



October 3, 2014

5929 Balcones Drive, Suite 200  
Austin, TX 78731-4280  
Phone: 512.343.2544  
Fax: 512.343.0119

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

**RE: Alenco Communications, Inc., Five Area Telephone Cooperative, Inc., Nortex Communications, North Texas Telephone Company, Peoples Telephone Cooperative, Inc., Totalcom Communications, LLC, West Plains Telecommunications, Inc., and XIT Rural Telephone Cooperative, Inc. Petition for Limited Waiver of the Commission's Intercarrier Compensation Revenue Recovery Rules for Rate-of-Return Carriers**

**CC Docket No. 01-92; WC Docket Nos. 07-135, 10-90**

Dear Ms. Dortch:

The above-named rural, rate-of-return incumbent local exchange carriers hereby present information to supplement their April 25, 2014 Petition for Limited Waiver of 47 C.F.R. §51.917(c) (now numbered as 47 C.F.R. §51.917(b)(7)).<sup>1</sup>

#### Background

On April 25, 2014, Alenco Communications, Inc., Five Area Telephone Cooperative, Inc., Nortex Communications, North Texas Telephone Company, Peoples Telephone Cooperative, Inc., Totalcom Communications, LLC, West Plains Telecommunications, Inc., and XIT Rural Telephone Cooperative, Inc. (collectively, "Petitioners") filed a Petition for Limited Waiver of section 51.917(b)(7) of the FCC's rules ("the Petition"). Petitioners seek a limited waiver of this provision so that they may include in their 2011 Base Period Revenues ("BPRs") amounts that were billed to Halo Wireless, Inc. ("Halo") in FY 2011 for intrastate access

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<sup>1</sup> *Alenco Communications, Inc., Five Area Telephone Cooperative, Inc., Nortex Communications, North Texas Telephone Company, Peoples Telephone Cooperative, Inc., Totalcom Communications, LLC, West Plains Telecommunications, Inc., and XIT Rural Telephone Cooperative, Inc. Petition for Limited Waiver of 47 C.F.R. §51.917(c), WC Docket No. 10-90 et al. (filed April 25, 2014). The rule to which the Petitioners referred in their waiver petition, 47 C.F.R. §51.917(c), is now numbered as 47 C.F.R. §51.917(b)(7)(ii).*

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service and reciprocal compensation<sup>2</sup> provided during FY 2011 that cannot be collected as a result of Halo's bankruptcy. On August 12, 2014, the Wireline Competition Bureau released a Public Notice seeking comment on the Petition.<sup>3</sup> Supportive comments were filed by NTCA – The Rural Broadband Association; no comments opposing the Petition were filed.

Subsequent to the filing of the Petition, the FCC released an order granting two similar petitions for limited waiver, one filed by TDS Telecommunications Corp. (“TDS Telecom”) and the other filed jointly by Cimarron Telephone Company, L.L.C. (“Cimarron”), Cross Telephone Company, L.L.C., and the Pottawatomie Telephone Co., L.L.C.<sup>4</sup> In the *TDS Telecom-Cimarron Order*, the FCC granted the petitions subject to five conditions, which TDS Telecom, Cimarron, et al. must each certify to having met. Those conditions are: (1) the carrier terminated all intrastate access traffic sent to them by Halo during FY 2011 that they seek to add to their BPR calculations; (2) the carrier billed Halo intrastate access charges for such traffic during FY 2011; (3) a court or regulatory agency of competent jurisdiction has made a finding of liability regarding the compensation for such traffic; (4) the carrier filed a timely claim in the Halo bankruptcy case requesting compensation for such traffic; and (5) the carrier did not include in their BPR adjustment amounts any interest, late payment fees, collection fees, or attorney fees.<sup>5</sup>

All of the Petitioners Have Met All Five of the Conditions Set Forth in the *TDS Telecom-Cimarron Order*

All of the Petitioners in the instant proceeding are able to certify that they have met all five of the conditions set forth in the *TDS Telecom-Cimarron Order*. In particular, because it was

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<sup>2</sup> Petitioners' reciprocal compensation minutes of use, rates, and revenues are identified as “local” in the tables contained in Attachment A of the Petition.

<sup>3</sup> *Wireline Competition Bureau Seeks Comment on Rural LECs Petition for Limited and Expedited Waiver of the Commission's Intercarrier Compensation Revenue Recovery Rules for Rate-of-Return Carriers*, CC Docket No. 01-92, WC Docket Nos. 07-135, 10-90, DA 14-1175 (rel. Aug. 12, 2014).

