

teachers and students by means of this distributed network service. AchieveXpress does not provide any of the content that is to be delivered, but rather provides the transmission circuit over which this delivery shall take place. Achieve Telecom will provide the Customer with the information necessary to format Customer-provided or Third-Party content for use over the AchieveXpress network.

Educational resources and training via AchieveXpress can be delivered live or on-demand and at the quality that teachers and students expect from cable TV-like experiences. Teachers and students can access educational material collectively in a central school location or individually from their school, office and home computers.

Achieve Telecom delivers AchieveXpress as a managed telecommunications service. Schools and libraries are eligible for funding discounts by the Federal E-rate program that provides between 20% and 90% of the total cost to eligible K-12 schools and libraries.

4.3 Overview of Achieve Telecom Network Products and Services

The AchieveXpress service provides robust Internet Protocol ("IP") delivery across a dedicated Wide Area Network ("WAN") provided by the service, that in turn provides a single point of access to the customer's Local Area Network ("LAN").

AchieveXpress is the product of Achieve Telecom, a certified Eligible Telecommunications Service Provider (ETP) with the Schools and Libraries Division of the Universal Service Administrative Company and offers fully-managed telecommunication services. Achieve Telecom provides tariffed telecommunications services across the United States in accordance with the regulations of the Federal Communications Commission.

4.3.1 Overview

The Achieve Telecom Network's Distance Learning Transmission Service, called

AchieveXpress, is a comprehensive telecommunications service that permits video, audio and text files to be transmitted from one site to one or more sites for use by corporations, government facilities, educational institutions, or libraries.

The telecommunications services of AchieveXpress provide an end-to-end network video solution that features the delivery of high-quality live, scheduled and on-demand video content that are used to electronically deliver instructional materials and other data to equipment provided by Achieve Telecom that is then connected to the Customer's local network.

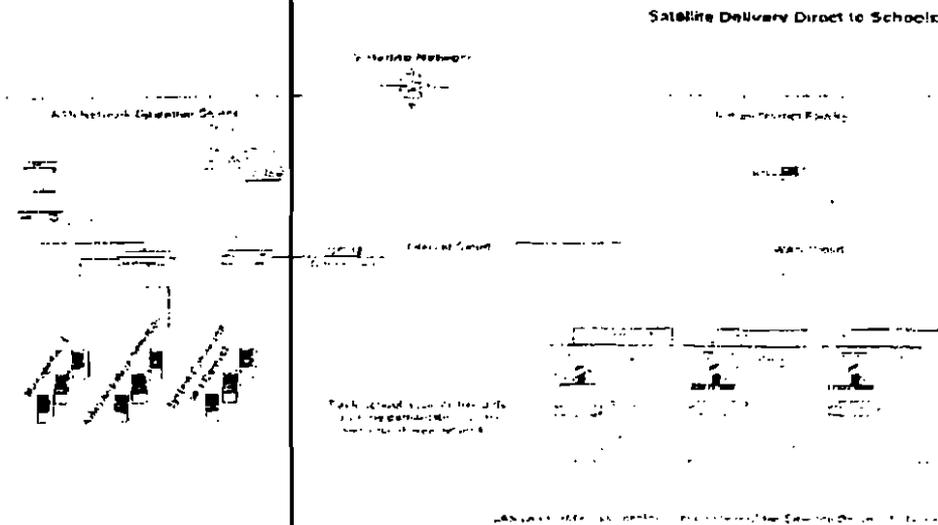
AchieveXpress delivery of content for the school district can be "live" to facilitate interactive TV delivery and/or videoconferencing or "on-demand" to facilitate video and other content delivery on the demand of the teachers and administrators.

The AchieveXpress solution significantly enhances the security, reliability, quality and manageability of distance learning applications and content. In addition, AchieveXpress enables K-12 school districts and other customers to move information close to targeted end-users and enhance overall learning by synchronizing information across the entire district. The underlying premise of AchieveXpress is to, "Get valuable information where it is needed, when it is needed in a secure, reliable and high quality manner that eliminates any management responsibility for school personnel."

The delivery of the information occurs in the following three (3) modalities:

AchieveXpress - Video On Demand

AchieveXpress is a fully managed service that electronically delivers instructional materials on teacher demand to an Achieve Telecom-provided routing server that is connected to the Teacher's local network. The key feature of AchieveXpress is the underlying infrastructure that enables School District-selected applications to provide users with the maximum benefit and increase the School District's ability to shared high-quality resources (video, audio and text assets) across the entire teaching and learning spectrum and across all grades, teachers and students by means of this on-demand and robust distributed network service. The basic network architecture for AchieveXpress fully managed is shown in the diagram below:



In simple but powerful terms, AchieveXpress services creates the delivery highway over a dedicated WAN, supplied by Achieve Telecom, for multimedia content to the customer's LAN for use by identified learners.

