

John Staurulakis, Inc. Amended Transmittal No. 182 – May 1, 2015
Oklahoma Communication Systems, Inc., TDS Telecom Companies – Group A
Description and Justification

1. Introduction.

With this filing John Staurulakis, Inc. (“JSI”) is filing corrected annual ICC-CAF TRP forms to include additional Intrastate Terminating Access Revenues to the Base Period Revenue used in the calculations of ICC-CAF for one of the study areas in TDS Telecom’s Group A, Oklahoma Communication Systems, Inc. (“OSCI”).

2. Description of Corrected Tariff Review Plans

The corrected Tariff Review Plans (“TRPs”) include Halo state Terminating Access revenues in which a petition was filed by TDS Telecom on behalf of many of its Local Exchange Carriers.¹ On August 7, 2014 the FCC granted TDS a limited waiver² to allow for TDS to include additional state terminating access revenues in its Base Period Revenue that were not filed in each of the preceding ICC-CAF Tariff Review Plans (TRP). Corrected TRPs are provided for years 2012-13, 2013-14, and 2014-15.

The TDS Group A company, OSCI, can and has met each of the five conditions the Commission has set forth in its Order:

- First, that it terminated all intrastate traffic sent to it by Halo for termination during FY 2011 that it seeks to add to its BPR calculations. This condition will limit BPR adjustments to reflect traffic for which compensable terminating access services were actually provided.

¹ TDS Telecommunications Corp. Petition for Limited Waiver of Section 51.917(c) of the Commission’s Rules, WC Docket No. 10-90 et al. (filed Aug. 9, 2012) (TDS Telecom Petition).

² Connect America Fund, WC Docket No. 10-90, Developing a Unified Intercarrier Compensation Regime, CC Docket No. 01-92, Petitions for Waiver of Section 51.917(b)(7) of the Commission’s Rules, Order, FCC 14-121 rel. Aug. 7, 2014 (“Order”).

- Second, that it billed Halo intrastate access charges for such traffic during FY 2011 or before the close of the next regular billing cycle in Fiscal Year 2012 for the amounts to be added to BPR calculations. This condition is designed to limit BPR adjustments to those relating to revenue that Petitioners attempted to collect from Halo for provision of terminating access services during FY 2011.
- Third, that a court or state regulatory agency of competent jurisdiction has made a finding of liability regarding the compensation for such traffic.
- Fourth, that it filed a timely claim in the Halo bankruptcy case requesting compensation for such traffic, and any BPR adjustment for a study area resulting from this Order does not exceed the intrastate access portion of such petitioner's bankruptcy claim for that study area. These requirements are intended to prevent Petitioners from taking actions now to increase their BPR adjustments beyond the amounts of their claims in the Halo bankruptcy case.
- Fifth, that its BPR adjustment amounts do not include any interest, late payment fees, collection fees, or attorney fees, in order to ensure that BPR adjustments are limited to revenue associated with compensable traffic, and do not include other types of revenue. In addition, such certification must confirm that the revenues supporting the requested BPR adjustments are not already included in the BPR calculations.

OSCI is one of the many TDS Telecom subsidiaries that filed against Halo in Bankruptcy proceeding. Listed below is a summary of Halo intrastate terminating access revenue to be included in this filing as well as additional items to verify that the conditions were met. The bankruptcy court finding of liability is provided at Exhibit 1.³

State	SAC	SAC	Intrastate Terminating Base Period Revenues (As filed 6/16/2014)	Halo Petition Per FCC 14-121 (That meet FCC Condition 3)	How Met	Revised State Term Access Base Period Revenue
OK	431984	Oklahoma Communications, Inc.	\$459,173	\$4,292	Federal Bankruptcy Court	\$463,465

		Bankruptcy Claims (Pre- and Post Bankruptcy Petition)					5 (w/o legal or other fees)	
		Interstate Access Amount of Claim	Intrastate Access Amount of Claim	Late Payment Charge Amount of Claim	Local Amount of Claim	Total Amount of Claim	Bankruptcy Intrastate Filing Amount	Does BPR Adj. exceed Petitioner's Bankruptcy Claim
431984	Oklahoma Communications, Inc.	\$1,353	\$6,736	\$203	\$0	\$8,293	\$6,736	Meets Test

³ Note the Exhibit 1 documents do not include both pre-bankruptcy and post-bankruptcy amounts.

3. Conclusion

Based on the conclusions as found in the Commission's Order and that OCSI can meet and certify to each of the required five conditions, the Commission should accept and adopt the changes required due to Eligible Recovery and ICC-CAF adjustments.

EXHIBIT 1

BANKRUPTCY COURT FINDING OF LIABILITY

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

IN RE	§	Chapter 7
	§	
HALO WIRELESS, INC.	§	CASE NO. 11-42464
	§	
Debtor.	§	

**TDS MOVANTS' AMENDED MOTION FOR ENTRY OF AN ORDER ALLOWING
ADMINISTRATIVE EXPENSE CLAIMS PURSUANT TO
11 U.S.C. §§ 503(B)(1)(A) AND 507(A)(2)
[Amends Dkt. No. 872]**

NO HEARING WILL BE CONDUCTED ON THIS MOTION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN FOURTEEN (14) DAYS FROM THE DATE OF SERVICE, UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS APPLICATION SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING. IF YOU FAIL TO APPEAR AT ANY SCHEDULED HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

COME NOW, the TDS Movants,¹ creditors in the above-entitled and numbered cause, and file this Amended Motion for Entry of an Order Allowing Administrative Expense Claim

¹ The TDS Movants are B. B. & W. Telephone Company, Badger Telecom, Inc., Barnardsville Telephone Company, Black Earth Telephone Company, Blue Ridge Telephone Company, Bonduel Telephone Company, Butler Telephone Company, Calhoun City Telephone Company, Camden Telephone and Telegraph Co., Central State Telephone Company, Chatham Telephone Company, Communication Corp of Indiana, Communications Corp of Michigan, Concord Telephone Exchange Inc., Decatur Telephone Company, Eastcoast Telecom, Inc., Happy Valley Telephone Company, Home Telco of Pittsboro, Home Telephone Co., Hornitos Telephone Company, Humphreys County Telephone Co., Island Telephone Company, Leslie County Telephone Company, Lewisport Telephone Company, McClellanville Telephone Company, Merchants & Farmers Telephone Co., Mid-America Telephone Company, Mid-Plains Telephone Company, Midway Telephone Company, Mosinee Telephone Company, Mt. Vernon Telephone Company, Myrtle Telephone Company, Nelson-Ball Ground Telephone Co., New London Telephone Company, Norway Telephone Company, Oakman Telephone Company,

