connections provide the \$13.50 Lifeline discount to any bundle a customer chooses?
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: **Yes, service is provided in bundled packages, and Lifeline discounts will apply to any bundle that a customer chooses.**
- Question 19 Does Smart Connections maintain separate books/general ledgers for each state in which it operates? Where are the books/general ledgers for Kentucky customers maintained? Provide the physical address, office phone number and name and title of employee responsible for maintaining those books/ledgers.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: **Smart Connections does not operate in any other state. The books/general ledgers for Kentucky customers will be maintained at the corporate address provided in the Petition by Stephanie Brannon, President.**
- Question 20 Provide the number of requests for service from potential customers in Kentucky that were unfulfilled by Smart Connections in the previous calendar year.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: **None.**
- Question 21 Provide the address (URL) to the Smart Connections website, if there is one.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: **www.smartconnectionphones.com**
- Question 22 What recurring and nonrecurring costs will a new Lifeline customer incur from becoming a Smart Connections customer over the period of a year?
Responsible Party: Stephanie Brannon, President of Smart Connections

Question 22 (cont'd)

Response: Nonrecurring costs will consist of a one time connection fee. Recurring costs will depend upon the monthly service plan that a customer chooses. Assuming a customer selects the \$16.45 per month service plan, a customer will incur the following costs over the period of one year:

Nonrecurring	\$30.00 one time connection fee
Recurring (MRC)	\$197.40 (\$16.45 per month x 12) (without taxes and surcharges)

Question 23 Provide any resale or commercial agreements you currently have in Kentucky with other telecommunications carriers and include signed evidence of the agreements, along with invoices detailing both UNE and resale charges.

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections' interconnection agreement with AT&T-KY is on file with the Commission and the Commission maintains a copy at:

http://162.114.3.165/PSCICA/0000/01067/01067-AI_110409.pdf.

Smart Connections has also executed a multi-state agreement with AT&T for the "Wholesale Local Complete" agreement. See Exhibit B. As Smart Connections is not providing service at this time, there are no invoices responsive to this request.

Question 24 Provide a description of the process by which Smart Connections orders a 47 U.S.C. § 251 loop and commingles it with 47 U.S.C. § 271 elements to provide service. Provide copies of orders or contracts that show the process.

Responsible Parties: Stephanie Brannon, President of Smart Connections, and counsel

Response: Whether through its current agreement on file at the Commission or any supplemental or successor agreement, Smart Connections intends to order Section 251 loops commingled with Section 271 elements as provided by federal law as explicated by the Commission. In its December 12, 2007 Order in Case No. 2004-00427,¹ the Commission conclusively determined that the so-called commercial agreements offered in Kentucky by AT&T-KY to CLECs (such as that offered to Smart Connections) provide access to "facilities," including network elements required by § 271(c)(2)(B),

¹ *In the Matter of Petition of BellSouth Telecommunications, Inc. to Establish Generic Docket to consider Amendments to Interconnection agreements Resulting from Changes of Law* (Final Order dated Dec. 12, 2007).

Question 24 (cont'd)

the competitive checklist requiring RBOCs to provide UNEs.² The Commission found that AT&T's commercial agreements fulfill AT&T-KY's Section 271 obligations to continue providing those network elements that are no longer required to be provided under Section 251. Loops, of course, continue to be required by Section 251; and, as the Commission's reasoning with regard to whether network elements are supplied pursuant to AT&T's commercial agreements applies to an ETC analysis just as surely as it applies to a Section 271 compliance analysis, it necessarily follows that Smart Connections' commercial agreement provides for Section 251 loops to be provided in combination with Section 271 switches. Accordingly, when it orders under the agreement, the Applicant uses UNEs in its network³ and satisfies the requirement set forth in Section 214(e)(1)(A).

Question 25 As a condition of receiving local service, are Smart Connections residential customers required to subscribe to Smart Connections long-distance services?

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: No. Residential customers are not required to subscribe to long-distance services as a condition to receiving local service. Customers have the ability to subscribe to a plan that provides basic dial tone service only.

Question 26 Describe Smart Connections' local usage plans pursuant to 47 C.F.R. § 54.101(a)(2). If phone service is offered in a bundled package, describe and enumerate the wireline local component (charge for local phone service) on which universal service compensation would be based.

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections' product offerings incorporate customer local usage into its basic price. Once ETC certified, Smart Connections will apply the Lifeline credits, reducing the monthly recurring price for Lifeline approved customers.