All AchieveXpress fully managed services, as shown in the diagrams above are composed of the following four (4) key elements:

1. Network. The service includes satellite and terrestrial networks for distributing content and for quickly accessing the Internet. Typically, the service is deployed with a dedicated WAN supported by two-way satellite connections and supplied by Achieve Telecom, to provide connectivity between schools in the District. This network can provide for live interactive TV or videoconferencing with multicasting of programs and associated teaching content from at a central School District location to the Achieve NOC and then to satellite receivers at the schools. Bandwidth on this network will be

- provisioned to support the aggregate usage and will initially be configured for 5 Mbps (burstable).
2. Network Operations Center. The NOC provides overall network management and control.
 3. School on-premise equipment. The AchieveXpress equipment installed at each school receives the content delivery, interfaces with the WAN, stores the delivered content and then re-serves it on-demand over the LAN to the students and teachers. At one or more locations in the School District, AchieveXpress also provides the interactive TV server to facilitate the use of Interactive TV that originates from the media center to multiple learners across the AchieveXpress network. Videoconferencing can also be added at designated locations.
 4. Equipment installation and service. The AchieveXpress solution provides full installation support and help desk/maintenance services as well as associated documentation, IT staff and end user training as a fully-managed service.

This is a complete turnkey end-to-end distance learning service that can be combined with rich media educational videos and lessons from third-party distributors designed to take advantage of the latest educational technologies.

4.4 AchieveXpress Technical Specifications

This section provides the system specifications for all AchieveXpress services.

The specifications for the hardware and software to be installed in each customer site are described in this section. The On-Premise equipment is an integral part of the Telecommunications Service. The following conditions apply.

- A. The on-premise equipment will be provided by the same service provider that provides the eligible telecommunications or Internet access service of which it is a part.
- B. Responsibility for maintaining the equipment rests with the service provider, not the school or library.
- C. Ownership of the equipment will not transfer to the school or library in the future, and the relevant contract or lease does not include an option to purchase the equipment by the school or library.
- D. Upfront, capital charges of the on-premise equipment are less than 67% of total charges (recurring plus non-recurring) in the funding year.
- E. The equipment will not be used by the school or library for any purpose other than receipt of the eligible telecommunications or Internet access service of which it is a part.
- F. The Local Area Network of the school or library is functional without dependence on the equipment.
- G. There is no contractual, technical, or other limitation that would prevent the service provider from using its network equipment in part for other customers.

At each site, the following complement of equipment will be provided:

A Ku-band two-way satellite antenna dish, with an aperture of approximately 1.2m, will be installed at each school in districts to provide the satellite WAN network. The satellite dish's LNB output will be fed to the distribution server for demodulation and digitization.

A routing server will be installed in the school's data closet. Achieve Telecom has selected its routing server for its performance, breadth of functionality, and manageability as follows:

- Reception of video and other education materials via the satellite downlink and/or terrestrial network. The routing server shall include the capability to receive multicast distributions that have been transmitted via a reliable, compressed format and to automatically reconstruct and request any missing transmissions. Content may be periodically refreshed by the central distribution server, which transmits only the changes that have been made. Any change in content on the origin servers is automatically reflected throughout the network.
- Storage of videos and related educational material for playback over the school's LAN. Storage shall be configured in a RAID 5 (Redundant Array of Independent Disks) manner, such that failure of any single disk does not cause loss of content or a system failure. Video storage shall be sufficient to store at least 250 titles (125 hours), where the average title is 30 minutes long and encoded at 1 Mbps (approx. 80 GB).
- Routing server streaming functionality. The delivery server shall stream high quality video over IP using an embedded application-layer Windows Media Technology server. This server shall stream videos encoded in Windows Media format to end users, controlling bandwidth and connection quality while enabling videos to be played even when the Internet connection to the NOC is not operational. Additionally, the server shall support both MPEG1 and MPEG2 video streaming to and user PCs.

The Achieve Telecom routing server supports overall service and content management, by providing the hosting center with the following information:

- Periodic status updates, reflecting the health of the server and associated applications.
- Remote configuration interface, enabling Achieve Telecom to centrally configure and control the equipment from the hosting center and to remotely distribute software upgrades to the system.
- Content usage data, identifying who saw what, when, and with what quality.
- Content status storage utilization, identifying content stored on the Achieve Telecom server.
- Connectivity between the Achieve Telecom server and the school's LAN shall be via a 100 Base-T Ethernet interface. The Achieve Telecom server shall provide an

additional Ethernet interface to provide additional or redundant connectivity to the LAN or to a remote site. The school's infrastructure should provide a minimum of one switched Ethernet connection to each classroom, WAN connectivity to the Internet and a public IP address.

The routing server shall be interoperable with the content distribution, webcasting authentication, network management, remote administration, and log aggregation protocols employed by the NOC central routing server used by the network operations and hosting service.

A dedicated distance learning circuit will be installed in a selected location(s) to provide enhanced multimedia interface, master control, live MPEG 1, 2, and 4 encoding, multipoint control, video channel modulation and amplification and serving. The dedicated distance learning circuit uses network-friendly IP multicast and is extremely efficient for large audiences by sending one stream of data per program to an unlimited number of viewers simultaneously.