Pursuant to 11 U.S.C. §§ 503(b)(1)(A) and 507(a)(2) (the “Amended Motion”).² By the Amended Motion, the TDS Movants hereby move this Court for entry of an order allowing each of the applicable TDS Movants an administrative expense claim in the amount set forth in Exhibit A attached hereto. The TDS Movants’ administrative expense claims aggregate to the amount of \$2,045,507.84. In support of the Motion, the TDS Movants respectfully state as follows:

I. PRELIMINARY STATEMENT

1. The TDS Movants are entitled to an allowed administrative expense claim for Halo Wireless, Inc.’s (the “Debtor” or “Halo”) postpetition transmission of telecommunications traffic through the AT&T³ tandems to the TDS Movants for termination to the TDS Movants end-user customers because, *inter alia*, the cost of the services and facilities provided by the TDS Movants was an actual and necessary expense of the Debtor’s postpetition operations. Notwithstanding the fact that the Debtor has not compensated the TDS Movants for the postpetition switched access services provided by the TDS Movants, the Debtor has received the benefits of the TDS Movants’ services and facilities, which were actual, necessary and critical

Oklahoma Communication Systems, Orchard Farm Telephone Company, Peoples Telephone Company, Quincy Telephone Company – FL, Quincy Telephone Company – GA, Riverside Telecom, LLC, Salem Telephone Company, Saluda Mountain Telephone Co., Scandinavia Telephone Company, Service Telephone Company, Shiawassee Telephone Company, Southeast Telephone Company, St. Stephen Telephone Company, State Long Distance Telephone Co., Stockbridge & Sherwood Telephone, Stoutland Telephone Company, TDS Metrocom, LLC, Tellico Telephone Company, Tennessee Telephone Company, Tenney Telephone Company, Tipton Telephone Company, Tri-County Telephone Company, Utelco, Inc., Waunakee Telephone Company, West Point Telephone Company, Williston Telephone Company, Wolverine Telephone Company and Wyandotte Telephone Company.

² The Administrative Bar Date is March 12, 2013. *See* Dkt. No. 908. Accordingly, the TDS Movants’ request for allowance of their administrative expense claims pursuant to this Motion is deemed timely pursuant to Rule 1019 of the Federal Rules of Bankruptcy Procedure. *See* FED. R. BANKR. P. 1019.

³ Capitalized terms not defined herein shall have the meaning ascribed to them in the Objections (as defined herein) or in *TDS’s Motion to Determine that the Automatic Stay Is Not Applicable or, Alternatively, to Lift the Automatic Stay* [Dkt. No. 44] (the “Stay Motion”), as applicable.

expenses of the Debtor's estate. As of the filing of this Amended Motion, the aggregate administrative expenses owed to the TDS Movants total \$2,045,507.84. *See Exhibit A.*

II. BACKGROUND

A. Procedural Background

2. On August 8, 2011 (the "Petition Date"), Halo filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code.

3. On November 27, 2011, December 1, 2011, December 8, 2011, and December 9, 2011, the TDS Movants timely filed proof of claims (numbers 40-76; 80-83; and 87-112; and 117) (the "Proof of Claims") against the Debtor in the chapter 11 bankruptcy case, Case No. 11-42464.⁴ *See* Proof of Claims. The Proofs of Claim assert general unsecured claims against the Debtor for the Debtor's prepetition use of the TDS Movants' switched access services. *Id.* Supporting documents including, but not limited to, a summary of the relevant Invoices (as defined below) were attached to the Proof of Claim. *Id.* In addition, the Debtor has previously received a detailed and complete copy of the Invoices. The Proof of Claims aggregate in amount to \$1,813,741.17. *See id.*

4. On June 4-7, 2012, the Debtor filed objections to each of the Proofs of Claim. *See* Dkt. Nos. 374-379; 381-409; 411-438; 594; 596; 602-604; and 615-617 (the "Objections"). On June 25-26, 2012, the TDS Movants filed responses to the Objections, requesting, *inter alia*, that the Court overrule the Objections in their entirety and allow the prepetition claims in full. *See* Dkt. Nos. 696-704; 706-713; 715-731; 733-763; and 765-766.

⁴ *See* FED. R. BANKR. P. 1019 (3) ("All claims actually filed by a creditor before conversion of the case are deemed filed in the chapter 7 case.").

5. On July 19, 2012, the chapter 11 case was converted to a case under chapter 7 of the Bankruptcy Code. *See* Dkt. No 822. Linda Payne (the “Trustee”) was subsequently appointed chapter 7 trustee.

6. On August 31, 2012, the Objections were withdrawn as moot.

7. On November 15, 2012 (the “Original Filing Date”), the TDS Movants filed their Motion for Entry of an Order Allowing Administrative Expense Claim Pursuant to 11 U.S.C. §§ 503(b)(1)(A) and 507(a)(2) [Dkt. No. 872] (the “Original Motion”). In the Original Motion, the TDS Movants requested that the Court enter an order allowing the TDS Movants administrative expense claims in the amount of accrued and reported services provided to the Debtor through the Original Filing Date (the “Original Traffic”) totaling \$1,997,874.36. *See* Original Motion at ¶ 1.

8. After the Original Filing Date and as a result of toll traffic reporting delays, the TDS Movants became aware of additional postpetition telecommunications traffic transmitted by the Debtor and delivered to the TDS Movants for termination to the TDS Movants’ end-user customers in each of the States (as defined herein) (the “Additional Traffic”). As such, the TDS Movants are entitled to administrative expenses totaling the value of the services provided to the Debtor in connection with the (i) Original Traffic; and (ii) Additional Traffic.

9. As of the filing of this Amended Motion, the aggregate administrative expenses owed to the TDS Movants total \$2,045,507.84.

B. Factual Background

i. The State Proceedings

10. Certain of the entities which comprise the TDS Movants are incumbent local exchange carriers (known as an “ILECs”) which provide both local exchange services and

intrastate exchange access service in, among other locations, South Carolina, Alabama, North Carolina, Indiana, Michigan, Missouri, Kentucky, Arkansas, Oklahoma, California, Florida, Ohio, Georgia, Wisconsin and Tennessee (each a “State” and collectively with all states that the Debtor operated in, the “States”). The TDS Movants provide local exchange service within specifically defined areas and expanded local calling within areas established by the applicable state regulatory agency. In addition, certain entities which comprise the TDS Movants operate as competitive local exchange carriers (known as a “CLECs”) in the states of Illinois, Michigan and Wisconsin. In accordance with applicable state law, the TDS Movants utilize tariffs to set the rates, terms and conditions applicable to their local exchange services and switched access services.