<sup>4</sup> *Connect America Fund, Developing a Unified Intercarrier Compensation Regime, Petition for Waiver of Section 51.917(b)(7) of the Commission's Rules*, WC Docket No. 10-90, CC Docket No. 01-92, Order, FCC 14-121 (rel. Aug. 7, 2014) (*TDS Telecom-Cimarron Order*).

<sup>5</sup> *Id.*, ¶5.

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not expressly stated in the Petition, the Petitioners wish to point out that they each have met the fourth condition of filing a timely claim in the Halo bankruptcy case requesting compensation for the Halo intrastate access (and reciprocal compensation) traffic they terminated during FY 2011. To illustrate this, the initial proofs of claim filed by each of the Petitioners in the bankruptcy case are presented in Attachment A to this letter. Each of the Petitioners filed their initial proofs of claim with the bankruptcy court in December 2011. Thus, just like TDS Telecom, Cimarron, et al., each of the Petitioners diligently pursued their FY 2011 unpaid revenues from Halo.<sup>6</sup>

#### Conclusion

In the *TDS Telecom-Cimarron Order*, the FCC found that “incumbent LECs, upon a showing of good cause, should be permitted to include in their recovery calculations revenues associated with traffic eligible for compensation that was terminated during FY 2011 and that otherwise meets the criteria spelled out in our revenue recovery rules.”<sup>7</sup> The Petitioners have already demonstrated that good cause exists for the FCC to grant their limited waiver request as strict compliance with §51.917(b)(7) would be inconsistent with the public interest and undermine the Commission’s policy objectives for universal service and intercarrier compensation reform.<sup>8</sup> The basis for granting the limited waiver request is now strengthened by the fact that each of the Petitioners has met all five of the conditions set forth in the *TDS Telecom-Cimarron Order*. This includes each Petitioner having filed a timely claim in the Halo bankruptcy case requesting compensation for the Halo intrastate access and reciprocal compensation traffic they terminated during FY 2011. The Commission should therefore expeditiously include in Petitioners’ 2011 BPRs the following amounts that

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<sup>6</sup> See, *TDS Telecom-Cimarron Order*, fn. 29 (“Petitioners’ diligent pursuit of unpaid intrastate access revenue is part of the factual situation that we find persuasive in granting relief in this Order.”).

<sup>7</sup> *Id.*, ¶2.

<sup>8</sup> See, *Id.*, ¶21 (“Waiver is appropriate where, as here, the Commission’s guidance to allow carriers to include in their BPRs intrastate access revenues that ultimately would have been collected from Halo pursuant to court or regulatory agency order would be frustrated by a strict application of our rules.”). See also, *Id.*, ¶22 (“It would not serve the public interest if the ICC recovery mechanism provides insufficient revenue to Petitioners because of the combined impact of Halo’s access avoidance scheme and subsequent bankruptcy.”).

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the Public Utility Commission of Texas determined were owed to them by Halo for the provision of intrastate access service and reciprocal compensation in FY 2011:<sup>9</sup>

<u>Petitioner</u>	<u>2011 Base Period Revenue Adjustment</u>
Alenco Communications, Inc.	\$9,279.86
Five Area Telephone Cooperative, Inc.	\$11,552.40
Nortex Communications	\$23,958.93
North Texas Telephone Company	\$8,341.36
Peoples Telephone Cooperative, Inc.	\$84,312.08
Totalcom Communications, LLC	\$37,965.46
West Plains Telecommunications, Inc.	\$49,099.82
XIT Rural Telephone Cooperative, Inc.	\$18,666.42

Once these amounts are included in the Petitioners' 2011 BPRs, true-ups should be made to their Eligible Recovery calculations, effective July 1, 2012.