The AchieveXpress IC service supports all Windows, UNIX VIX, VAX Mbone tools, and Apple QuickTime workstations and allows any viewer who is watching the program to submit a text-based question online. The interactive TV software presents the questions to the speaker for immediate response or archives them for follow up later.

The AchieveXpress SlideCast feature delivers PC-generated presentation materials in one viewing window, while the presenter appears in another. Viewers see both windows with the actual demonstration materials and the speaker describing them on screen, much the same as if they were in the same room, instead of at a remote site. Also with the AchieveXpress Web Presenter feature, viewers can launch a video window and Web pages concurrently for enriched understanding. The AchieveXpress IC StreamWatch gathers viewer demographics, such as number of viewers, their identities and their viewing times.

The AchieveXpress VC service begins with a Multipoint Control Unit that allows multiple participants in multiple locations to attend the same meeting with full real-time interactivity. Next, there is the Multimedia Conference Manager, which provides an H.323 Gatekeeper/Proxy and an ISDN Gateway. Combine these videoconferencing management tools with the H.323-compliant endpoints, all running over the AchieveXpress VC network infrastructure, and we can create a complete videoconferencing solution.

These products, and the services they enable, such as collaborative meetings, conferences, distance learning, and more, are developed for the School District to provide a reliable and cost-effective network infrastructure for videoconferencing application deployment. The AchieveXpress VC service enables video applications over IP networks and at the same time, integrates legacy H.320 systems - protecting the School District's original investment in videoconferencing.

AchieveXpress VC capability is real-time, two-way interactive video and can include IP capabilities in any locations. The network will support real-time transfer in both directions. AchieveXpress VC offers decentralized multipoint capability and intelligent bandwidth scaling to adapt to fluctuations in network traffic. We offer steady-state 150-200ms latency in multipoint calls and will display four CIF video streams simultaneously (all at 30 fps).

The network for AchieveXpress VC will provide up to 4-way continuous presence video and 8-way continuous presence audio in a single conference, built-in collaboration to share computer documents, multipoint control of all conference, Preview Mode for local multimedia presentations, Windows® based, drag and drop user interface, floating chair control and mixed CIF/QCIF/mixed bit rate conferences

AchieveXpress VC is designed specifically for dedicated distance learning applications and is designed for ease of use for non-technical users. Please see the pricelist for specific E-rate eligibility details but the technical details are as follows:

CODEC elements:

Supports H.323, H.324, and the Integration of H.320

- 30fps @ 384 and greater
- Minimum transmission speed at 384 kbps
- Support for 2nd camera, document camera, VCR from separate inputs, 2 simultaneous displays (s-video) and 2 VGA outs
- Voice tracking both on board and add-on
- Web based remote basic management
- Supports TCP/IP and provides DHCP services both client and server
- Supports Microsoft NetMeeting
- Live video streaming capability using Apple QuickTime, Real Player, and/or Microsoft Windows Media
- One integrated remote control unit
- 10/100 Ethernet port
- Integrated (codec, camera and microphone) tabletop or monitor set top solutions (see pricelist)
- 1 year parts and labor warranty (with option to purchase year 2 and 3 extended warranty)

Achieve Telecom will install the equipment, and provide the necessary hardware to support this installation, including the following:

- Two-way satellite antenna (1.2m) and roof or exterior wall mounting kit.
- Routing server with mounting hardware. The routing server will be available either in a router/card, 1 RU (1.75") EIA standard rack-mount or in a tower configuration. During the installation survey, a determination will be made as to the best configuration for each school or library.
- AchieveXpress IC service with all software preloaded for service to provide enhanced multimedia interface, master control, live MPEG 1 and 2 encoding, multipoint control, video channel modulation and amplification and serving Videoconferencing equipment at designated locations.
- Cabling between the routing server and the a) satellite antenna, b) access router, and c) LAN switch. Cabling between the interactive TV server, AchieveXpress VC equipment and the two-way satellite antenna

4.5 The AchieveXpress User Experience

The AchieveXpress service provides the school system with the tools to create interactive distance learning programming for video-on-demand, interactive TV and videoconferencing that are hosted on the Achieve Telecom servers at the school and transmitted via two-way satellite through the Network Operating Center.

The AchieveXpress portal integrates a video library browser, distribution and playback tool with web-based lesson management. The portal is a web-based tool that is accessed by teachers and students using the Microsoft Internet Explorer browser.

The AchieveXpress video management service brings the highest quality education media to the classroom, and does so by employing the following functionality:

- **Browsing.** Teachers may browse the video title selection available from both school and from home, searching by applicable grade level, course, keyword, etc. The browser displays available information describing the video, its constituent clips, and run lengths.
- **Preview.** During course preparation, teachers may view the video for applicability, and select that video for incorporation into the lesson activity from either her computer at school or at home.
- **Order and reserve.** One day prior to using the video in the class, the teacher should check if the video is available at the school. If the title is not at the school, the teacher may order the video for delivery from the NOC to the routing server in the school. Teachers can order as many videos as they need – there are no additional charges associated with this ordering process. To ensure that their video is available the day of the class, teachers may reserve the video for a period of time. Unreserved videos may be automatically deleted by the system to provide space for new requests.
- **Play.** Videos that are at the school may be played with full VCR-like commands and will be streamed from the AchieveXpress server at the school.
- **Live scheduling.** Both the interactive TV and Videoconferencing functionality are scheduled and controlled with the central portal management tools.
- **Automatic archiving.** All interactive TV programs will be automatically archived to the NOC, listed in the video catalog and available for on-demand use.