11. Previously, Halo claimed to provide intraMTA CMRS services (*i.e.*, services along the path of a wireless telephone call within an MTA) in a way that did not involve classic wireline service pathways. However, Halo’s claims regarding the nature of its business have shown to be false.

12. In December 2010, the Debtor began transmitting telecommunications traffic through AT&T tandems (or hubs) to the TDS Movants for termination to the TDS Movants’ end-user customers in each of the States. Toll traffic delivered from the Debtor via such AT&T tandems to the TDS Movants for termination is subject to the lawfully filed rates, terms and conditions set forth in each State’s intrastate and interstate access tariffs and, therefore, the Debtor is obligated to pay the TDS Movants access charges in each of the States.

13. The TDS Movants issued invoices (the “Invoices”) to the Debtor for the prepetition and post-petition switched access services provided to the Debtor by the TDS Movants and for which the Debtor is legally required to pay to the TDS Movants. The Invoices

remain unpaid. Accordingly, as shown in the Proofs of Claim and pursuant to the applicable law and tariffs and rates provided therein the Debtor is obligated to the TDS Movants (i) in an amount not less than the full prepetition amounts requested in the Proofs of Claim; and (ii) the post-petition amounts as set forth in Exhibit A.

14. The TDS Movants and/or similarly situated telecommunications carriers (the “Telephone Companies”) brought or are participating in state regulatory actions in various States that, at their core, (i) sought relief from the applicable state regulatory authority (the “Commissions”) in order to stop Halo from obtaining free access to the States’ telecommunication systems; and (ii) order that the applicable state-mandated tariffs and access charges be paid.⁵

ii. The Stay Exception Order

15. Certain of the TDS Movants and certain other parties filed motions (collectively, the “Stay Motions”) before this Court soon after the Petition Date seeking a determination that the exception to the applicability of the automatic stay found in Bankruptcy Code section 362(b)(4) applies to the State Proceedings.⁶

16. On October 7, 2011, after an evidentiary hearing, the Court granted the Stay Motions and ruled, on the record, that the state regulatory actions in question, including the proceedings involving certain of the TDS Movants, are exempt from the automatic stay pursuant to 11 U.S.C. § 362(b)(4) (the “Ruling”) holding:

In this case, the actions of the Public Utilities Commission in determining their authority, if any, over the debtor, are aimed at effectuating public policies the Public Utility Commissions are seeking to enforce regulatory statutes, including their tariffs and rules. The Public Utility

⁵ The State Proceedings are continuing as to Transcom Enhanced Services, Inc., as applicable.

⁶ See, e.g., the Stay Motion.

Commission[s] ha[ve] the jurisdiction to determine their own jurisdiction.⁷

17. On October 26, 2011, this Court entered its written order [Dkt. No. 161] affirming the Ruling (the “October 26 Order”). In the October 26 Order, the Court ordered, *inter alia*, that the State Proceedings “may be advanced to a conclusion and a decision in respect of such matters may be rendered” but required the parties to return to this Court to enforce any judgment rendered against the Debtor.⁸ This Court certified Halo’s appeal of the October 26 Order directly to the Fifth Circuit, and, following oral argument in May 2012, the Fifth Circuit affirmed this Court’s October 26 Order.⁹

iii. The FCC Order

18. On November 18, 2011, the FCC issued a report stating that Halo’s traffic is not non-access traffic because its practice of re-originating calls over a wireless link in the middle of the call path “does not convert a wireline-originated call into a CMRS-originated call for purposes of reciprocal compensation . . .”.¹⁰

iv. The Commissions’ Rulings

19. Since the Petition Date, in an effort to delay any substantive progress in the Commissions, Halo filed numerous notices of removal pursuant to 28 U.S.C.A. § 1452(a), claiming that the State Proceedings are “civil actions” that may be properly removed to federal

⁷ Transcript from Hearing, at 107:4-10.

⁸ See October 26 Order at p. 2.

⁹ See *In re Halo Wireless v. Alenco Communs. Inc. (In re Halo Wireless, Inc.)*, No. 12-40122, 2012 U.S. App. LEXIS 12284 at *33-35 (5th Cir. June 18, 2012). On June 29, 2012, the Debtor filed its Petition for Rehearing En Banc of Appellant Halo Wireless, Inc. (the “Petition for Rehearing”). However, following the conversion of this case to chapter 7, the Trustee and the Appellees filed a Joint Motion to Withdraw the Petition for Rehearing. On October 2, 2012, the Fifth Circuit granted the withdrawal of the petition for rehearing and issued a mandate, officially closing the appeal.

¹⁰ FCC Order at p. 749.

court and requesting that each federal court transfer the case to this Court.¹¹ However, each of the federal courts to which such matters were removed have now remanded the State Proceedings to the applicable state commission.¹²

20. Moreover, each Commission that has issued rulings on the merits has rejected entirely Halo's argument that its traffic is not subject to access charges.¹³ For instance, on April 18, 2012, the Tennessee Regulatory Authority (the "TRA") unambiguously ordered that Halo "is liable to [TDS] for access charges . . .".¹⁴ In addition to the TRA, as of the filing of this Motion, the Public Service Commission of South Carolina (the "SC PSC"), the Georgia Public Service Commission ("Georgia PSC"), the Wisconsin Public Service Commission (the "Wisconsin PSC"), the North Carolina Utilities Commission, the Illinois Commerce Commission and the Public Service Commission of the State of Missouri (the "Missouri PSC") have found that the Debtor (i) owes access charges; and/or (ii) has been operating unlawfully.¹⁵

¹¹ E.g., *Halo and Transcom's Memorandum in Opposition to the Motion for the Court to Reconsider and Vacate the August 22, 2011 Order and Remand* filed in case no. 11-2749 in the District Court for the Northern District of Georgia [Dkt. No. 24] at p. 11-12 ("the Bankruptcy Court is the appropriate venue [for the telecommunication issues raised in the Proceedings because] the Bankruptcy Court is already presiding over the Debtors' Bankruptcy Case and the Central Adversary and will be presiding over all of the similar cases across the country which are being removed and transferred to that Court.").

¹² The Fifth Circuit also rejected Halo's argument that the Commissions lack jurisdiction over the State Proceedings. See *In re Halo Wireless v. Alenco Communs. Inc. (In re Halo Wireless, Inc.)*, No. 12-40122, 2012 U.S. App. LEXIS 12284 at *33-35 (5th Cir. June 18, 2012) (flatly rejecting Halo's argument "that whether or not it provides CMRS is a question that is not within the state commissions' jurisdiction, but rather must be resolved by the FCC," and noting that, "By choosing to conduct business in a number of different states, Halo has consented to such a system.").