Respectfully submitted,

/s/ Stuart Polikoff

Stuart Polikoff  
Authorized Representative of  
the Petitioners  
CHR Solutions, Inc.  
5929 Balcones Drive, Suite 200  
Austin, TX 78731  
(512) 652-7730

/s/ Ray Bussell

Ray Bussell  
General Manager  
Alenco Communications, Inc.  
427 North Broadway, P.O. Box 1000  
Joshua, TX 76058  
(817) 447-0127

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<sup>9</sup> *Petition of Eastex Telephone Cooperative, Inc. for Compulsory Arbitration with Halo Wireless, Inc. Under the Federal Telecommunications Act Relating to Interconnection Rates, Terms and Conditions, Docket No. 40032 (Consolidated), Arbitration Award (Sept. 25, 2012) (Texas PUC Arbitration Award).*

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/s/ Sandy Vandevender

Sandy Vandevender  
Chief Executive Officer  
Five Area Telephone Cooperative, Inc.  
302 Uvalde Street, P.O. Box 448  
Muleshoe, TX 79347  
(806) 272-5533

/s/ Alvin M. Fuhrman

Alvin M. Fuhrman  
President  
Nortex Communications  
205 North Walnut Street, P.O. Box 587  
Muenster, TX 76252  
(940) 759-2251

/s/ Toney Prather

Toney Prather  
President  
North Texas Telephone Company  
6100 Highway 16, P.O. Box 290  
De Leon, TX 76444  
(254) 893-1000

/s/ Steven Steele

Steven Steele  
General Manager  
Peoples Telephone Cooperative, Inc.  
102 North Stephens Street, P.O. Box 228  
Quitman, TX 75783  
(903) 878-0104

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/s/ Toney Prather

Toney Prather  
President  
Totelcom Communications, LLC  
6100 Highway 16, P.O. Box 290  
De Leon, TX 76444  
(254) 893-1000

/s/ Sandy Vandevender

Sandy Vandevender  
Chief Executive Officer  
West Plains Telecommunications, Inc.  
302 Uvalde Street, P.O. Box 1012  
Muleshoe, TX 79347  
(806) 272-5533

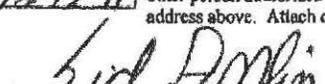
/s/ Darrell F. Dennis

Darrell F. Dennis  
General Manager  
XIT Rural Telephone Cooperative, Inc.  
12324 U.S. Highway 87, P.O. Box 711  
Dalhart, TX 79022  
(806) 384-3311

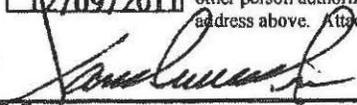
Attachments

cc: Mr. Gregory Haledjian

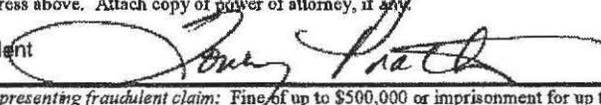
B 10 (Official Form 10) (04/10)

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>Eastern District of Texas</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Halo Wireless, Inc.</b>		Case Number: <b>11-42464-btr-11</b>	
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Alenco Communications, Inc.</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: <b>Brook Bennett Brown c/o McGlinn's, Lochridge &amp; Kilgore, LLP 600 Congress Avenue, Suite 2100 Austin, Texas 78746</b>		Court Claim Number: _____ <i>(If known)</i>	
Telephone number: <b>(512) 495-6000</b>		Filed on: _____	
Name and address where payment should be sent (if different from above): <b>Alenco Communications, Inc. 427 N. Broadway, PO Box 1000 Joshua, TX 76058</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Telephone number: <b>(817) 447-0127</b>		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed:      \$ <u>16,114.51</u>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.		Specify the priority of the claim.	
If all or part of your claim is entitled to priority, complete item 5.			
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).	
2. Basis for Claim: <u>telecom services rendered</u> <i>(See instruction #2 on reverse side.)</i>		<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).	
3. Last four digits of any number by which creditor identifies debtor: <u>429F</u>		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).	
3a. Debtor may have scheduled account as: _____ <i>(See instruction #3a on reverse side.)</i>		<input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).	
4. Secured Claim <i>(See instruction #4 on reverse side.)</i> Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).	
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other		Amount entitled to priority: \$ _____	
Describe:			
Value of Property: \$ _____ Annual Interest Rate _____ %			
Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____			
Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).	
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. <i>(See instruction 7 and definition of "redacted" on reverse side.)</i>			
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.			
If the documents are not available, please explain:		<b>FOR COURT USE ONLY</b>	
Date: <u>12-12-11</u>			
Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.			
 Sid Applin, General Manager			

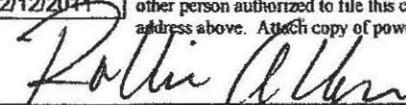
Penalty for preparing fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

