

LIGHTYEAR
Network Solutions

August 20, 2010

Via Overnight Mail

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

RECEIVED

AUG 23 2010

PUBLIC SERVICE
COMMISSION

2010-00340

**RE: Joint Petition for the Transfer of the Eligible Telecommunications Carrier
Designation of SouthEast Telephone, Inc. to SE Acquisitions, LLC**

Dear Mr. DeRouen:

Please find enclosed for filing the original and ten copies of the Joint Petition for the Transfer of the Eligible Telecommunications Carrier Designation of SouthEast Telephone, Inc. ("SouthEast") to SE Acquisitions, LLC ("SEA") ("Petition"). This Petition is being filed in accordance with the Asset Purchase Agreement between SouthEast and SEA dated June 28, 2010 (the "APA"). The APA provides for SEA to purchase substantially all of the assets of SouthEast, including SouthEast's telecommunications equipment and customer accounts upon the satisfaction of certain conditions (the "Transaction"). The APA was filed with the United States Bankruptcy Court for the Eastern District of Kentucky on June 30, 2010 and on August 16, 2010, the Court approved the Transaction, subject to certain conditions.

Please acknowledge this filing by returning, date-stamped, the extra copy of this cover letter in the self-addressed envelope enclosed for this purpose. Should you have any questions please feel free to contact me. My direct line is 502.410.1531, and my email address is: linda.hunt@lightyear.net.

Sincerely,



Linda Hunt

Director of Legal and Regulatory Affairs

LH:

Enclosures

cc: Mary Keyer, Attorney for AT&T
Jamie L. Harris, Attorney for SouthEast Telephone, Inc.
Charles T. Coleman and Kimberly Wood Tucker, Attorneys for Windstream Communications, Inc.

**BEFORE THE
KENTUCKY PUBLIC SERVICE COMMISSION**

In the matter of:

**JOINT PETITION FOR THE TRANSFER)
OF THE ELIGIBLE TELECOMMUNICATIONS)
CARRIER DESIGNATION OF SOUTHEAST)
TELEPHONE, INC. TO SE ACQUISITIONS, LLC)**

Case No. 2010-00340

**JOINT PETITION FOR THE TRANSFER OF THE ELIGIBLE TELECOMMUNICATIONS CARRIER
DESIGNATION OF SOUTHEAST TELEPHONE, INC. TO SE ACQUISITIONS, LLC**

SouthEast Telephone, Inc. ("SouthEast"), and SE Acquisitions, LLC ("SEA") jointly (the "Parties") together, and by counsel, hereby submit this Petition for the Transfer of SouthEast's Eligible Telecommunications Carrier ("ETC") Designation to SEA. In support of this Joint Petition, the Parties provide the following information:

1. SE Acquisitions, LLC is a Kentucky limited liability company with principal offices located at 1901 Eastpoint Parkway, Louisville, Kentucky 40223-4145. SEA is a wholly-owned direct subsidiary of Lightyear Network Solutions, Inc. ("LYNS"), a publicly held (OTCBB: LYNS) Nevada corporation whose principal business is telecommunications. SEA was formed in order to acquire and operate the assets of SouthEast. Following completion of the transaction, SEA will operate under the name "SouthEast Telephone" in order to minimize customer confusion. In a letter dated August 6, 2010, to the Kentucky Public Service Commission (the "Commission"), SEA notified this Commission of its intention to provide local, internet and long distance telecommunication service in the Commonwealth of Kentucky. This notice of intention was in preparation of the transfer of assets between the Parties.

2. SouthEast Telephone, Inc. is a privately held Kentucky corporation with a principal business address of 106 Scott Avenue, Pikeville, Kentucky 41501. On September 28, 2009, SouthEast filed a voluntary petition for relief under Chapter 11 of Title 11, U.S.C. §§ 101 et seq., as amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Eastern District of Kentucky, Pikeville Division (the "Bankruptcy Court"), Case No. 09-70731-wsh. As a Debtor and Debtor-in-possession, SouthEast continues to operate its business and provide telecommunications services to its customers.

Subsequently on June 28, 2010, SouthEast and SEA entered into an Asset Purchase Agreement whereby SEA has agreed to purchase substantially all of the assets of SouthEast, including SouthEast's telecommunications equipment and customer accounts (the "Transaction").

Bankruptcy Court approval of this Asset Purchase was granted on August 16, 2010, with the actual transfer of control scheduled to occur on or about October 1, 2010. Under the terms of the Asset Transaction, all management, personnel, and operations of SouthEast will continue to operate from their present headquarters in Pikeville, Kentucky.

3. SouthEast offers local telephone service, long distance, Internet and paging products for residential and business customers throughout underserved rural areas of Kentucky. SouthEast holds domestic and international Section 214 authorizations from the Federal Communications Commission ("FCC"), and is authorized to provide local exchange and interexchange telecommunications services in Kentucky.

SouthEast also holds the designation of an ETC which was granted to SouthEast by this Commission on November 26, 2002, and, at that time, covered only the areas of the state that fell within, or west of Bullitt, Nelson, Marion, Taylor, Adair and Cumberland counties. A subsequent Order dated January 28, 2009, under Case No. 2009-00005, granted an expansion of SouthEast's ETC Designation into two other Kentucky counties: Lee, and Nicholas, and added two rate centers in Powel and one rate center in Pike.