¹³ E.g., TDS TRA Order at 21 (ordering that Halo "is liable to [TDS] for access charges . . ."). See also AT&T TRA Order dated January 26, 2012, at 22 (ruling that Halo is liable "for access charges on the interstate and intrastate interLATA and intraLATA landline traffic it has sent to AT&T Tennessee thus far for the interconnection facilities it has obtained from AT&T Tennessee" and that, "Transcom is not an ESP . . .").

¹⁴ TDS TRA Order at 21.

¹⁵ E.g., SC PSC Dkt. No. 2011-304-C, Order 2012-516; Georgia PSC Dkt. No. 32419, Doc. No. 143275; Wisconsin PSC Dkt. No. 9495-TI-100; North Carolina Utilities Commission Dkt. No. P-55, Sub 1841; Illinois Commerce Commission Dkt. No. 12-0182, Commission's Proposed Order; Missouri PSC File No: TC-2012-0331, Report and Order.

21. The Debtor has made no postpetition payment to the TDS Movants.

III. ARGUMENT AND AUTHORITIES

22. Pursuant to Bankruptcy Code sections 503(b)(1)(A) and 507(a)(2), the TDS Movants are entitled to an administrative expense claim for the total amount owed to the TDS Movants in connection with the Debtor's postpetition receipt of services and use of the TDS Movants' services.

23. Bankruptcy Code section 507(a)(2) provides that administrative expenses allowed under section 503(b) are given priority in distribution and are generally paid in full before other unsecured non-priority claims.¹⁶ Such administrative expenses include the "actual, necessary costs and expenses of preserving the estate."¹⁷

24. The Fifth Circuit has found that a claim is an "actual and necessary cost" under section 503(b)(1)(A) if it arises postpetition and provides a benefit to the estate.¹⁸ The words "actual" and "necessary" have been construed narrowly to ensure the debt benefits the estate and its creditors.¹⁹

¹⁶ See 11 U.S.C. § 507(a); *Total Minatome Corp. v. Jack/Wade Drilling, Inc.* (*In re Jack/Wade Drilling, Inc.*), 258 F.3d 385, 387 (5th Cir. 2001).

¹⁷ See 11 U.S.C. § 503(b)(1)(A); *In re Jack/Wade Drilling, Inc.*, 258 F.3d at 387.

¹⁸ *In re UTEX Comms. Corp.*, 457 B.R. 549, 569 (Bankr. W.D. Tex. 2011) (citing *In re Jack/Wade Drilling, Inc.*, 258 F.3d at 387); see *Toma Steel Supply Inc. v. Transamerican Natural Gas Corp.* (*In re Transamerican Natural Gas Corp.*), 978 F.2d 1409, 1417 (5th Cir. 1992) (a "prima facie case under § 503(b)(1) may be established by evidence that (1) the claim arises from a transaction with the debtor-in-possession; and (2) the goods or services supplied enhanced the ability of the debtor-in-possession's business to function as a going concern").

¹⁹ See *NL Indus., Inc. v. EGH Energy Corp.*, 940 F.2d 957, 966 (5th Cir. 1991).

25. Administrative expenses are awarded priority status to “permit the debtor’s business to operate for the benefit of prepetition creditors . . . enhancing the likelihood of a successful reorganization.”²⁰

26. From and after the Petition Date, the Debtor benefitted from the TDS Movants’ services and facilities, yet the Debtor paid nothing to the TDS Movants for such use. Due to the Debtor’s failure to pay, much less budget these amounts, the TDS Movants essentially funded the Debtor’s postpetition operations, albeit involuntarily and without the protections afforded parties who voluntarily fund the operations of a chapter 11 debtor.

27. In addition to arising out of a postpetition transaction with the Debtor, the expense for the services provided by the TDS Movants has been an actual, necessary and essential component of the Debtor’s operations throughout the bankruptcy case.

28. Therefore, because the services provided by the TDS Movants were an actual, necessary and critical expense of the Debtor’s operations and the TDS Movants provided a benefit to the estate, the TDS Movants are entitled to an administrative expense for the value of the services provided to the Debtor postpetition.

IV. CONCLUSION AND PRAYER

29. For all of the reasons discussed above, TDS respectfully requests that the Court enter an order allowing each of the applicable TDS Movants an administrative expense claim in the amount set forth in Exhibit A attached hereto. TDS also requests all other relief to which it may be justly entitled, either at law or in equity.

²⁰ See *In re Transamerican Natural Gas Corp.*, 978 F.2d at 1415, 1420 (“the purpose of the priority treatment afforded by § 503 is to encourage third parties to provide necessary goods and services to the debtor-in-possession so that it can continue to conduct its business, thus generating funds from which prepetition creditors can be paid.”).

DATED: January 23, 2013.

Respectfully submitted,

THOMPSON & KNIGHT LLP

By: /s/ Cassandra Sepanik
David M. Bennett
Texas Bar No. 02139600
Katharine Battaia Clark
Texas Bar No. 24046712
Cassandra A. Sepanik
Texas Bar No. 24070592

1722 Routh Street, Suite 1500
Dallas, Texas 75201
214.969.1700 (telephone)
214.969.1751 (facsimile)

ATTORNEYS FOR THE TDS MOVANTS

CERTIFICATE OF SERVICE

I hereby certify that on this the 23rd day of January, 2013, a true and correct copy of the foregoing document was served upon all counsel of record via the Court's ECF electronic notification system and upon those listed on the attached service list by first class mail.

/s/ Cassandra Sepanik
Cassandra Sepanik

Kurt F. Gwynne, Esq.
Timothy P. Reiley, Esq.
Reed Smith LLP
1201 N. Market Street, Ste. 500
Wilmington, DE 19801

Halo Wireless, Inc.
2351 West Northwest Highway
Suite 1204
Dallas, TX 75220-8411

E. P. Keiffer
Kim E. Moses
Shane Lynch
Wright Ginsberg Brusilow P. C.
325 N. St. Paul Street, Suite 4150
Dallas, TX 75201

US Trustee
Office of the U.S. Trustee
110 N. College Ave., Suite 300
Tyler, TX 75702-7231

AT&T Mobility
PO Box 6463
Carol Stream, IL, 60197-6463

Time Warner
1900 Lew Crest Lane
San Antonio, TX 78247

AT&T Corporation
208 S Akard
Dallas, TX 75202

A Universal Service Admin. Co.
2000 L Street NW, Suite 200
Washington, DC 20036

Vitali Shapavalau
c/o Robert A. Simon
Barlow Garsek & Simon, LLP
3815 Lisbon Street
Fort Worth, Texas 76107