The AchieveXpress service will provision each customer site with the following connectivity.

Two-way Satellite network for dedicated WAN with a minimum of 5 Mbps (burstable), dedicated to the transmission of content to the schools.

5.0 Pricing

AchieveXpress provides a comprehensive digital transmission service for distance learning. The key elements of the AchieveXpress solution are the distance learning circuits, the IP transport via two-way satellite, and the intelligent management of the service to support on-demand requests from teachers and administrators, all delivered as a fully managed telecommunications service.

AchieveXpress IC service provides the advantages of live programming, offered over the robust AchieveXpress IC network, with interactive controls, but limited real time interactivity, to facilitate distance learning for students in remote classrooms.

AchieveXpress VC service provides the advantages of real time interactivity to support live instruction and collaborative educational meetings, delivered over the AchieveXpress VC network.

These products are available as stand alone dedicated distance learning circuits, and are eligible for reimbursement as a fully managed telecommunication service(s). These dedicated distance learning circuits are provided by Achieve Telecom and in conformity with the conditions for On-premise Equipment as detailed in Section 4.4 of this response. Please note that a discount is available if multiple services are ordered. Please see Section 5.1 for details.

5.1 Feature and Pricing Schedule

Feature & Pricing Schedule

Feature	Service Options		
	AchieveXpress	AchieveXpress IC	AchieveXpress VC
For All Services			
Network Routing Server	✓	✓	✓
Satellite Dish	Optional	Optional	Optional
Satellite Decoder / Encoder	Optional	Optional	Optional
Cabling	✓	✓	✓
Connection to School's LAN	✓	✓	✓
Site Installation & Testing	✓	✓	✓
24/7 Telephone / Email Support Desk	✓	✓	✓
5 Mbs/Sec Satellite link to NOC	Optional	Optional	Optional
Network Monitoring	✓	✓	✓
System Maintenance	✓	✓	✓
NBD Hardware Replacement	✓	✓	✓
For ITV Locations			
Interactive TV Codec		✓	
Connection to Satellite Network		Optional	
Installation & Testing for ITV		✓	
Interactive TV Server Maintenance		✓	
Camera/ Microphones for ITV		Not Included	
For Video Conferencing Locations			
Codec			✓
Connection to Satellite Network			Optional
Installation & Testing of VC			✓
Codec Maintenance			✓
Monitor, Camera, & Microphones*			✓
Pricing - Per Location			
One-time setup & installation charge	\$150	\$200	\$200
Monthly telecommunications charge			
Service with Satellite Network	\$3,750/ mo.	\$4,000/ mo.	\$4,000/ mo.
Service without Satellite Network	\$3,000/ mo.	\$3,500/ mo.	\$3,500/ mo.

Discounts available for multiple services: 25% Discount for any two services

40% Discount for all three services

* Vide Conferencing service needs to be cost allocated for e-rate reimbursement; Achieve Telecom's Vide Conferencing service is 77% eligible.

5.2 Brockton Monthly Telecommunications Service Charges

<i>Units</i>	<i>Service</i>	<i>Price</i>	<i>Extended Price</i>	<i>E-Rate Eligibility</i>	<i>Amount Eligible for E-rate Reimbursement</i>
1	AchieveXpress with Satellite Network	\$3,750.00	\$3,750.00	100%	\$3,750.00
29	AchieveXpress without Satellite Network	\$3,000.00	\$87,000.00	100%	\$87,000.00
Totals			\$90,750.00		\$90,750.00

Total Cost of Telecommunications Digital Transmission Service for 30 sites in Brockton Public Schools \$1,088,000.00.

Achieve Telecom Network of MA, LLC.
3 Centennial Drive
Peabody, MA 01960

M.D.T.E. Tariff No. 1
1st Revised Page 1



TARIFF MADE AND FILED BY

Achieve Telecom Network of MA, LLC.

SHOWING THE REGULATIONS AND SCHEDULES OF CHARGES APPLICABLE TO
INTRASTATE INTEREXCHANGE ACCESS TELECOMMUNICATIONS SERVICE
WITHIN THE COMMONWEALTH OF MASSACHUSETTS

Issued: September 22, 2003

Effective: October 22, 2003

3. The Customer shall remit payment of all charges to any agency authorized by the Company to receive such payment
4. Payment term is net 30 days, or as mutually agreed in writing between the Customer and the Company. If the bill is not paid within the agreed payment term following the mailing of the bill, the account will be considered delinquent.
5. A delinquent account may subject the Customer's service to temporary disconnection.
6. Failure to receive a bill will not exempt a Customer from prompt payment of any sum or sums due the Company.
7. In the event the Customer is over-billed, an adjustment will be made to the Customer's account and the Customer will be deemed to not owe the over-billed amount. If the Customer is under-billed, the Customer shall pay in lump sum the under-billed amount.