4. The granting of this Petition for the transfer of SouthEast's current ETC Designation is necessary, and in accordance with the terms of the Asset Purchase Agreement between the Parties. It will be demonstrated herein and certified in this Petition that SEA, through its acquisition of SouthEast, satisfies all of the requirements for designation as an ETC for the Designated Areas, and respectfully requests the Commission to promptly grant this transfer.

I. SEA MEETS ALL THE REQUIREMENTS FOR DESIGNATION AS AN ELIGIBLE TELECOMMUNICATIONS CARRIER TO SERVE THE DESIGNATED AREA IN THE COMMONWEALTH OF KENTUCKY.

Pursuant to 47 U.S.C. § 214(e)(2), the Commission, "consistent with the public interest, convenience and necessity . . . may, in the case of an area served by a rural telephone company, and shall, in the case of all other areas, designate more than one common carrier as an eligible telecommunications carrier for a service area designated by the State commission, so long as [the] requesting carrier meets the requirements of paragraph (1)" of Section 214(e). SEA satisfies the requirements of paragraph (1) of

Section 214(e) as set out below; therefore, the Commission should transfer SouthEast's designation as an ETC to SEA for the Designated Area.

A common carrier designated as an eligible telecommunications carrier. . . shall be eligible to receive universal service support in accordance with section 254 of this title and shall, throughout the service area for which the designation is received-

(A) offer the services that are supported by Federal universal service support mechanisms under section 254(c) of this title, either using its own facilities or a combination of its own facilities and resale of another carrier's services (including the services offered by another eligible telecommunications carrier); and

(B) advertise the availability of such services and the charges therefore using media of general distribution.

47 U.S.C. §214(e)(1)(A), Pursuant to this statute, so long as a telecommunications carrier offers the services supported by the Universal Service Fund using its own facilities or a combination of its own facilities and those of another telecommunications carrier, and advertises the availability of such services, "a State commission shall . . . designate [the] common carrier . . . as an eligible telecommunications carrier for a service area designated by the State commission." 47 U.S.C. § 214(e)(2). The services supported by the Universal Service Fund are: 1) voice grade access to the public switched network, 2) local usage, 3) dual tone multi-frequency signaling or its functional equivalent, 4) single-party service or its functional equivalent, 5) access to emergency services, 6) access to operator services, 7) access to interexchange service, 8) access to directory assistance, and 9) toll limitation for qualifying low-income consumers. See 47 C.F.R. §54.101(a). As demonstrated below, and as set forth in the declarations of John J. Greive authorized representative of SEA, and Carla Reichelderfer, authorized representative of SouthEast, SEA will offer all of the services supported by the Universal Service Fund using a combination of its own facilities and those of other telecommunications carriers, and advertise the availability of those services. (See Exhibit A, Declaration of John J. Greive, and Exhibit B, Declaration of Carla Reichelderfer). Accordingly, the Commission should grant SEA's petition.

A. SEA WILL PROVIDE SERVICE USING ALMOST EXCLUSIVELY SOUTHEAST'S FACILITIES.

Any carrier requesting ETC designation must provide services over its own facilities or through a combination of its own facilities and resale of another carrier's service. SouthEast currently provides its services primarily through a combination of its own facilities and resale of service through agreements AT&T and Windstream.

B. SEA WILL CONTINUE TO OFFER ALL REQUIRED SERVICES AND FUNCTIONALITIES.

SouthEast already provides all services and functionalities supported by the federal universal service program as set forth in 47 C.F.R 54.101(a) and SEA will continue to do so upon the transfer to SEA of SouthEast's ETC designation. These services are:

(i) Voice grade access to the public switched telephone network

Voice grade access to the public switched telephone network ("PSTN") is defined as "a functionality that enables a user of telecommunications services to transmit voice communications, including signaling the network that the caller wishes to place a call, and to receive voice communications, including receiving a signal indicating there is an incoming call. For the purposes of this part, bandwidth for voice grade access should be, at a minimum, 300 to 3,000 Hertz." 47 C.F.R. § 54.101(a)(l). Southeast meets this requirement by providing a voice grade access to the public switched network through its MetaSwitch 3100. Through its interconnection arrangements with AT&T and Windstream, SouthEast customers are able to make and receive calls on the public switched network within the specified bandwidth, and will continue to do so upon the transfer to SEA of SouthEast's ETC designation. Therefore, SEA will be offering voice grade access to the public switched network within the meaning of 47 C.F.R. 9 54.101(a)(l).

(ii) Local usage.

Local usage is defined as "an amount of minutes of use of exchange service, prescribed by the Commission, provided free of charge to end users." 47 C.F.R. § 54,101(a)(2). SouthEast provides unlimited flat rate calling (i.e., non-metered or measured) access to its customers to local and EAS calling plans established and tariffed by the incumbent carrier, and SEA will continue to do so upon the transfer to SEA of SouthEast's ETC designation. Moreover, as a designated ETC, SEA will comply with any and all minimum local usage requirements required by applicable law just as SouthEast does now.

(iii) Dual tone multi-frequency ("DTMF") signaling or its functional equivalent.

Section (a)(3) of 47 C.F.R. 54.101 provides for supported services to include "dual tone multi-frequency signaling or its functional equivalent." Dual tone multi-frequency ("DTMF") is defined as "a method of signaling that facilitates the transportation of signaling through the network, shortening call set-up time." *Id.* SouthEast's network is fully DTMF compliant.