Hospodka & White
350 N. St. Paul St., Suite 2895
Dallas, TX 75201

Evans Petree PC
1000 Ridgeway Loop #200
Memphis, TN 38120

Kelli Massie
3160 Creekside Dr
Ponder, TX 76259

Schlee, Huber, McMullen & Krause
PO Box 32430
Kansas City, MO 64171

American Specialty Aviation
120 Bluff Cove
Blue Eye, MO 65611

c/o Laurie Spindler Huffman, Esq.
Linebarger Goggan Blair & Sampson
2323 Bryan Street, Suite 1600
Dallas, TX 75201

Mark P. Schreiber
COOPER, WHITE & COOPER LLP
201 California Street, 17th Floor
San Francisco, CA 94111

Thomas S. Henderson
BURLESON LLP
North Tower, Pennzoil Place
700 Milam, Suite 1100
Houston, TX 77002-2815

William H. Daniel/Deirdre Brown
Richard D. Milvenan/Michael Kabat
Brook Brown
McGinnis, Lochridge & Kilgore, LLP
600 Congress Avenue, Suite 2100
Austin, TX 78701

J. Mark Chevallier
Steven H. Thomas
McGuire, Craddock & Strother, P.C.
2501 N. Harwood, Suite 1800
Dallas, TX 75201

Internal Revenue Service Special
Procedures - Insolvency
PO Box 7346
Philadelphia, PA 19101-7346

US Attorney's Office
110 North College Avenue, Suite 700
Tyler, TX 75702-0204

U.S. Attorney General
Department of Justice
Main Justice Building
10th & Constitution Ave., NW
Washington, DC 20530-0001

David M. Bennett
Katharine E. Battaia
Cassandra A. Sepanik
Thompson & Knight LLP
1722 Routh Street, Suite 1500
Dallas, TX 75201

Windstream Communications Inc.
c/o Charles T. Coleman
Wright Lindsey & Jennings LLP
200 West Capitol Ave. - Suite 2300
Little Rock, AR 72201

Frontier Communications
P.O. Box 92713
Rochester, NY 14692

Keith W. Blair Esq.
Taylor Pique & Marchetti & Mink PLLC
Attorney for Dekalb Telephone dba
DTC COMM
2908 Poston Avenue
Nashville, TN 37203

Russell W. Mills Esq.
Kelly E. Bryan Esq.
Hiersche Hayward
Drakeley & Urbach
15303 Dallas Parkway Suite 700
Addison, TX 75001

Carlton Field II, LP
P.O. Box 4737
Houston TX 77210-4737

American Tower, LP
c/o Daniel Broe, Manager
10 Presidential Way
Woburn, MA 01801

SBA Structures, Inc.
5900 Broken Sound Pkwy, NW
Boca Raton, FL 33487

Johnathon B. Alter
Bingham & McCutchen, L.L.P.
One State Street
Hartford, CT 06103

J. Scott Bovitz
Bovitz & Spitzer
880 West First St., Ste 502
Los Angeles, CA 90012

Eric J. Branfman
Bingham McCutchen, L.L.P.
2020 K. St., NW
Washington, D.C. 20006

Clifton R. Jessup
Greenberg Traurig, LLP
2200 Ross Ave. Suite 5200
Dallas, TX 75201

Christine E. Devine
Kate P. Foley
Mirick, O'Connell, De Mallie & Lougee, LLP
1800 West Park Dr. Ste. 400
Westborough, MA 01581

Halo Outstanding Accounts Receiveable
Through 12/28/2012

EXHIBIT A

Summary of Billed Amount					
Company Name	Cycle	Company No.	ST.	Jur Category	Post-Petition
B. B. & W. TELEPHONE COMPANY - WI	19	0083	WI	INTERSTATE	\$ 9,309.19
				INTRASTATE	\$ 6,192.30
				LPC/Other	\$ 398.64
B. B. & W. TELEPHONE COMPANY - WI Total					\$ 15,900.13
BADGER TELECOM, INC. - WI	22	0081	WI	INTERSTATE	\$ 20,858.89
				INTRASTATE	\$ 23,704.91
				LPC/Other	\$ 1,497.64
BADGER TELECOM, INC. - WI Total					\$ 46,061.44
BARNARDSVILLE TELEPHONE COMPANY - NC	07	0065	NC	INTERSTATE	\$ 4,080.14
				INTRASTATE	\$ 4,172.51
				LPC/Other	\$ 425.31
BARNARDSVILLE TELEPHONE COMPANY - NC Total					\$ 8,677.96
BLACK EARTH TELEPHONE COMPANY - WI	01	0075	WI	INTERSTATE	\$ 2,953.65
				INTRASTATE	\$ 1,057.09
				LPC/Other	\$ 97.51
BLACK EARTH TELEPHONE COMPANY - WI Total					\$ 4,108.25
BLUE RIDGE TELEPHONE COMPANY - GA	25	0365	GA	INTERSTATE	\$ 111,898.20
				INTRASTATE	\$ 20,491.63
				LPC/Other	\$ 7,482.20
BLUE RIDGE TELEPHONE COMPANY - GA Total					\$ 139,872.03
BONDUEL TELEPHONE COMPANY - WI	19	0084	WI	INTERSTATE	\$ 6,073.00
				INTRASTATE	\$ 3,424.09
				LPC/Other	\$ 269.31
BONDUEL TELEPHONE COMPANY - WI Total					\$ 9,766.40
BUTLER TELEPHONE COMPANY - AL	13	0285	AL	INTERSTATE	\$ 24,991.49
				INTRASTATE	\$ 10,343.99
				LPC/Other	\$ 1,463.73
BUTLER TELEPHONE COMPANY - AL Total					\$ 36,799.21
CALHOUN CITY TELEPHONE COMPANY - MS	28	0063	MS	INTERSTATE	\$ 3,037.43
				INTRASTATE	\$ 5,862.73
				LPC/Other	\$ 378.27
CALHOUN CITY TELEPHONE COMPANY - MS Total					\$ 9,278.43
CAMDEN TELEPHONE & TELEGRAPH CO - GA	28	0661	GA	INTERSTATE	\$ 7,298.84
				INTRASTATE	\$ 61,454.25
				LPC/Other	\$ 5,536.22
CAMDEN TELEPHONE & TELEGRAPH CO - GA Total					\$ 74,289.31
CENTRAL STATE TELEPHONE COMPANY - WI	28	0070	WI	INTERSTATE	\$ 24,636.96
				INTRASTATE	\$ 31,594.49
				LPC/Other	\$ 2,104.82
CENTRAL STATE TELEPHONE COMPANY - WI Total					\$ 58,336.27
CHATHAM TELEPHONE COMPANY - MI	22	0224	MI	INTERSTATE	\$ 3,107.48
				INTRASTATE	\$ 5,236.94
				LPC/Other	\$ 377.68
CHATHAM TELEPHONE COMPANY - MI Total					\$ 8,722.10
COMMUNICATIONS CORP OF INDIANA - IN	01	0053	IN	INTERSTATE	\$ 6,331.82
				INTRASTATE	\$ 3,443.56
				LPC/Other	\$ 454.33
COMMUNICATIONS CORP OF INDIANA - IN Total					\$ 10,229.71
COMMUNICATIONS CORP OF MICHIGAN - MI	01	0044	MI	INTERSTATE	\$ 4,254.96
				INTRASTATE	\$ 2,317.04
				LPC/Other	\$ 163.94