2.2.B.5 Special Provisions for Schools and Libraries

The Schools and Libraries Discount Program permits eligible schools (public and private, grades Kindergarten through 12) and libraries to purchase the Company services offered in this Tariff at a discounted rate, in accordance with the Rules adopted by the FCC in its Universal Service Order 97-157, issued May 8, 1997. As indicated in the Rules, the discounts will be between 20 and 90 percent of the pre-discount price, which is the price of services to schools and libraries prior to application of a discount. The level of discount will be based on an eligible school's or library's level of economic disadvantage and by its location in either an urban or rural area. A school's level of economic disadvantage will be determined by the percentage of its students eligible for participation in the National School Lunch Program, and a library's level will be calculated on the basis of school lunch eligibility in the public school district in which the library is located. A non-public school may use either eligibility for the national school lunch program or other federally approved alternative measures to determine its level of economic disadvantage. To be eligible for discount, schools and libraries will be required to comply with the terms and conditions set forth in the Rules. Discounts are available only to the extent that they are funded by the federal Universal Service fund. Schools and libraries may aggregate demand with other eligible entities to create a consortium.

2.2.B.5.(a) Schools and Libraries Regulations

2.2.B.5.(a)I Obligations of eligible schools and libraries

Schools and libraries and consortia shall participate in a competitive bidding process for all services eligible for discounts, in accordance with any state and local procurement rules and in accordance with both FCC and USAC Rules.

Schools and libraries and consortia shall submit requests for services to the Schools and Libraries Division, as designated by the FCC, and follow established procedures.

Services requested will be used for educational purposes. Services will not be sold, resold, or transferred in consideration for money or any other thing of value. Qualifying schools and libraries that have both applied for and received approval for discounts under the FCC's Universal Service Administrative Company (USAC) E-Rate program for this service must file a USAC Form 486 designating the Company as the supplier of this service, prior to initiating service. The discounts supplied by the USAC program shall be credited to the Customer's account and the Customer shall only be invoiced for the non-discounted portion of the service.

2.2.B.5.(a)II *Obligations of the Company*

The Company will offer discounts to eligible schools and libraries on commercially available telecommunications services contained in this Tariff. All services contained in this Tariff are eligible for discount and fully comply with the Rules.

The Company will offer services to eligible schools, libraries, and consortia at prices no higher than the lowest price it charges to similarly situated non-residential customers for similar services (lowest corresponding price).

In competitive bidding situations, the Company may offer flexible pricing or rates other than in this Tariff, where specific flexible pricing arrangements are allowed, subject to Massachusetts Department of Telecommunications and Energy approval.

2.2.B.5.(a)III *Discounted Rates for Schools and Libraries*

Discounts for eligible schools and libraries and consortia shall be set as a percentage from the pre-discount price, which is the price of services to schools and libraries prior to application of a discount.

The discount rate will be applied to eligible intrastate services purchased by eligible schools, libraries or consortia.

The discount rate is based on each school's or library's level of economic disadvantage as determined in accordance with the FCC Order or other federally approved alternative measures, as permitted by the Rules, and by its location in either an urban or rural area.

The Schools and Libraries discount matrix for eligible schools, libraries and consortia is included below for reference:

INCOME Measured by % of students eligible for the National School Lunch Program	URBAN LOCATION E-Rate Discount	RURAL LOCATION E-Rate Discount
If the percentage of students in the school qualifying for the National School Lunch Program is...	...and the school is in an URBAN area, the E-rate discount will be...	...and the school is in a RURAL area, the E-rate discount will be...
Less than 1%	20%	25%
1% to 19%	40%	50%
20% to 34%	50%	60%
35% to 49%	60%	70%
50% to 74%	80%	80%
75% to 100%	90%	90%

2.2.B.6 Deposits

The Company reserves the right to examine the credit record of the Customer. If the Customer's financial condition is unknown or unacceptable to the Company, the Customer may be required to provide the Company with a security deposit of up to two months service charges that the Company may apply against overdue charges. The Company credits interest on deposits annually, or upon termination of the service, or upon return of the deposit. The receipt of a deposit does not relieve the Customer for their responsibility to pay bills promptly. Interest on any deposits shall be calculated in conformance with 220 CMR 26.09.

2.2.B.7 Advance Payments

For Business Customers for whom the Company determines an advance payment is necessary, the Company reserves the right to collect an amount not to exceed two (2) months estimated charges as an advance payment for this service. This will be applied against the next month's charges and a new advance payment may be collected for the next month, if necessary.

2.2.B.8 Taxes

All federal excise taxes, and state and local sales, use, and similar taxes, are billed as separate line items and are not included in the quoted rates, unless otherwise provided in this tariff.