² “There can be no mistake that 47 U.S.C. § 271(c)(1)(A) requires AT&T Kentucky to enter into “binding agreements that have been approved under Section 252 of this title . . . Moreover, pursuant to 47 U.S.C. § 271(c)(2)(A), these very agreements regarding access and interconnection must also include each element of the competitive checklist.” Case No. 2004-00427, Order (December 12, 2007) at pp. 6-7. The Commission further determined that the rates for these *network elements* are to be market based. *Id.* at p. 11 (emphasis added).

³ See *Qwest Corp. v. Pub. Util. Comm'n*, 479 F.3d 1184 (10th Cir. 2007) (agreements relating to mass market switching and shared transport are agreements for network elements, even if provided under Section 271).

Question 27 Does Smart Connections understand that any resold Lifeline or Link-Up service purchased through another carrier cannot be claimed by Smart Connections for reimbursement from USAC?
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections understands that any resold Lifeline or Link-Up service purchased through another carrier cannot be claimed by Smart Connections for reimbursement from USAC.

Question 28 Provide the name of the person (with business title) and/or entity (with business address) that will be filing the Form 497 with USAC if Smart Connections obtains ETC status.
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Stephanie Brannon, President

Question 29 Does Smart Connections provide service to its customers via a prepaid service? If so, what percentage of its customers receive their service via a prepaid service?
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Yes. Smart Connections intends to market prepaid service exclusively, consistent with its business plan to meet the needs of under-served, credit challenged customers.

Question 30 Provide Smart Connections' purpose for requesting ETC status in Kentucky. What does the company hope to achieve? Why not just purchase resale Lifeline access lines from your underlying carrier if the purpose of ETC designation is solely to provide Lifeline and Link-Up?
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections' purpose for requesting ETC status in Kentucky is to make more eligible consumers aware of the Lifeline and Link-Up programs, consistent with the objectives announced by Governor Beshear and Chairman Armstrong on September 13, 2010, when they issued a joint press release noting that "there are many eligible Kentuckians who do not participate in the program." That announcement, made during "Lifeline Awareness Week", underscores the FCC data cited by Smart Connections in its Petition.

Question 31 Have any owners, officers, or managers of Smart Connections been involved in any bankruptcy proceedings? If so, provide details as to the name of the person, the date on which the petition was filed, the case number and the name of the federal court district where the petition was filed.
Responsible Party: Stephanie Brannon, President of Smart Connections

Question 31 (cont'd)

Response: No.

Question 32 Have any owners, officers, or managers of Smart Connections been charged or convicted of a felony criminal offense during the last 10 years (either state or federal)? If so, provide details as to the name of the person, the dates of each charge and the name of the state or the federal court district where the charges or convictions occurred.

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: No.

Question 33 Identify any civil litigation in which a Smart Connections owner, officer, or manager has been deposed or has been a plaintiff, a defendant, or a witness within the last 10 years.

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: None.

Question 34 Are customers who reconnect service with the company required to pay the past-due bill and a reconnection fee prior to receiving service? Are Lifeline customers allowed to pay past-due amounts over time? If so, describe the terms of such payments. Are Lifeline customers charged a reconnection fee?

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Past due bills are inconsistent with prepaid service. However, if there is incidental usage outside the scope of the agreement (i.e. unauthorized, unpaid charges), the customer would be required to pay the charges before reconnection. Lifeline customers will be allowed to make payment arrangements for past due amounts as a prerequisite to resuming service. Customers who reconnect service, including Lifeline customers, will be charged for a reconnection fee prior to receiving service.

Question 35 Does Smart Connections use agents or other retailers to market and sell its service in Kentucky? Provide a list.

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections intends to market service directly.

Question 36 Describe the process that Smart Connections intends to use to sign up customers for Lifeline. Will Smart Connections verify the customer's eligibility in the designated programs?

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections will advertise services using media of general distribution, and will direct customers to sign up for Lifeline via the Company's toll-free number or website. Customer eligibility will be verified in accordance with legal requirements, including any imposed directly on customers seeking Lifeline benefits.

Question 37 Will Smart Connections be willing to advertise Lifeline and Link-Up availability in other languages besides English? If yes, name the other languages.

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections intends to market service only in English.

Question 38 Does Smart Connections have any telecommunications facilities used to provide local exchange service? If so, give a description and location.

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections does not currently have any telecommunications facilities used to provide local exchange service. For its ETC status, Smart Connections meets any "facilities" requirement through access to UNEs.

Question 39 Will Smart Connections use any subcontractors (operations, call centers, etc.) to provide the required services? If so, provide the name of each company and physical address.

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: All operations initially will be provided in house.

Question 40 On page 6 of the application, Smart Connections states that "the FCC has concluded that even pure resellers may qualify as an ETC and properly use universal service support for the purposes for which it was intended by offering reduced price Lifeline Service." Why did Smart Connections include this comment in its application? Does Smart Connections propose not to meet the facilities-based requirements under 47 U.S.C. § 214(e)(1)(a)?