Company Name	Cycle	Company No.	ST.	Jur Category	Post-Petition
COMMUNICATIONS CORP OF MICHIGAN - MI	Total				\$ 6,735.94
CONCORD TELEPHONE EXCHANGE INC. -	25	0047	TN	INTERSTATE	\$ 11,023.68
				INTRASTATE	\$ 35,139.74
				LPC/Other	\$ 4,816.67
CONCORD TELEPHONE EXCHANGE INC. - TN	Total				\$ 50,980.09
DECATUR TELEPHONE COMPANY - AR	10	0275	AR	INTERSTATE	\$ 3,280.26
				INTRASTATE	\$ 5,221.93
				LPC/Other	\$ 377.20
DECATUR TELEPHONE COMPANY - AR	Total				\$ 8,879.39
EASTCOAST TELECOM, INC. - WI	22	0071	WI	INTERSTATE	\$ 31,080.07
				INTRASTATE	\$ 19,106.65
				LPC/Other	\$ 1,371.51
EASTCOAST TELECOM, INC. - WI	Total				\$ 51,558.23
HAPPY VALLEY TELEPHONE COMPANY - CA	19	0413	CA	INTERSTATE	\$ 6,233.20
				INTRASTATE	\$ 20,127.76
				LOCAL	\$ 399.38
				LPC/Other	\$ (878.17)
HAPPY VALLEY TELEPHONE COMPANY - CA	Total				\$ 25,882.17
HOME TELCO OF PITTSBORO - IN	01	0066	IN	INTERSTATE	\$ 2,141.63
				INTRASTATE	\$ 1,164.80
				LPC/Other	\$ 104.86
HOME TELCO OF PITTSBORO - IN	Total				\$ 3,411.29
HOME TELEPHONE CO-WALDRON - IN	07	0062	IN	INTERSTATE	\$ 2,453.91
				INTRASTATE	\$ 705.90
				LPC/Other	\$ 169.16
HOME TELEPHONE CO-WALDRON - IN	Total				\$ 3,328.97
HORNITOS TELEPHONE COMPANY - CA	19	0414	CA	INTERSTATE	\$ 769.34
				INTRASTATE	\$ 6,429.39
				LOCAL	\$ 107.36
				LPC/Other	\$ (66.86)
HORNITOS TELEPHONE COMPANY - CA	Total				\$ 7,239.23
HUMPHREYS COUNTY TELEPHONE CO - TN	07	0486	TN	INTERSTATE	\$ 1,456.76
				INTRASTATE	\$ 4,188.65
				LPC/Other	\$ 463.11
HUMPHREYS COUNTY TELEPHONE CO - TN	Total				\$ 6,108.52
ISLAND TELEPHONE COMPANY - MI	01	0245	MI	INTERSTATE	\$ 2,984.05
				INTRASTATE	\$ 1,789.15
				LPC/Other	\$ 126.05
ISLAND TELEPHONE COMPANY - MI	Total				\$ 4,899.25
LESLIE COUNTY TELEPHONE COMPANY - KY	04	0362	KY	INTERSTATE	\$ 28,792.36
				INTRASTATE	\$ 297,615.10
				LPC/Other	\$ 10,991.37
LESLIE COUNTY TELEPHONE COMPANY - KY	Total				\$ 337,398.83
LEWISPORT TELEPHONE COMPANY - KY	16	0422	KY	INTERSTATE	\$ 5,673.57
				INTRASTATE	\$ 5,338.52
				LPC/Other	\$ 580.23
LEWISPORT TELEPHONE COMPANY - KY	Total				\$ 11,592.32
MCCLELLANVILLE TELEPHONE COMPANY	07	0050	SC	INTERSTATE	\$ 3,962.95
				INTRASTATE	\$ 308.84
				LPC/Other	\$ 244.01
MCCLELLANVILLE TELEPHONE COMPANY - SC	Total				\$ 4,515.80
MERCHANTS & FARMERS TELEPHONE CO	13	0099	IN	INTERSTATE	\$ 419.10
				INTRASTATE	\$ 228.06
				LPC/Other	\$ 13.64