<b>UNITED STATES BANKRUPTCY COURT</b> Eastern District of Texas		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Halo Wireless, Inc.</b>		Case Number: <b>11-42464-btr-11</b>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Five Area Telephone Cooperative, Inc.</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known)
Name and address where notices should be sent: <b>Brook Bennett Brown c/o McGinnis, Lochridge &amp; Kilgore, LLP</b> <b>600 Congress Avenue, Suite 2100</b> <b>Austin, Texas 78746</b>  Telephone number: <b>(512) 495-6000</b>		
Name and address where payment should be sent (if different from above): <b>Five Area Telephone Cooperative, Inc.</b> <b>P.O. Box 448</b> <b>Muleshoe, Texas 79347</b> Telephone number: <b>806-272-5533</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed:      \$ <u>22,593.53</u>  If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).  <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).  Amount entitled to priority: \$ _____  *Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
2. Basis for Claim: <u>telecom services rendered</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <u>429F</u>  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:		
Date: <b>12/09/2011</b>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.   <b>Sandy Vandevender / General Manager</b>	
		FOR COURT USE ONLY

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>Eastern District of Texas</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: Halo Wireless, Inc.		Case Number: 11-42464-btr-11	
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): Nortex Communications		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: Brook Bennett Brown c/o McGinnis, Lochridge & Kilgore, LLP 600 Congress Avenue, Suite 2100 Austin, Texas 78746		Court Claim Number: _____ (if known)	
Telephone number: (512) 495-6000		Filed on: _____	
Name and address where payment should be sent (if different from above): Nortex Communications 205 N. Walnut St., PO Drawer 587 Muenster, TX 76252-0587		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Telephone number: (940) 759-2251		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ <u>36,272.84</u>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).  <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)( ).  Amount entitled to priority: \$ _____	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.			
2. Basis for Claim: <u>telecom services rendered</u> (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: <u>429F</u>  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim,  If any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.			
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:			
Date: <u>12-9-2011</u>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.   Alan Rohmer, VP/Chief Financial Officer		<b>FOR COURT USE ONLY</b>

<b>UNITED STATES BANKRUPTCY COURT</b> Eastern District of Texas		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Halo Wireless, Inc.</b>		Case Number: <b>11-42464-bitr-11</b>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>North Texas Telephone Company</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: <b>Brook Bennett Brown c/o McGinnis, Lochridge &amp; Kilgore, LLP                  600 Congress Avenue, Suite 2100                  Austin, Texas 78746</b>		Court Claim Number: _____ (if known)
Telephone number: <b>(512) 495-6000</b>		Filed on: _____
Name and address where payment should be sent (if different from above): <b>North Texas Telephone Company                  P.O. Box 290                  De Leon, TX 76444</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
Telephone number: <b>(254) 893-4600</b>		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed:      \$ <u>1,484.61</u>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).  <input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. §507 (a)( ).  Amount entitled to priority: \$ _____
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		
2. Basis for Claim: <u>telecom services rendered</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <u>429F</u>  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:		
Date: <b>12/09/2011</b>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  <b>Toney Prather, President</b> 	
		FOR COURT USE ONLY

B 10 (Official Form 10) (04/10)

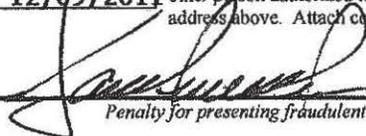
<b>UNITED STATES BANKRUPTCY COURT</b> Eastern District of Texas		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Halo Wireless, Inc.</b>		Case Number: <b>11-42464-btr-11</b>
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Peoples Telephone Cooperative, Inc.</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: <b>Brook Bennett Brown c/o McGinnis, Lochridge &amp; Kilgore, LLP 600 Congress Avenue, Suite 2100 Austin, Texas 78746</b>		Court Claim Number: _____ (if known)
Telephone number: <b>(512) 495-6000</b>		Filed on: _____
Name and address where payment should be sent (if different from above): <b>Peoples Telephone Cooperative, Inc. P.O. Box 228 Quilman, TX 75783-0228</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
Telephone number: <b>(903) 763-2214</b>		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed:      \$ <u>119,184.78</u>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.
If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		
2. Basis for Claim: <u>telecom services rendered</u> (See instruction #2 on reverse side.)		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
3. Last four digits of any number by which creditor identifies debtor: <u>429F</u>		<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		<input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).  Amount entitled to priority: \$ _____
Date: <b>12/12/2011</b>		<b>FOR COURT USE ONLY</b>
Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.   <b>Robbie Allen, General Manager</b>		

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

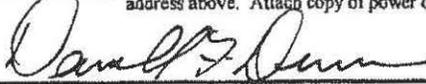
B 10 (Official Form 10) (04/10)