Responsible Parties: Stephanie Brannon, President of Smart Connections, and counsel for Smart Connections

Question 40 (cont'd)

Response: Smart Connections intends to meet the requirements under 47 U.S.C. § 214(e)(1)(a). The referenced statement was included in the application to underscore the FCC's policy determination that a "facilities" requirement is largely irrelevant when a carrier is not seeking high cost funding and seeks only to participate in a federal program where support follows the customer, preventing any possibility of double recovery. *See Federal-State Joint Board on Universal Service, Petition of Tracfone Wireless, Inc., 20 FCC Rcd 15095 (2005).* If Smart Connections has the right of access to network elements and meets the "facilities" requirement through that right of access, its actual method of providing service should be of no further concern to the Commission, unless there is a request for high cost support, the type of support that is *meant* to help pay for "facilities." The focus in a Lifeline/Linkup support application should be on giving the qualifying customer a choice in using the funds allocated to him or her.

Question 41 On page 9 of the application, Smart Connections states that, as of December 31, 2006, fewer than 20 percent of consumers eligible for Lifeline services in Kentucky were being provided such services. Does Smart Connections have any more recent statistics? If yes, provide the name of the source of those statistics and the date of the publication of those statistics.

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: According to the 2009 estimates issued by USAC on March 8, 2010, fewer than 20 percent of consumers eligible for Lifeline services in Kentucky were being provided such services. The statistics may be viewed on USAC's website: <http://www.usac.org/li/about/participation-rate-information.aspx>. Smart Connections agrees with Governor Beshear and Chairman Armstrong, who recently decried the lack of participation by eligible Kentuckians, and believes that the designation of additional ETCs such as Smart Connections will increase Kentuckians' awareness of the program through additional advertising.

Question 42 On page 8 of the application, Smart Connections states that it is willing to accept Carrier of Last Resort obligations throughout the universal service areas in which Smart Connections is designated an ETC by the Commission. Provide details of how Smart Connections would accomplish Carrier of Last Resort obligations.

Responsible Party: Stephanie Brannon, President of Smart Connections

Question 42 (cont'd)

Response: In the unlikely event that AT&T no longer provides service in the designated service area, Smart Connection would certainly enter into an agreement with the carrier that purchases AT&T's assets, or with the competitive carrier that caused AT&T to abandon its service territory, and provide service as necessary to all customers who request it.

Question 43 On page 8 of the application, Smart Connections states that it will provide equal access to interexchange service. Does Smart Connections offer pre-subscription to other interexchange carriers?

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: No. The statement was intended to assert the Company's willingness to comply with the FCC requirement outlined in 47 C.F.R. § 54.202(a)(5), and is better stated as follows: "Smart Connections is willing to provide equal access to long distance carriers in the event that no other ETC is providing equal access within the service area."

Question 44 Smart Connections is not currently registered as a long-distance carrier in Kentucky. Does Smart Connections intend to provide long-distance service and does Smart Connections intend to file a tariff?

Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections does not intend to make a general offering of interexchange service in Kentucky. However, for local customers, Smart Connections includes 240 minutes of long distance usage generally available using "1+ 800" access and a PIN. Although customers have the option to elect "1+10 digit" dialing instead, that form of access is only permitted upon customer request. Smart Connections does not currently intend to file a tariff for interexchange service, which is nonbasic service.

Question 45 Smart Connections' tariff states: "The Company's service cannot be used to access interexchange carriers for interLATA, intraLATA, interstate, or international calling or access caller-paid information services (e.g., 900, 976). All 1+, 0+, 0-, and other numbers used for caller-paid services will be blocked by the Company through the underlying carrier's switch." On page 6 of the application, Smart Connections states that it provides long-distance service to its customers. Explain the discrepancy.

Responsible Party: Stephanie Brannon, President of Smart Connections

Question 45 (cont'd)

Response: See Response to Question 44. Applicant permits customers access to long distance service through an IXC. In regards to the tariff policy, numbers used for caller-paid services will generally be blocked to prevent unauthorized use, unless a customer elects to use the 1+ option for long distance calls and thereby requires the 1+ block to be removed.

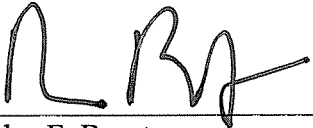
Question 46 Does Smart Connections understand that Kentucky allows consumers to qualify for Lifeline only under certain income guidelines?
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections understands that Kentucky allows consumers to qualify for Lifeline only under certain income guidelines.