Company Name	Cycle	Company No.	ST.	Jur Category	Post-Petition
MERCHANTS & FARMERS TELEPHONE CO - IN	Total				\$ 660.80
MID-AMERICA TELEPHONE COMPANY - OK	19	0493	OK	INTERSTATE	\$ 2,212.64
				INTRASTATE	\$ 3,231.54
				LPC/Other	\$ 209.13
MID-AMERICA TELEPHONE COMPANY - OK	Total				\$ 5,653.31
MID-PLAINS TELEPHONE COMPANY - WI	16	0102	WI	INTERSTATE	\$ 43,230.38
				INTRASTATE	\$ 48,155.50
				LPC/Other	\$ 1,880.51
MID-PLAINS TELEPHONE COMPANY - WI	Total				\$ 93,266.39
MIDWAY TELEPHONE COMPANY - WI	10	0080	WI	INTERSTATE	\$ 19,684.00
				INTRASTATE	\$ 35,820.48
				LPC/Other	\$ 1,927.67
MIDWAY TELEPHONE COMPANY - WI	Total				\$ 57,432.15
MOSINEE TELEPHONE COMPANY - WI	04	0913	WI	INTERSTATE	\$ 10,428.50
				INTRASTATE	\$ 16,934.31
				LPC/Other	\$ 989.50
MOSINEE TELEPHONE COMPANY - WI	Total				\$ 28,352.31
MT. VERNON TELEPHONE COMPANY - WI	22	0072	WI	INTERSTATE	\$ 373.22
				INTRASTATE	\$ 7,407.48
				LPC/Other	\$ 330.80
MT. VERNON TELEPHONE COMPANY - WI	Total				\$ 8,111.50
MYRTLE TELEPHONE COMPANY - MS	28	0739	MS	INTERSTATE	\$ 4,452.52
				INTRASTATE	\$ 2,758.32
				LPC/Other	\$ 288.33
MYRTLE TELEPHONE COMPANY - MS	Total				\$ 7,499.17
NELSON-BALL GROUND TELEPHONE CO -	22	0737	GA	INTERSTATE	\$ 3,574.93
				INTRASTATE	\$ 559.96
				LPC/Other	\$ 324.22
NELSON-BALL GROUND TELEPHONE CO - GA	Total				\$ 4,459.11
NEW LONDON TELEPHONE COMPANY - MO	28	0283	MO	LOCAL	\$ 60.37
				LPC/Other	\$ 41.34
NEW LONDON TELEPHONE COMPANY - MO	Total				\$ 101.71
NORWAY TELEPHONE COMPANY - SC	28	0488	SC	INTERSTATE	\$ 2,929.39
				INTRASTATE	\$ 187.50
				LPC/Other	\$ 221.28
NORWAY TELEPHONE COMPANY - SC	Total				\$ 3,338.17
OAKMAN TELEPHONE COMPANY - AL	28	0187	AL	INTERSTATE	\$ 18,279.01
				INTRASTATE	\$ 1,895.23
				LPC/Other	\$ 1,269.66
OAKMAN TELEPHONE COMPANY - AL	Total				\$ 21,443.90
OKLAHOMA COMMUNICATION SYSTEMS -	19	0037	OK	INTERSTATE	\$ 698.64
				INTRASTATE	\$ 3,401.37
				LPC/Other	\$ 203.29
OKLAHOMA COMMUNICATION SYSTEMS - OK	Total				\$ 4,303.30
ORCHARD FARM TELEPHONE COMPANY -	28	0345	MO	LOCAL	\$ 4.71
				LPC/Other	\$ 8.97
ORCHARD FARM TELEPHONE COMPANY - MO	Total				\$ 13.68
PEOPLES TELEPHONE COMPANY - AL	25	0051	AL	INTERSTATE	\$ 52,585.03
				INTRASTATE	\$ 37,219.76
				LPC/Other	\$ 5,463.30
PEOPLES TELEPHONE COMPANY - AL	Total				\$ 95,268.09
QUINCY TELEPHONE COMPANY - FL	25	0144	FL	INTERSTATE	\$ (0.00)
				INTRASTATE	\$ (0.00)
				LPC/Other	\$ 285.03

Company Name	Cycle	Company No.	ST.	Jur Category	Post-Petition
QUINCY TELEPHONE COMPANY - FL	Total				\$ 285.03
QUINCY TELEPHONE COMPANY - GA	25	0545	GA	INTERSTATE	\$ 3,311.26
				INTRASTATE	\$ 2,638.48
				LPC/Other	\$ 416.46
QUINCY TELEPHONE COMPANY - GA	Total				\$ 6,366.20
RIVERSIDE TELECOM, INC. - WI	01	0141	WI	INTERSTATE	\$ 18,621.03
				INTRASTATE	\$ 10,287.24
				LPC/Other	\$ 746.16
RIVERSIDE TELECOM, INC. - WI	Total				\$ 29,654.43
SALEM TELEPHONE COMPANY - KY	04	0366	KY	INTERSTATE	\$ 6,713.50
				INTRASTATE	\$ 9,883.91
				LPC/Other	\$ 818.97
SALEM TELEPHONE COMPANY - KY	Total				\$ 17,416.38
SALUDA MOUNTAIN TELEPHONE CO - NC	07	0343	NC	INTERSTATE	\$ 3,831.16
				INTRASTATE	\$ 4,806.43
				LPC/Other	\$ 441.41
SALUDA MOUNTAIN TELEPHONE CO - NC	Total				\$ 9,079.00
SCANDINAVIA TELEPHONE COMPANY - WI	10	0085	WI	INTERSTATE	\$ 7,700.33
				INTRASTATE	\$ 4,697.89
				LPC/Other	\$ 379.58
SCANDINAVIA TELEPHONE COMPANY - WI	Total				\$ 12,777.80
SERVICE TELEPHONE COMPANY - NC	07	0029	NC	INTERSTATE	\$ 3,318.38
				INTRASTATE	\$ 4,677.10
				LPC/Other	\$ 432.85
SERVICE TELEPHONE COMPANY - NC	Total				\$ 8,428.33
SHIAWASSEE TELEPHONE COMPANY - MI	01	0146	MI	INTERSTATE	\$ 7,412.29
				INTRASTATE	\$ 4,031.27
				LPC/Other	\$ 318.63
SHIAWASSEE TELEPHONE COMPANY - MI	Total				\$ 11,762.19
SOUTHEAST TELEPHONE COMPANY - WI	04	0027	WI	INTERSTATE	\$ 7,513.97
				INTRASTATE	\$ 12,649.27
				LPC/Other	\$ 554.78
SOUTHEAST TELEPHONE COMPANY - WI	Total				\$ 20,718.02
ST STEPHEN TELEPHONE COMPANY - SC	07	0069	SC	INTERSTATE	\$ 28,231.25
				INTRASTATE	\$ 1,334.94
				LPC/Other	\$ 1,758.60
ST STEPHEN TELEPHONE COMPANY - SC	Total				\$ 31,324.79
STATE LONG DISTANCE TELEPHONE CO -	28	0917	WI	INTERSTATE	\$ 39,317.68
				INTRASTATE	\$ 37,340.31
				LPC/Other	\$ 2,894.76
STATE LONG DISTANCE TELEPHONE CO - WI	Total				\$ 79,552.75
STOCKBRIDGE & SHERWOOD TELEPHONE	22	0077	WI	INTERSTATE	\$ 7,942.95
				INTRASTATE	\$ 8,258.37
				LPC/Other	\$ 471.05
STOCKBRIDGE & SHERWOOD TELEPHONE - WI	Total				\$ 16,672.37
STOUTLAND TELEPHONE COMPANY - MO	28	0287	MO	LOCAL	\$ 404.62
				LPC/Other	\$ 94.51
STOUTLAND TELEPHONE COMPANY - MO	Total				\$ 499.13
TDS METROCOM - WI - WI	19	0825	IL	INTERSTATE	\$ 12.97
				INTRASTATE	\$ 324.10
			MI	INTERSTATE	\$ 301.10
				INTRASTATE	\$ 31,678.79
			WI	INTERSTATE	\$ 816.48
				INTRASTATE	\$ 45,447.77
			XX	LPC/Other	\$ 4,767.82