AFFIDAVIT

1. My name is Anne Thompson.
2. Presently, I am employed by Trinity Catholic Academy Brockton in the position of Technology Consultant.
3. From January of 1997 through January of 2007, I held the position of Technology Coordinator/director for the Brockton Public School District.
4. My responsibilities as Tech Director included the oversight of the process for preparing, submitting and processing applications for financial support from the Schools and Libraries Support Mechanism ("E-Rate Program") administered by the Universal Service Administrative Company ("USAC"). In doing so I worked with an E-Rate Program consultant engaged by the District to help ensure that the District was in compliance with the rules and regulations that govern the E-Rate Program.
5. Consistent with my responsibilities, I participated in the District's application process for E-Rate Program support for Funding Year 2007-2008 relating to FCC Form 470 Application No.560310000617305 for certain eligible telecommunications services ("Application"). Part of that participation included meeting, after the required posting of the Application with USAC, with representatives of Achieve Telecom Network of Massachusetts, LLC ("Achieve") to receive a presentation about Achieve's digital transmission services. I also reviewed a written proposal submitted by Achieve in response to the Application. To my knowledge, Achieve was the only company to respond to our request for proposals for these services.
6. At all times we took necessary steps to comply, and I believe did comply, with all E-Rate Program rules and with any applicable state and local procurement rules.

I believe that we took all necessary steps to ensure that we conducted a fair and honest competitive bidding process. Achieve was an E-Rate approved provider of such services and was also approved by the Commonwealth of Massachusetts as a provider of such services.

7. At no time during any of my interactions with Achieve or any of its representatives was I ever informed of, made aware of, or otherwise led to believe or suspect that Achieve had any partnership or affiliation with United States Distance Learning Association ("USDLA"). In fact, even as of this date I am unaware of any partnership or affiliation between Achieve and USDLA except to the extent that I have been made aware that the same has been alleged by USAC in a Notification of Commitment Adjustment Letter.

8. Achieve did inform the District of the opportunity to apply for a grant from USDLA to cover the District's share of the cost of the services ("District Share") covered by the Application. Achieve also generally noted that there were other potential sources of such grants.

9. Achieve never represented, either orally or in writing in any way that it was offering a service that would be of "no cost" to the District. Achieve never represented, either orally or in writing, that if the District selected Achieve as its service provider and applied for a grant from USDLA that approval of the grant by USDLA was guaranteed. Achieve did not present an automatic Grant from USDLA as part of the Achieve service proposal made to the District.

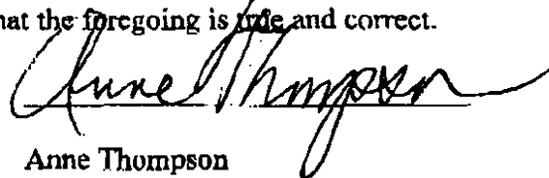
10. The District had sufficient funds in its overall technology budget to cover the District Share for its E-Rate Program supported services, including the service ultimately obtained from Achieve.

11. Again, Achieve was the only vendor to submit a bid or proposal in response to our RFP.

12. The District obtained, prepared and filed its own application with USDLA for a grant. Achieve was not involved in any way in the grant application process. District personnel dealt directly with USDLA personnel in completing the necessary forms to apply for the grant. USDLA never indicated in any way that it was affiliated with or in partnership with Achieve.

13. Any partnership or affiliation between Achieve and USDLA, if any existed, existed without the knowledge of the District, and the District was unaware of any impact of such partnership or affiliation on the price of Achieve's services in its proposal, if any.

I declare under penalty of perjury that the foregoing is true and correct.



Anne Thompson



AFFIDAVIT

1. My name is Daniel P. Vigeant.
2. Presently, I am employed by the Brockton Public School District (the "District") as the Director of Technology Services. My immediate predecessor was Anne Thompson.
3. My responsibilities as Director of Technology Services include oversight of programs benefiting from financial support from the Schools and Libraries Support Mechanism ("E-Rate Program") administered by the Universal Service Administrative Company ("USAC").
4. Consistent with my responsibilities, I have had the opportunity to meet and speak with representatives of Achieve Telecom Network of Massachusetts, LLC ("Achieve") the vendor that provides certain telecommunications services to the District resulting from FCC Form 470 Application No.560310000617305.
5. I am informed and believe that Achieve was at all times during which services have been provided by it to the District an E-Rate approved provider of such services and that Achieve was also approved by the Commonwealth of Massachusetts as a provider of such services.
6. At no time during any of my interactions with Achieve or any of its representatives was I ever informed of, made aware of, or otherwise led to believe or suspect that Achieve had any partnership or affiliation with United States Distance Learning Association ("USDLA"). In fact, even as of this date I am unaware of any partnership or affiliation between Achieve and USDLA except to the extent that I have

been made aware that the same has been alleged by USAC in a Notification of Commitment Adjustment Letter.

8. Achieve has never represented to me, either orally or in writing in any way that it was offering a service that would be of "no cost" to the District. Achieve has never represented to me, either orally or in writing, that if the District selected Achieve as its service provider and applied for a grant from USDLA that approval of the grant by USDLA was guaranteed.

9. Any partnership or affiliation between Achieve and USDLA, if any existed, or if any exists now, existed or exists without my knowledge and I believe without the knowledge of the District, and the District was unaware of any impact of such partnership or affiliation on the price of Achieve's services, if any.