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>Eastern District of Texas</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Halo Wireless, Inc.</b>		Case Number: <b>11-42464-btr-11</b>	
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Totelcom Communications, LLC</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: <b>Brook Bennett Brown c/o McGinnis, Lochridge &amp; Kilgore, LLP 600 Congress Avenue, Suite 2100 Austin, Texas 78746</b>		Court Claim Number: _____ <i>(if known)</i>	
Telephone number: <b>(512) 495-6000</b>		Filed on: _____	
Name and address where payment should be sent (if different from above): <b>Totelcom Communications, LLC P.O. Box 290 De Leon, TX 76444</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Telephone number: <b>(254) 893-1000</b>		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed:                   \$ <u>6,504.70</u>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.		Specify the priority of the claim.	
If all or part of your claim is entitled to priority, complete item 5.			
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).	
2. Basis for Claim: <u>telecom services rendered</u> <i>(See instruction #2 on reverse side.)</i>		<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).	
3. Last four digits of any number by which creditor identifies debtor: <u>429F</u>		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).	
3a. Debtor may have scheduled account as: _____ <i>(See instruction #3a on reverse side.)</i>		<input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).	
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).	
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).  Amount entitled to priority:  \$ _____	
Describe:			
Value of Property: \$ _____ Annual Interest Rate _____ %			
Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____			
Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.			
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. <i>(See instruction 7 and definition of "redacted" on reverse side.)</i>			
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.			
If the documents are not available, please explain:			
Date: <b>12/09/2011</b>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		<b>FOR COURT USE ONLY</b>
<b>Toney Prather, President</b>			

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>Eastern District of Texas</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Halo Wireless, Inc.</b>		Case Number: <b>11-42464-btr-11</b>	
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>West Plains Telecommunications, Inc.</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ <i>(if known)</i>  Filed on: _____	
Name and address where notices should be sent: <b>Brook Bennett Brown c/o McGinnis, Lochridge &amp; Kilgore, LLP 600 Congress Avenue, Suite 2100 Austin, Texas 78746</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
Telephone number: <b>(512) 495-6000</b>			
Name and address where payment should be sent (if different from above): <b>West Plains Telecommunications, Inc. P.O. Box 1012 Muleshoe, Texas 79347</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
Telephone number: <b>806-272-5533</b>			
1. Amount of Claim as of Date Case Filed:                   \$ <u>92,016.62</u>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).  <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____).  Amount entitled to priority: \$ _____  *Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.			
2. Basis for Claim: <u>telecom services rendered</u> (See instruction #2 on reverse side.)		6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.	
3. Last four digits of any number by which creditor identifies debtor: <u>429F</u>			
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:	
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
Date: <u>12/09/2011</u>		<b>FOR COURT USE ONLY</b>	
Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.   <b>Sandy Vandevender / General Manager</b>		Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.	

B 10 (Official Form 10) (04/10)

<b>UNITED STATES BANKRUPTCY COURT</b>		Eastern District of Texas	<b>PROOF OF CLAIM</b>
Name of Debtor: Halo Wireless, Inc.		Case Number: 11-42464-btr-11	
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): XIT Rural Telephone Cooperative, Inc.		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim	
Name and address where notices should be sent: Brook Bennett Brown c/o McGinnis, Lochridge & Kilgore, LLP 600 Congress Avenue, Suite 2100 Austin, Texas 78746		Court Claim Number: _____ (If known)	
Telephone number: (512) 495-6000		Filed on: _____	
Name and address where payment should be sent (if different from above): XIT Rural Telephone Cooperative, Inc. PO Box 711 Dalhart, TX 79022-0711		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Telephone number: (806) 384-3311		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ <u>16,953.01</u>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.		Specify the priority of the claim.	
If all or part of your claim is entitled to priority, complete item 5.			
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).	
2. Basis for Claim: <u>telecom services rendered</u> (See instruction #2 on reverse side.)		<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).	
3. Last four digits of any number by which creditor identifies debtor: <u>429F</u>		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).	
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		<input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).	
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).	
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)( ).	
Describe:		Amount entitled to priority: \$ _____	
Value of Property: \$ _____ Annual Interest Rate _____ %			
Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____			
Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.			
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)			
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.			
If the documents are not available, please explain:			
Date: <u>12/9/2011</u> Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		<b>FOR COURT USE ONLY</b>	
 Darrell Dennis, General Manager			

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.