Question 47 Kentucky currently requires that all ETCs perform an audit of all its customers receiving Lifeline benefits. Each customer must provide proof of eligibility. Does Smart Connections agree to audit all Lifeline customers each year rather than conduct a yearly audit of only a sample of customers?
Responsible Party: Stephanie Brannon, President of Smart Connections

Response: Smart Connections will agree to audit its own Lifeline customers in compliance with any Commission regulation applicable to and applied equally to all ETCs, including incumbent providers. Smart Connections acknowledges that its own compliance is subject to audit by the Commission itself.

Dated: September 30, 2010

By 

Douglas F. Brent
STOLL KEENON OGDEN PLLC
2000 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202
(502) 333-6000

Lance J. M. Steinhart
Lance J. M. Steinhart, P.C.
1720 Windward Concourse, Suite 115
Alpharetta, GA 30005

VERIFICATION

STATE OF FLORIDA)
) SS:
COUNTY OF WALTON)

The undersigned, Stephanie W. Brannon, being duly sworn, deposes and says that she is the President for Smart Connections, Inc., and that she has personal knowledge of the matters set forth in the responses for which she is identified as the witness, and the answers contained therein are true and correct to the best of her information, knowledge and belief.

Stephanie W. Brannon
Stephanie W. Brannon

Subscribed and sworn to before me, a Notary Public in and before said County and State, this 28th day of September, 2010.

Jennifer Sullivan (SEAL)
Notary Public

My Commission Expires:
5/18/2012

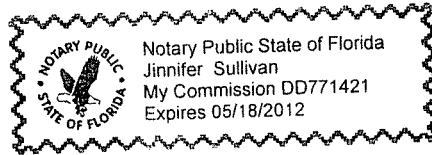


EXHIBIT A

SMART
CONNECTIONS,
INC.

75% Owner
Stephanie Brannon
Director, President

25% Owner
Sarah Svoboda
Director

EXHIBIT B



April 21, 2010

Stephanie Watson
President
Smart Connections, Inc.
12815 Emerald Coast Parkway
Suite 124
Destin, FL 32550

Dear Ms. Watson:

Enclosed is the proposed Commercial Agreement ("Commercial Agreement") between our companies for your review and signature. Please execute and date two (2) original signature pages which are attached and return the executed/dated signature pages to the following address within ten (10) days for execution by the AT&T ILECs ("AT&T"):

Contract Processing
4 AT&T Plaza
311 South Akard, 9th Floor
Dallas, TX 75202

Please note that in light of the significant regulatory, legislative and legal changes impacting the telecommunications industry on a regular basis, the enclosed Commercial Agreement may be withdrawn or changed at any time by AT&T prior to its effective date, and will be considered automatically withdrawn by ten (10) days from the date of this letter if your company has not returned signed and dated signature pages as provided above by that date. If, after that time, your company still wishes to negotiate/enter into a Commercial Agreement with AT&T, it must submit a new request to AT&T for consideration.

Please retain the paper copy of the Agreement for your records. Additional paper copies will not be sent. After AT&T executes, a fully executed signature page will be returned for your records and AT&T will forward the fully executed Commercial Agreement to its D.C. office for filing with the FCC as provided for in such Commercial Agreement. The Commercial Agreement shall become effective between our Companies ten (10) business days following execution by the Parties.

If you have questions regarding the enclosed, please contact Eric Peterson on 214/858-0716.


Sincerely,

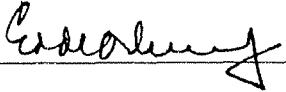
Jeff Johnson
Manager – Interconnection Agreements

Enclosure

Smart Connections, Inc.

BellSouth Telecommunications, Inc. d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina, and AT&T Tennessee, Illinois Bell Telephone Company d/b/a AT&T Illinois, Indiana Bell Telephone Company Incorporated d/b/a AT&T Indiana, Michigan Bell Telephone Company d/b/a AT&T Michigan, Nevada Bell Telephone Company d/b/a AT&T Nevada and AT&T Wholesale, The Ohio Bell Telephone Company d/b/a AT&T Ohio, Pacific Bell Telephone Company d/b/a AT&T California, The Southern New England Telephone Company d/b/a AT&T Connecticut, Southwestern Bell Telephone Company d/b/a AT&T Arkansas, AT&T Kansas, AT&T Missouri, AT&T Oklahoma, AT&T Texas, Wisconsin Bell, Inc. d/b/a AT&T Wisconsin by AT&T Operations, Inc., its authorized agent

Signature: 

Signature: 

Name: Stephanie Watson
(Print or Type)

Name: Eddie A. Reed, Jr.
(Print or Type)

Title: President
(Print or Type)

Title: Director - Interconnection Agreements

Date: 4/22/10

Date: 5-3-10