10. I am informed and believe that the District has engaged in honest and open competitive bidding procedures in obtaining the services provided by Achieve; that Achieve was the only vendor that responded to the District's request for proposals for such services; and that the District is in no way responsible for or complicit in any wrongdoing which has been alleged to have occurred.

I declare under penalty of perjury that the foregoing is true and correct.



Daniel P. Vigeant

November 6, 2008



From: JON D GENIUCH
Sent: Tuesday, October 24, 2006 9:00 PM
To: DAN VIGEANT
Subject: RE: AchieveXpress...

Hi Dan,

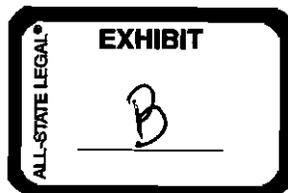
While I will be unable to attend Thursday I will facilitate any installation/activities that are required at South Middle School on your recommendation. I have submitted the required forms to Anne Thompson for her signature. I spoke with Joy today and look forward to having this in our building.

My only concern, and this is because I have been removed from erate for quite a while now, is:

Brockton has worked with an erate consultant in the past and has utilized erate funds to cover some specific "areas of cost." We may want to find out if we are still working with the consultant and be sure that the funds we intend to access for this project do not overlap with the current "areas of cost" that are being addressed by erate funds (ex. I just want to make certain that we are not committing funds to this project that Brockton plans to use to pay phone bills).

That's it... I sincerely hope we can do this as I think it will be great for the students.

Talk to you soon,
Dennis



MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

CROWN COLONY PLAZA
300 CROWN COLONY DRIVE
SUITE 410
P.O. BOX 9126
QUINCY, MA 02269-9126
TEL: (617) 479-5000 FAX: (617) 479-6469

75 FEDERAL STREET
SUITE 410
BOSTON, MA 02110
TEL: (617) 479-5000 FAX: (617) 338-1324

ONE MONARCH PLACE
SUITE 1310R
SPRINGFIELD, MA 01144
TEL: (800) 227-6485 FAX: (617) 479-6469

Arthur P. Murphy
James A. Toomey
Katherine A. Hesse
Michael C. Lehane
John P. Flynn
Regina Williams Tate
Edward F. Lenox, Jr.
Mary Ellen Sowyrda
David A. DeLuca
Ann M. O'Neill
Donald L. Graham
Andrew J. Waugh
Geoffrey P. Wermuth
Robert S. Mangaratti
Doris R. MacKenzie Ehrens
Geoffrey B. McCullough

Lorna M. Hebert
Joseph T. Bartulis, Jr.
Clifford R. Rhodes, Jr.
Kathryn M. Murphy
Karis L. North
Thomas W. Colomb
Alisia St. Florian
Donna A. Heunlich
Jason M. Gesing
Bryan R. LeBlanc
Brandon H. Moss
Kevin F. Bresnahan
Kathleen E. Yaeger
Brian P. Fox
Lauren C. Galvin
Jessica L. Ritter
Carolyn J. Lyons

Please Respond to Boston

December 29, 2008

Filed electronically at appeals@sl.universalservice.org
and via facsimile to 1-973-599-6542

Letter of Appeal
Schools and Libraries Division, Dept. 125
Correspondence Unit
100 South Jefferson Road
Whippany, NJ 07981

Re: Billed Entity Name: Brockton Public School District
Form 471 Application Number: 614875
Billed Entity Number: 120639
FCC Registration Number: 001812971

Our office represents the Brockton Public School District. This letter is a **Letter of Appeal** and is submitted in response to **Notification of Commitment Adjustment Letter** dated **October 31, 2008**. Specifically, the Brockton Public School District appeals the following:

1. the determination of USAC that **“Achieve’s bids to applicants indicate that Achieve markets their service to applicants as a no cost service because Achieve is able to guarantee applicants that they will receive USDLA grants to pay their share for the Achieve funding requests;”**

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Attorneys At Law

2. USAC's determination that **"the information obtained shows that Achieve guarantees that the applicants will receive a grant from the USDLA to use to pay the applicant's share for the Achieve funding requests;"**
3. USAC's determination that **"both the applicant and the service provider are responsible for these rule violations because the applicant was unable to conduct a fair and open competitive bidding process based on Achieve's no-cost guarantee;"**
4. the determination of the Universal Service Administrative Company ("USAC") that **"the applicant is responsible for all or some of the program rule violations"** to the extent that violations have occurred; and,
5. USAC's determination that **"both the applicant and the service provider are responsible for this rule violation."**

In support of this appeal, the District offers the following information and also directs USAC to its Letter of Appeal dated November 7, 2008 in which the District responded to substantially identical allegations:

A) **The District Conducted a Fair and Open Competitive Bidding Process in Accordance with USAC Rules.**

The District fully conducted a fair and open competitive bidding process in accordance with USAC rules. In furtherance of, and in order to ensure compliance with USAC procurement rules, the District engaged the services of a third-party consultant whose area of consultancy is concentrated in E-Rate funding, filing and compliance. In accordance with USAC requirements, the District filed its Form 470 application describing the services it was seeking to procure. A copy of the Form 470 application for the 2008-2009 funding year is attached hereto as **EXHIBIT 1**. All certifications made therein, to the best of the District's knowledge information and belief, were true and accurate as of the date of filing.