(iv) Single-party service or its functional equivalent.

Single-party service is defined as "telecommunications service that permits users to have exclusive use of a wireline subscriber loop or access line for each call placed, or, in the case of wireless telecommunications carriers, which use spectrum shared among users to provide service, a dedicated message path for the length of a user's particular transmission." 47 C.F.R. § 54.101(a)(4). SouthEast is providing its customers with single-party access for the duration of every phone call. Accordingly, SouthEast also provides single-party service within the meaning of the FCC's regulations. SEA will continue to provide this service upon the transfer to SEA of SouthEast's ETC designation.

(v) Access to 911 and E911 emergency service.

Access to emergency services includes access to services, such as 911 and enhanced 911, provided by local governments or other public safety organizations." 47 C.F.R. §54.101(5). SouthEast is providing access to 911 and enhanced E911, and is fully interconnected with AT&T 911 Tandem Connections that serve LATA 466 in the areas for which SouthEast has ETC designation.

(vi) Access to Operator services.

Access to operator services is defined as "access to any automatic or live assistance to a consumer to arrange for billing or completion, or both, of a telephone call." 47 C.F.R. § 54.101(6). SouthEast is providing access to operator services to its customers under contractual arrangements with an operator services provider and SEA will continue to do so upon the transfer to SEA of SouthEast's ETC designation.

(vii) Access to interexchange service ("IXC").

Access to interexchange service is defined as "the use of the loop, as well as that portion of the switch that is paid for by the end user, or the functional equivalent of these network elements in the case of a wireless carrier, necessary to access an interexchange carrier's network." 47 C.F.R. 5 54.101(7). In addition to its own long distance services, SouthEast allows consumers to pre-subscribe to other interexchange carriers and complete dial around calls for those carriers who have provisioned the appropriate facilities and support such services and SEA will continue to do so upon the transfer to SEA of SouthEast's ETC designation.

(viii) Access to directory assistance.

Access to directory assistance is defined as "access to a service that includes, but is not limited to, making available to customers, upon request, information contained in directory listings." 47 C.F.R. 3 54.101(8). SouthEast's customers can access directory assistance services by dialing 41 1 or through the service offering of their presubscribed carrier by dialing 1+NPA+555-1212. SouthEast also provides,

listings in the white pages telephone directory published for the general area through contractual arrangements with its parent company and through the incumbent telephone company, and SEA will continue to do so upon the transfer to SEA of SouthEast's ETC designation.

(ix) Toll limitation for qualified low-income consumers.

Toll limitation for qualifying low-income consumers is linked to participation in the Lifeline program, which SouthEast currently participates in, as a designated ETC. SouthEast uses the appropriate toll limitation technology to provide this required service at no additional charge to Lifeline customers, and SEA will continue to offer toll limitation upon the transfer to SEA of SouthEast's ETC designation.

C. SEA Will Advertise the Availability of Supported Services.

SouthEast currently advertises the availability of the supported services detailed above, as well as the charges therefore, using media of general distribution in accordance with 47 C.F.R. 5 54.201(d)(2). The methods of advertising utilized include newspapers, magazines, radio, or television as well as other methods that constitute media of general distribution in the Designated Area of Kentucky. SEA will continue to advertise, as required, upon the transfer to SEA of SouthEast's ETC designation.

II. SEA PROVIDES SERVICES THROUGHOUT THE AREA FOR WHICH IT SEEKS ETC DESIGNATION.

A map of SEA 's service area, and SEA 's wire centers for those areas, is attached as Exhibits C and D respectively. SouthEast has facilities in place that serve these areas, and SEA will continue to serve the same counties, and utilize the same rate centers upon the transfer to SEA of SouthEast's ETC designation.

III. IN ACCORDANCE WITH 47 U.S.C. § 214(e)(2), SEA IS ENTITLED TO BE DESIGNATED AS AN ETC IN NON-RURAL WIRE CENTERS.

Pursuant to 47 U.S.C. §214(e) and 47 C.F.R. § 54.201(c), SEA is entitled to be granted ETC status by the Commission in the wire centers shown in Exhibit D. "A State commission *shall* upon its own motion or upon request designate a common carrier that meets the requirements of paragraph (1) as an eligible telecommunications carrier for a service area designated by the State commission." 47 U.S.C. § 214(e)(2). Given SEA satisfies the requirements of paragraph (1) of 47 U.S.C. 214(e) as described above, the Commission should grant SEA 's and SouthEast's joint petition for the transfer of SouthEast's ETC status in these wire centers.

IV. DESIGNATION OF SEA AS AN ETC FOR THE DESIGNATED AREA WOULD SERVE THE PUBLIC INTEREST.

A. The FCC has determined that “[d]esignation of competitive ETCs promotes competition and benefits consumers in rural and high-cost areas by increasing customer choice, innovative services, and new technologies.¹ The transfer of SouthEast’s Designation as an ETC to SEA, would continue to promote competition and facilitate the provision of advanced communications services to residents of Kentucky. Consumers would continue to reap the benefits of local exchange service. The Parties respectively submit that the proposed transfer serves the public interest, and is necessary and in accordance with the terms of the Asset Purchase Agreement between the Parties. Further, SouthEast’s and SEA’s operations are overseen by the Companies’ well-qualified management teams with substantial telecommunications experience and technical expertise. In addition, the proposed Transaction is structured to assure an orderly transition of customers from SouthEast to SEA. In accordance with the terms of their service contracts and the rules and procedures of the Commission and states, customers will be properly notified of the proposed transaction and the change in their telecommunications provider from SouthEast to SEA.