Company Name	Cycle	Company No.	ST.	Jur Category	Post-Petition
TDS METROCOM - WI - WI	Total				\$ 83,349.03
TELLICO TELEPHONE COMPANY - TN	16	0240	TN	INTERSTATE	\$ 12,924.01
				INTRASTATE	\$ 10,531.23
				LPC/Other	\$ 2,417.71
TELLICO TELEPHONE COMPANY - TN	Total				\$ 25,872.95
TENNESSEE TELEPHONE COMPANY - TN	16	0061	TN	INTERSTATE	\$ 3,445.99
				INTRASTATE	\$ 78,116.43
				LPC/Other	\$ 8,489.55
TENNESSEE TELEPHONE COMPANY - TN	Total				\$ 90,051.97
TENNEY TELEPHONE COMPANY - WI	10	0342	WI	INTERSTATE	\$ 5,222.20
				INTRASTATE	\$ 7,275.77
				LPC/Other	\$ 421.47
TENNEY TELEPHONE COMPANY - WI	Total				\$ 12,919.44
TIPTON TELEPHONE COMPANY - IN	04	0736	IN	INTERSTATE	\$ 7,640.62
				INTRASTATE	\$ 4,423.57
				LPC/Other	\$ 301.00
TIPTON TELEPHONE COMPANY - IN	Total				\$ 12,365.19
TRI-COUNTY TELEPHONE COMPANY - IN	16	0823	IN	INTERSTATE	\$ 12,208.89
				INTRASTATE	\$ 6,569.44
				LPC/Other	\$ 657.98
TRI-COUNTY TELEPHONE COMPANY - IN	Total				\$ 19,436.31
UTELCO, INC. - WI	10	0271	WI	INTERSTATE	\$ 140,975.34
				INTRASTATE	\$ 65,167.18
				LPC/Other	\$ 8,849.08
UTELCO, INC. - WI	Total				\$ 214,991.60
WAUNAKEE TELEPHONE COMPANY - WI	10	0074	WI	INTERSTATE	\$ 12,936.86
				INTRASTATE	\$ 2,666.77
				LPC/Other	\$ 449.80
WAUNAKEE TELEPHONE COMPANY - WI	Total				\$ 16,053.43
WEST POINT TELEPHONE COMPANY - IN	16	0912	IN	INTERSTATE	\$ 4,035.75
				INTRASTATE	\$ 2,194.93
				LPC/Other	\$ 225.59
WEST POINT TELEPHONE COMPANY - IN	Total				\$ 6,456.27
WILLISTON TELEPHONE COMPANY - SC	28	0043	SC	INTERSTATE	\$ 10,194.37
				INTRASTATE	\$ 3,357.56
				LPC/Other	\$ 1,032.55
WILLISTON TELEPHONE COMPANY - SC	Total				\$ 14,584.48
WOLVERINE TELEPHONE COMPANY - MI	01	0225	MI	INTERSTATE	\$ 17,262.21
				INTRASTATE	\$ 9,388.31
				LPC/Other	\$ 630.81
WOLVERINE TELEPHONE COMPANY - MI	Total				\$ 27,281.33
WYANDOTTE TELEPHONE COMPANY - OK	19	0492	OK	INTERSTATE	\$ 1,346.56
				INTRASTATE	\$ 1,676.59
				LPC/Other	\$ 111.41
WYANDOTTE TELEPHONE COMPANY - OK	Total				\$ 3,134.56
Grand Total					\$ 2,045,507.84

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

EOD
07/12/2013

IN RE: §
§
HALO WIRELESS, INC. § CASE NO. 11-42464-R
§ CHAPTER 7
DEBTOR §

**ORDER ALLOWING ADMINISTRATIVE EXPENSE CLAIMS
OF PARTICIPATING CLAIMANTS
PURSUANT TO 11 U.S.C. §§ 503(b)(1)(A) AND 507(a)(2)**

Came on for consideration Motions for Entry of an Order Allowing Administrative Expense Claims Pursuant to 11 U.S.C. §§ 503(b)(1) (A) and 507(a)(2) filed by the following Participating Claimants:

<u>DOC NO.</u>	<u>NAME</u>	<u>AMOUNT</u>
653	U.S. TelePacific Companies	2,079,860.72
859	AT&T Companies	16,347,431.87
873	North Central Telephone Cooperative, Inc.	105,905.19
874	Highland Telephone Cooperative, Inc.	812,986.01
893	Cross Companies	169,168.67
894	Skyline Telephone Membership Corporation	351,009.81
903	Windstream Movants	1,750,379.42
916	TDS Companies	2,045,507.84
920	Wilkes Telephone Membership Corporation	345,500.02
921	Yadkin Valley Telephone Membership Corporation	1,026,891.75
924	The Texas Telephone Companies	1,383,705.60
926	North State Telephone Company	1,216,418.62
930	TEC Movants	30,471.34

and this Court having jurisdiction over the Motions and the relief requested therein; and notice of the Motions as set forth therein being sufficient under the circumstances, and that no further notice need be provided; and in consideration of the settlement agreement entered into and approved by this Court under it's Order docketed as No. 975; and after due deliberation and sufficient and good

cause existing for the entry of this Order, it is therefore:

ORDERED that the Motions are Granted; and it is further

ORDERED that, pursuant to sections 503(b)(1) (A) and 507(a)(2) of the Bankruptcy Code, the following administrative expense claims are granted and allowed:

<u>DOC NO.</u>	<u>NAME</u>	<u>AMOUNT</u>
653	U.S. TelePacific Companies	2,079,860.72
859	AT&T Companies	16,347,431.87
873	North Central Telephone Cooperative, Inc.	105,905.19
874	Highland Telephone Cooperative, Inc.	812,986.01
893	Cross Companies	169,168.67
894	Skyline Telephone Membership Corporation	351,009.81
903	Windstream Movants	1,750,379.42
916	TDS Companies	2,045,507.84
920	Wilkes Telephone Membership Corporation	345,500.02
921	Yadkin Valley Telephone Membership Corporation	1,026,891.75
924	The Texas Telephone Companies	1,383,705.60
926	North State Telephone Company	1,216,418.62
930	TEC Movants	30,471.34

and it is further;

ORDERED that, notwithstanding any rule to the contrary, this Order shall take effect immediately; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation and/or interpretation of this Order.

Signed on 7/12/2013

Brenda T. Rhoades SR
HONORABLE BRENDA T. RHOADES,
UNITED STATES BANKRUPTCY JUDGE