Following the submission of Form 470, the District did, in fact, post the same for the full requisite 28 day period required by USAC rules and regulations before considering any bid received and before selecting a service provider. At the end of the 28 day waiting period, only one bid was received by the District in response to its Form 470 and that bid belonged to

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Attorneys At Law

Achieve Telecom Network of Massachusetts, LLC (“Achieve”). A copy Achieve’s bid form is attached hereto at **EXHIBIT 2**.

B) Achieve’s Bid Form Indicates that It Was Approved as a Provider of Services by Both USAC and the Commonwealth of Massachusetts and that it Was Qualified to Provide the Services.

(i) *Achieve Was Approved as a Provider by USAC.*

On the first page of the Achieve bid form, Achieve identifies itself as a “certified Eligible Telecommunications Service Provider (ETP) with the Schools and Libraries Division” of USAC (“SLD”). In fact, even as of December 29, 2008 the company is listed as an approved telecommunications vendor on the SLD web site, under Service Provider Identification Number 143026761 and has filed the necessary Service Provider Annual Certification (“SPAC”) form each year including 2008. Achieve telecom was clearly fully-vetted by USAC and was (and apparently remains) in good standing.

(ii) *Achieve Was A Registered Provider with the Commonwealth of Massachusetts.*

Achieve filed a tariff with the Department of Telecommunications and Energy for the Commonwealth of Massachusetts (“MDTE”) dated and effective September 22, 2003. A copy of Section 2.2.B.5 of the tariff is attached hereto as **EXHIBIT 3**. In it, Achieve represents to MDTE (and subsequently to a district that relies upon it) among other things, that “discounts are available only to the extent that they are funded by the federal Universal service fund;” that “to be eligible for discount, schools and libraries will be required to comply with the terms and

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Attorneys At Law

conditions set forth in the Rules;" and, that "schools and libraries and consortia shall participate in a competitive bidding process for all services eligible for discounts, in accordance with any state and local procurement rules and in accordance with both FCC and USAC rules." Clearly, Achieve was vetted by MDTE and it was determined that its qualifications, procedures and requirements were in compliance with MTDE standards.

(iii) *Achieve Demonstrated that It Was Qualified to Perform the Services.*

In the Proposer Qualifications section of its bid form, Achieve represented itself as a highly-qualified provider of telecommunications services and identified existing E-rate funded projects in school districts across Massachusetts and the United States.

C) Achieve Never Disclosed any Partnership with USDLA.

To the extent that a partnership or affiliation existed between Achieve and USDLA, it was an arrangement that was never disclosed to the District and one of which the District was never aware. While Achieve did inform the District of the opportunity to apply for a grant from USDLA, it also informed the District generally that other potential sources of grants were available to cover the District's share of the cost of the services.

(i) *Achieve Did Not Indicate in its Bid that It Had any Relationship or Partnership with USDLA.*

Nowhere in its bid form does Achieve offer any indication or suggestion that it was in any way affiliated with or in partnership with USDLA. In fact, nowhere in the Achieve bid form is USDLA referenced. If there were any partnership between Achieve and USDLA, the District would have expected to find a disclosure to that effect in the bid form, particularly where Achieve disclosed at least one other partnership. Specifically, in the Proposer Qualifications section of its bid form, Achieve discloses a partnership with Roberts Communications Network,

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Attorneys At Law

Inc. ("RCN"). It did not disclose any relationship or partnership with USDLA in its narrative description of its Proposer Qualifications nor anywhere else in its bid form.

(ii) ***Achieve Never Made Any Suggestion to District Personnel that It Was In Any Way Affiliated with or in Partnership with USDLA.***

The first suggestion made to the District that a relationship might exist between Achieve and USDLA appeared in the USAC Funding Commitment Adjustment Report appended to the Notification of Commitment Adjustment. Notably, the report cites "information obtained" during the course of its investigation which indicated that Achieve "has a partnership with USDLA and solicits donations of behalf of USDLA." The District is not in possession of any such information. Both Anne Thompson, who was the Technology Coordinator/director for the District at the time that Achieve first began to provide services to the District, and her successor, Dan Vigeant, in affidavits appended to this appeal, attest to the fact that no one from either Achieve or USDLA ever suggested a partnership or relationship between USDLA and Achieve. To the extent that such a relationship existed or exists today, it is one of which the District was never made aware.

D) **Achieve Never Suggested that Its Services Would Be at No Cost to the District.**

Achieve never represented, or even suggested, that its services would be provided to the District at no cost.

(i) ***Achieve Did Not Indicate in its Bid that Its Services would be at No Cost to the District.***

Nowhere in its bid form does Achieve offer any indication or suggestion that its services would be provided to the District at no cost. In fact, Section 4.2 of Achieve's bid form, captioned "Technology Overview" states in part that "Schools and Libraries are eligible for funding