B. Unlike the majority of providers, SEA offers service on a land-line (non-CMRS) basis. Accordingly, it is uniquely qualified to deliver high quality reliable services without the CPE or contract restrictions of other providers.

C. As an ETC, SEA will continue SouthEast’s efforts to provide high quality competitively priced telecommunication services that aides the economic development of the Kentucky counties as shown in Exhibit C as only a locally owned and run business can provide.

D. When the transfer of SouthEast’ ETC status is granted, SEA will continue to provide the Lifeline discount against qualifying residential services selected by the subscriber. Similar discounting will be applied for qualifying installation fees for new service established with SEA .

V. SEA MEETS THE ADDITIONAL REQUIREMENTS ADOPTED BY THE FCC ON FEBRUARY 28,2005

A. In its February 28, 2005 press release, the FCC adopted additional requirements for ETC proceedings as summarized below:

(1) **Eligibility Requirements** - In satisfying its burden of proof necessary to obtain ETC designation, an ETC applicant must now: 1) provide a five-year plan demonstrating how high-cost universal service support will be used to improve its coverage, service quality or capacity throughout the service area for which it seeks designation; 2) demonstrate

¹ See Western Wireless Corporation Petition for designation as an Eligible Telecommunications Carrier in the State of Wyoming, Memorandum Opinion and Order, CC Docket No. 94-45, 16 FCC Rcd 48, 55 (2000).

its ability to remain functional in emergency situations; 3) demonstrate that it will satisfy consumer protection and service quality standards; 4) offer local usage plans compare able to those offered by the incumbent local exchange carrier (LEC) in the areas for which it seeks designation; and 5) acknowledge that it may be required to provide equal access if all other ETCs in the designated service area relinquish their designations. In addition, these requirements are made applicable on a prospective basis to all ETCs previously designated by the Commission, and such ETCs are required to submit evidence demonstrating how they comply with this new ETC designation framework by October 1,2006.

SouthEast complies with these requirements as follows, and SEA will continue to comply upon the transfer to SEA of SouthEast's ETC designation.

(i) Under Kentucky Public Service Commission Case No. 381, SouthEast annually files an Affidavit which states their plan for their use of any high-cost federal support they may receive.

(ii). Under FCC guidelines, an ETC Applicant must demonstrate its ability to remain functional in emergency situations. 47 CFR §54.202(a)(2); see FCC ETC Order at para. 25. SouthEast currently provides to its customers the same ability to remain functional in emergency situations as currently provided by AT&T Kentucky to its own customers, including access to a reasonable amount of back-up power, rerouting of traffic around damaged facilities, and the capability of managing traffic spikes resulting from emergency situations, and SEA will continue to provide this same functionality in emergency situations upon the transfer to SEA of SouthEast's ETC designation.

(iii). SouthEast adheres to the Commission guidelines, and SouthEast is fully compliant with provisions of federal truth-in-billing laws. SouthEast's services are available to the public on a non-discriminatory basis pursuant to tariff, and SEA will continue to remain compliant upon the transfer to SEA of SouthEast's ETC designation.

(iv). SEA provides unlimited flat rate local calling to the same calling scope standard as the incumbent telephone company, AT&T. In addition, subscribers have the option for expanded calling for an additional fee.

(v) The Parties acknowledge that it may be required to provide equal access if all other ETCs in the designated service area relinquish their designations.

VI. ANNUAL CERTIFICATIONS

SouthEast is meeting additional reporting and certification requirements contained in the FCC's February press release as summarized below, and SEA will continue to remain compliant upon the transfer to SEA of SouthEast's ETC designation.

(3) **Annual Certification and Reporting Requirements** - Each ETC designated by the Commission, including those designated prior to this decision, must submit on an annual basis: 1) progress updates on its five-year service quality improvement plan; 2) detailed information on outages in the ETC's network; 3) how many requests for service from potential customers were unfulfilled for the past year and the number of complaints per 1,000 handsets or lines; and 4) certifications that the ETC is complying with applicable service quality standards and consumer protection rules, is able to function in emergency situations, is offering a local usage plan comparable to that offered by the incumbent LEC in the relevant service areas, and acknowledge that the Commission may require it to provide equal access to long distance carriers.

VII. HIGH-COST CERTIFICATION.

Under FCC Rules 54.313 and 54.314, carriers wishing to obtain high-cost support must either be certified by the appropriate state commission or, where the state commission does not exercise jurisdiction, self-certify with the FCC and the Universal Service Administrative Corporation ("USAC") their compliance with Section 254(e) of the Federal Telecommunications Act of 1996. SouthEast attaches, and SEA hereby adopts, its high-cost certification declaration as set out in Exhibits E and F respectively. The Parties respectfully request that the Commission issue a finding that SEA has met the high-cost certification requirement and that SEA is, therefore, entitled to begin receiving high-cost support as of the date this Commission grants the transfer of SouthEast's ETC status to SEA in order that funding will not be delayed?

VIII. ANTI-DRUG ABUSE CERTIFICATION.

No party to this Petition is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.13.²

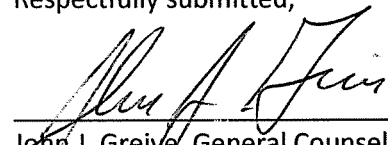
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² * See, e.g., *Centennial Cellular Tri-State Operating Partnership, Centennial Clairborne Cellular Corp., Petition for Waiver of section 54.313(d) of the Commission's Rules and Regulations, 19 FCC Rcd 15587 (2004)*; *Grande Communications, Inc., Petition for Waiver of Sections 54.307 and 54.314 of the Commission's Rules and Regulations, 19 FCC Rcd 15580 (2004)*.

IX. CONCLUSION.

For the foregoing reasons, and in accordance with the Act and the FCC's regulations, SouthEast and SEA respectfully request that the Commission promptly grant this Petition for the Transfer of SouthEast's Eligible Telecommunications Carrier ("ETC") Designation to SEA.

Respectfully submitted,



John J. Greive, General Counsel
SE Acquisitions, LLC
1901 Eastpoint Parkway
Louisville, Kentucky 40223
(502) 410-1508
(502) 515-4138 (facsimile)

Carla Reichelderfer, President
SouthEast Telephone, Inc.
106 Scott Avenue
Pikeville, KY 41501
(606) 432-3000
(606) 433-4402 (facsimile)

CERTIFICATE SERVICE


It is hereby certified that true and accurate copy of the foregoing was served by first class

United States mail this 20th day of August, 2010, upon the following:

Jamie L. Harris, Esq.
SouthEast Telephone, Inc.
DelCotto Law Group PLLC
200 North Upper Street
Lexington, KY 40507

Mary Keyer
Attorney for AT&T
601 Chestnut Street, Room 407
Louisville, KY 40203

Charles T. Coleman, Esq.
Kimberly Wood Tucker, Esq.
Attorneys for Windstream Communications, Inc.
Wright, Lindsey & Jennings, LLP
200 West Capitol Avenue, Suite 2300
Little Rock, AK 72201-3699



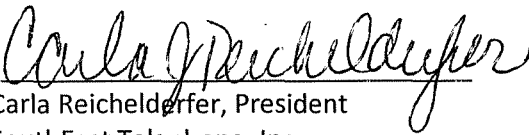
John J. Greive, General Counsel for SE Acquisitions, LLC

IX. CONCLUSION.

For the foregoing reasons, and in accordance with the Act and the FCC's regulations, SouthEast and SEA respectfully request that the Commission promptly grant this Petition for the Transfer of SouthEast's Eligible Telecommunications Carrier ("ETC") Designation to SEA.

Respectfully submitted,

John J. Greive, General Counsel
SE Acquisitions, LLC
1901 Eastpoint Parkway
Louisville, Kentucky 40223
(502) 410-1508
(502) 515-4138 (facsimile)


Carla Reichelderfer, President
SouthEast Telephone, Inc.
106 Scott Avenue
Pikeville, KY 41501
(606) 432-3000
(606) 433-4402 (facsimile)

CERTIFICATE SERVICE

It is hereby certified that true and accurate copy of the foregoing was served by first class

United States mail this _____ day of August, 2010, upon the following:

Jamie L. Harris, Esq.
SouthEast Telephone, Inc.
DeCotto Law Group PLLC
200 North Upper Street
Lexington, KY 40507

Mary Keyer
Attorney for AT&T
601 Chestnut Street, Room 407
Louisville, KY 40203

Charles T. Coleman, Esq.
Kimberly Wood Tucker, Esq.
Attorneys for Windstream Communications, Inc.
Wright, Lindsey & Jennings, LLP
200 West Capitol Avenue, Suite 2300
Little Rock, AK 72201-3699

John J. Greive, General Counsel for SE Acquisitions, LLC

EXHIBIT A

DECLARATION OF JOHN J. GREIVE

EXHIBIT B

DECLARATION OF CARLA REICHELDERFER

BEFORE THE
KENTUCKY PUBLIC SERVICE COMMISSION

In the matter of:

JOINT PETITION FOR THE TRANSFER)
OF THE ELIGIBLE TELECOMMUNICATIONS)
CARRIER DESIGNATION OF SOUTHEAST)
TELEPHONE, INC. TO SE ACQUISITIONS, LLC)

Case No. _____

DECLARATION OF CARLA REICHELDERFER

I, the undersigned Carla Reichelderfer, do hereby declare under penalty of perjury as follows.

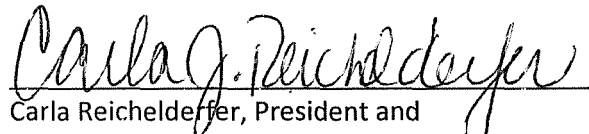
1. I am the President and authorized representative of SouthEast Telephone, Inc. ("SouthEast").

2. SouthEast is a facilities-based local exchange carrier providing local exchange services in numerous counties throughout eastern Kentucky.

3. I declare and certify, as described in the attached Joint Petition for the Transfer of the Eligible Telecommunications Carrier Designation of SouthEast to SE Acquisitions, that SouthEast offers all of the services supported by the Universal Service Fund pursuant to 27 U.S.C. § 254(c)(3); that SouthEast offers the supported services using a combination of its own facilities and those of other carriers; and that SouthEast advertises the availability of supported services, and the charges therefore, using media of general distribution.

4. I further declare that the foregoing, as well as the content of the attached joint petition for the transfer of eligible telecommunications carrier status is, to the best of my knowledge and belief, true and correct.

5. I further declare that to the best of my knowledge and belief, SouthEast, including its officers, directors and shareholders, is not subject to denial of federal benefits pursuant to 21 U.S.C. § 862.


Carla Reichelderfer, President and
Authorized Representative
SouthEast Telephone, Inc.

COMMONWEALTH OF KENTUCKY)
)SS
COUNTY OF PIKE)

Subscribed and sworn to before me by Carla Reichelderfer this 18 day of August, 2010.

My Commission Expires: 4-21-12


Notary Public, State-at-Large, Kentucky

EXHIBIT C

SERVICE AREA MAP

EXHIBIT D

WIRE CENTERS

**Southeast Telephone, Inc.
Wire Centers Within Service Area**

Vendor	Zone	County	RateCenter
AT&T	1	Boyle County	Danville
AT&T	1		
AT&T	1	Mason County	Maysville
AT&T	1		
AT&T	1	Boyle County	Danville
AT&T	1		
AT&T	1	Mason County	Maysville
AT&T	2		
AT&T	2	Bell County	Middlesboro
AT&T	2		
AT&T	2	Christian County	Hopkinsville
AT&T	2		
AT&T	2	Clark County	Winchester
AT&T	2		
AT&T	2	Franklin County	Frankfort
AT&T	2		
AT&T	2	Johnson County	Paintsville
AT&T	2		
AT&T	2	Laurel County	Corbin
AT&T	2		
AT&T	2	Lawrence County	Louisa
AT&T	2		
AT&T	2	Madison County	Richmond
AT&T	2		
AT&T	2	Nelson County	Bardstown
AT&T	2		
AT&T	2	Pike County	Pikeville
AT&T	2		
AT&T	2	Scott County	Georgetown
AT&T	2		
AT&T	2	Bell County	Middlesboro
AT&T	2		
AT&T	2	Christian County	Hopkinsville
AT&T	2		
AT&T	2	Clark County	Winchester
AT&T	2		
AT&T	2	Franklin County	Frankfort
AT&T	2		
AT&T	2	Johnson County	Paintsville
AT&T	2		
AT&T	2	Laurel County	Corbin

**Southeast Telephone, Inc.
Wire Centers Within Service Area**

Vendor	Zone	County	RateCenter
AT&T	2		
AT&T	2	Lawrence County	Louisa
AT&T	2		
AT&T	2	Madison County	Richmond
AT&T	2		
AT&T	2	Nelson County	Bardstown
AT&T	2		
AT&T	2	Pike County	Pikeville
AT&T	2		
AT&T	2	Scott County	Georgetown
AT&T	2		
AT&T	2	Shelby County	Shelbyville
AT&T	2		
AT&T	3	Anderson County	Lawrenceburg
AT&T	3		
AT&T	3	Bell County	Pineville
AT&T	3		
AT&T	3	Bourbon County	Little Rock
AT&T	3		Millersburg
AT&T	3		North Middle Town
AT&T	3		Paris
AT&T	3		
AT&T	3	Boyle County	Junction City
AT&T	3		Perryville
AT&T	3		
AT&T	3	Breathitt County	Jackson
AT&T	3		
AT&T	3	Carroll County	Carrollton
AT&T	3		
AT&T	3	Clark County	Winchester
AT&T	3		
AT&T	3	Floyd County	Allen
AT&T	3		Martin
AT&T	3		McDowell
AT&T	3		Prestonsburg
AT&T	3		Wayland
AT&T	3		
AT&T	3	Harlan County	Harlan
AT&T	3		Wallins Creek
AT&T	3		
AT&T	3	Harrison County	Cynthiana

**Southeast Telephone, Inc.
Wire Centers Within Service Area**

Vendor	Zone	County	RateCenter
AT&T	3		
AT&T	3	Henry County	Eminence
AT&T	3		
AT&T	3	Lee County	Beattyville
AT&T	3		
AT&T	3	Letcher County	Neon
AT&T	3		Whitesburg
AT&T	3		
AT&T	3	Lincoln County	Crab Orchard
AT&T	3		Stanford
AT&T	3		
AT&T	3	Madison County	Waco
AT&T	3		
AT&T	3	Martin County	Inez
AT&T	3		Warfield
AT&T	3		
AT&T	3	Mercer County	Burgin
AT&T	3		Cornishville
AT&T	3		Harrodsburg
AT&T	3		Salvisa
AT&T	3		
AT&T	3	Montgomery County	Mt Sterling
AT&T	3		
AT&T	3	Nelson County	Chaplin
AT&T	3		New Haven
AT&T	3		
AT&T	3	Nicholas County	Carlisle
AT&T	3		
AT&T	3	Owen County	Owenton
AT&T	3		
AT&T	3	Pike County	Elkhorn City
AT&T	3		Feds Creek
AT&T	3		Freeburn
AT&T	3		McCarr
AT&T	3		Pikeville
AT&T	3		South Williamson
AT&T	3		Stone
AT&T	3		Virgie
AT&T	3		
AT&T	3	Powell County	Stanton
AT&T	3		

**Southeast Telephone, Inc.
Wire Centers Within Service Area**

Vendor	Zone	County	RateCenter
AT&T	3	Shelby County	Finchville
AT&T	3		
AT&T	3	Spencer County	Taylorsville
AT&T	3		
AT&T	3	Washington County	Springfield
AT&T	3		Willisburg
AT&T	3		
AT&T	3	Whitley County	Williamsburg
AT&T	3		
AT&T	3	Anderson County	Lawrenceburg
AT&T	3		
AT&T	3	Bell County	Pineville
AT&T	3		
AT&T	3	Bourbon County	Little Rock
AT&T	3		Millersburg
AT&T	3		North Middle Town
AT&T	3		Paris
AT&T	3		
AT&T	3	Boyle County	Junction City
AT&T	3		Perryville
AT&T	3		
AT&T	3	Breathitt County	Jackson
AT&T	3		
AT&T	3	Carroll County	Carrollton
AT&T	3		Ghent
AT&T	3		
AT&T	3	Casey County	Liberty
AT&T	3		
AT&T	3	Clark County	Winchester
AT&T	3		
AT&T	3	Floyd County	Allen
AT&T	3		Martin
AT&T	3		McDowell
AT&T	3		Prestonsburg
AT&T	3		Wayland
AT&T	3		
AT&T	3	Harlan County	Benham Lynch
AT&T	3		Harlan
AT&T	3		Wallins Creek
AT&T	3		
AT&T	3	Harrison County	Cynthiana

**Southeast Telephone, Inc.
Wire Centers Within Service Area**

Vendor	Zone	County	RateCenter
AT&T	3		
AT&T	3	Henry County	Campbellsburg
AT&T	3		Eminence
AT&T	3		Port Royal
AT&T	3		
AT&T	3	Lee County	Beattyville
AT&T	3		
AT&T	3	Letcher County	Neon
AT&T	3		Whitesburg
AT&T	3		
AT&T	3	Lincoln County	Crab Orchard
AT&T	3		Stanford
AT&T	3		
AT&T	3	Madison County	Ford
AT&T	3		Kirksville
AT&T	3		Waco
AT&T	3		
AT&T	3	Martin County	Inez
AT&T	3		Warfield
AT&T	3		
AT&T	3	Mercer County	Burgin
AT&T	3		Cornishville
AT&T	3		Harrodsburg
AT&T	3		Salvisa
AT&T	3		
AT&T	3	Montgomery County	Mt Sterling
AT&T	3		
AT&T	3	Nelson County	Bloomfield
AT&T	3		Chaplin
AT&T	3		Lebanon Junction
AT&T	3		New Haven
AT&T	3		
AT&T	3	Nicholas County	Carlisle
AT&T	3		
AT&T	3	Ohio County	Beaver Dam
AT&T	3		
AT&T	3	Oldam County	LaGrange
AT&T	3		
AT&T	3	Owen County	New Liberty
AT&T	3		Owenton
AT&T	3		

**Southeast Telephone, Inc.
Wire Centers Within Service Area**

Vendor	Zone	County	RateCenter
AT&T	3	Pike County	Elkhorn City
AT&T	3		Feds Creek
AT&T	3		Freeburn
AT&T	3		McCarr
AT&T	3		Pikeville
AT&T	3		South Williamson
AT&T	3		Stone
AT&T	3		Virgie
AT&T	3		
AT&T	3	Powell County	Stanton
AT&T	3		
AT&T	3	Scott County	Sadieville
AT&T	3		Stamping Ground
AT&T	3		
AT&T	3	Shelby County	Bagdad
AT&T	3		Cropper
AT&T	3		Finchville
AT&T	3		Simpsonville
AT&T	3		Waddy
AT&T	3		
AT&T	3	Spencer County	Mt Eden
AT&T	3		Taylorsville
AT&T	3		
AT&T	3	Trimble County	Bedford
AT&T	3		
AT&T	3	Washington County	Mackville
AT&T	3		Mooreville
AT&T	3		Springfield
AT&T	3		Willisburg
AT&T	3		
AT&T	3	Whitley County	Williamsburg
WINDSTREAM	1		
WINDSTREAM	1	Laurel County	London
WINDSTREAM	1		
WINDSTREAM	1	Madison County	Berea
WINDSTREAM	1		
WINDSTREAM	1	Pulaski County	Somerset
WINDSTREAM	1		
WINDSTREAM	1	Boyd County	Ashland
WINDSTREAM	1		
WINDSTREAM	1	Laurel County	London

Southeast Telephone, Inc.
Wire Centers Within Service Area

Vendor	Zone	County	RateCenter
WINDSTREAM	1		
WINDSTREAM	1	Madison County	Berea
WINDSTREAM	1		
WINDSTREAM	1	Pulaski County	Somerset
WINDSTREAM	1		
WINDSTREAM	1	Taylor County	Campbellsville
WINDSTREAM	1		
WINDSTREAM	2	Bath County	Owingsville
WINDSTREAM	2		
WINDSTREAM	2	Carter County	Grayson
WINDSTREAM	2		
WINDSTREAM	2	Clay County	Manchester
WINDSTREAM	2		
WINDSTREAM	2	Estill County	Irvine
WINDSTREAM	2		
WINDSTREAM	2	Fleming County	Flemingsburg
WINDSTREAM	2		
WINDSTREAM	2	Garrard County	Lancaster
WINDSTREAM	2		
WINDSTREAM	2	Knox County	Barbourville
WINDSTREAM	2		
WINDSTREAM	2	Letcher County	Jenkins
WINDSTREAM	2		
WINDSTREAM	2	Mason County	Washington
WINDSTREAM	2		
WINDSTREAM	2	Perry County	Hazard
WINDSTREAM	2		
WINDSTREAM	2	Pulaski County	Burnside
WINDSTREAM	2		Eubank
WINDSTREAM	2		
WINDSTREAM	2	Rockcastle County	Mt. Vernon
WINDSTREAM	2		
WINDSTREAM	2	Rowan County	Morehead
WINDSTREAM	2		
WINDSTREAM	2	Adair County	Columbia
WINDSTREAM	2		
WINDSTREAM	2	Bath County	Owingsville
WINDSTREAM	2		
WINDSTREAM	2	Bracken County	Augusta
WINDSTREAM	2		
WINDSTREAM	2	Carter County	Grayson

**Southeast Telephone, Inc.
Wire Centers Within Service Area**

Vendor	Zone	County	RateCenter
WINDSTREAM	2		Olive Hill
WINDSTREAM	2		
WINDSTREAM	2	Clay County	Manchester
WINDSTREAM	2		
WINDSTREAM	2	Estill County	Irvine
WINDSTREAM	2		
WINDSTREAM	2	Fleming County	Flemingsburg
WINDSTREAM	2		
WINDSTREAM	2	Garrard County	Bryantsville
WINDSTREAM	2		Lancaster
WINDSTREAM	2		
WINDSTREAM	2	Green County	Greensburg
WINDSTREAM	2		
WINDSTREAM	2	Harlan County	Cumberland
WINDSTREAM	2		Evarts
WINDSTREAM	2		
WINDSTREAM	2	Knox County	Barbourville
WINDSTREAM	2		
WINDSTREAM	2	Laurel County	East Bernstadt
WINDSTREAM	2		
WINDSTREAM	2	Letcher County	Jenkins
WINDSTREAM	2		
WINDSTREAM	2	Marion County	Lebanon
WINDSTREAM	2		
WINDSTREAM	2	Mason County	Washington
WINDSTREAM	2		
WINDSTREAM	2	Perry County	Hazard
WINDSTREAM	2		Leatherwood
WINDSTREAM	2		
WINDSTREAM	2	Pulaski County	Burnside
WINDSTREAM	2		Eubank
WINDSTREAM	2		Sceince Hill
WINDSTREAM	2		White Lily
WINDSTREAM	2		
WINDSTREAM	2	Rockcastle County	Broadhead
WINDSTREAM	2		Mt. Vernon
WINDSTREAM	2		
WINDSTREAM	2	Rowan County	Morehead
WINDSTREAM	2		
WINDSTREAM	3	Bracken County	Brooksville
WINDSTREAM	3		

**Southeast Telephone, Inc.
Wire Centers Within Service Area**

Vendor	Zone	County	RateCenter
WINDSTREAM	3	Casey County	Hustonville
WINDSTREAM	3		Liberty
WINDSTREAM	3		
WINDSTREAM	3	Mason County	Mays Lick
WINDSTREAM	3		
WINDSTREAM	3	Perry County	Vicco
WINDSTREAM	3		
WINDSTREAM	3	Pulaski County	Faubush
WINDSTREAM	3		
WINDSTREAM	3	Robertson County	Mt. Olivet
WINDSTREAM	3		
WINDSTREAM	3	Rockcastle County	Livingston
WINDSTREAM	3		
WINDSTREAM	3	Bath County	Salt Lick
WINDSTREAM	3		Sharpsburg
WINDSTREAM	3		
WINDSTREAM	3	Bracken County	Brooksville
WINDSTREAM	3		Germantown
WINDSTREAM	3		Johnsville
WINDSTREAM	3		
WINDSTREAM	3	Casey County	Hustonville
WINDSTREAM	3		Liberty
WINDSTREAM	3		
WINDSTREAM	3	Clay County	Onedia
WINDSTREAM	3		
WINDSTREAM	3	Fleming County	Ewing
WINDSTREAM	3		Hillsboro
WINDSTREAM	3		
WINDSTREAM	3	Garrard County	Paint Lick
WINDSTREAM	3		
WINDSTREAM	3	Knox County	Flat Lick
WINDSTREAM	3		
WINDSTREAM	3	Lewis County	Garrison
WINDSTREAM	3		Tollesboro
WINDSTREAM	3		Vanceburg
WINDSTREAM	3		
WINDSTREAM	3	Marion County	Bradfordsville
WINDSTREAM	3		Loretto
WINDSTREAM	3		
WINDSTREAM	3	Mason County	Dover
WINDSTREAM	3		Fernleaf

**Southeast Telephone, Inc.
Wire Centers Within Service Area**

Vendor	Zone	County	RateCenter
WINDSTREAM	3		Lewisburg
WINDSTREAM	3		Mays Lick
WINDSTREAM	3		
WINDSTREAM	3	Perry County	Vicco
WINDSTREAM	3		
WINDSTREAM	3	Pulaski County	Faubush
WINDSTREAM	3		Nancy
WINDSTREAM	3		Shopville
WINDSTREAM	3		
WINDSTREAM	3	Robertson County	Mt. Olivet
WINDSTREAM	3		
WINDSTREAM	3	Rockcastle County	Livingston
WINDSTREAM	3		

EXHIBIT E

**HIGH-COST CERTIFICATION
OF
CARLA REICHELDERFER**

EXHIBIT F

**HIGH-COST CERTIFICATION
OF
JOHN J. GREIVE**

