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DOCKET FILE COPY ORIGINAL

Jean L. Kiddoo  
Brett P. Ferenchak  
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brett.ferenchak@bingham.com

August 23, 2010

Via Overnight Delivery

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

Re: **In the Matter of the Joint Application of SE Acquisitions, LLC ("Assignee"),  
and SouthEast Telephone, Inc. ("Assignor") for Grant of Authority to  
Complete an Assignment of Assets, Customers and International Section 214  
Authorization**

Dear Ms. Dortch:

On behalf of SE Acquisitions, LLC and SouthEast Telephone, Inc. (debtor-in-possession) (together, the "Applicants"), enclosed for filing is an original and six (6) copies of an Application for Grant of Authority to Complete an Assignment of Assets, Customers and International Section 214 Authorization of SouthEast Telephone, Inc. to SE Acquisitions, LLC. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 assignment application and international section 214 assignment application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously filing the Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for SE Acquisitions, LLC

Boston  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
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A/73481343.1

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3040-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979091</b>	SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Lightyear Network Solutions, LLC</b>	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>c/o Bingham McCutchen LLP</b>		
(5) STREET ADDRESS LINE NO. 2 <b>2020 K Street, NW</b>		
(6) CITY <b>Washington</b>	(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006-1806</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-373-6000</b>	(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) <b>0010-0451-28</b>	(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(13) APPLICANT NAME <b>SE Acquisitions, LLC</b>		
(14) STREET ADDRESS LINE NO. 1 <b>1901 Eastpoint Parkway</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Louisville</b>	(17) STATE <b>KY</b>	(18) ZIP CODE <b>40223-4145</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(502) 253-1508</b>	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0020-0857-75</b>	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>
(26A) FEE DUE FOR (PTC) <b>\$1,015.00</b>	(27A) TOTAL FEE <b>\$1,015.00</b>	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
SECTION D - CERTIFICATION		
CERTIFICATION STATEMENT <b>J.M. Renee Britt</b> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.		
SIGNATURE <i>J.M. Renee Britt</i>	DATE <b>8/23/2010</b>	
SECTION E - CREDIT CARD		
MASTER CARD		

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> FORM 159-C  Page No <b>2</b> of <b>2</b>		SPECIAL USE
		FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT <b>SECTION BB - ADDITIONAL APPLICANT INFORMATION</b>		
(13) APPLICANT NAME <b>SouthEast Telephone, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>106 Scott Avenue</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Pikeville</b>	(17) STATE <b>KY</b>	(18) ZIP CODE <b>41501</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(606) 432-3000</b>	(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0020-1401-17</b>	(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
SE Acquisitions, LLC, Assignee	)	
and	)	WC Docket No. 10-_____
SouthEast Telephone, Inc., Assignor,	)	IB File No. ITC-ASG-2010_____
For Grant of Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as amended, and Sections 63.04 and 63.24 of the	)	
Commission's Rules to Complete the	)	
Assignment of the Assets, Customers and	)	
International Section 214 Authorization of	)	
SouthEast Telephone, Inc. to SE Acquisitions, LLC	)	

**JOINT APPLICATION**

SE Acquisitions, LLC ("SEA" or "Assignee") and SouthEast Telephone, Inc. (debtor-in-possession) ("SouthEast" or "Assignor") (collectively, "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Commission approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby SouthEast will transfer substantially all of its assets, including its customers and International 214 Authorization, to SEA. As a result of the transaction, SouthEast's customers will be transferred to SEA, which will become the service provider for those customers. As described below, the proposed transaction will be virtually transparent to customers of SouthEast in terms of the services that those customers receive and the rates and terms of those services.

In support of this Application, Applicants provide the following information:

## **I. REQUEST FOR STREAMLINED PROCESSING**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Assignee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Assignee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. SE Acquisitions, LLC**

SE Acquisitions, LLC is a Kentucky limited liability company with principal offices located at 1901 Eastpoint Parkway, Louisville, Kentucky 40223-4145. SEA is a wholly-owned direct subsidiary of Lightyear Network Solutions, Inc. ("LYNS"), a publicly held (OTCBB: LYNS) Nevada corporation whose principal business is telecommunications. SEA was formed in order to acquire and operate the assets of SouthEast. Following completion of the transaction,

SEA will operate under the name "SouthEast Telephone" in order to minimize customer confusion.

LY Holdings, LLC, a Kentucky limited liability company, directly owns 66% of LYNS. No other person or entity directly owns 10% or more of LYNS. LYNS wholly owns Lightyear Network Solutions, LLC ("Lightyear" and together with SEA, the "Company"), a Kentucky limited liability company. Lightyear holds domestic and international Section 214 authorizations from the FCC and is authorized to provide local exchange telecommunications services in 44 states and long distance telecommunications services in 49 states.

**B. SouthEast Telephone, Inc.**

SouthEast Telephone, Inc. is a Kentucky corporation with a principal business address of 106 Scott Avenue, Pikeville, Kentucky 41501. SouthEast offers local telephone service, long distance, Internet and paging products for residential and business customers throughout underserved rural areas of Kentucky. SouthEast holds domestic and international Section 214 authorizations from the FCC and is authorized to provide local exchange and interexchange telecommunications services in Kentucky.

On September 28, 2009, SouthEast filed a voluntary petition for relief under Chapter 11 of Title 11, U.S.C. §§ 101 et seq., as amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Eastern District of Kentucky, Pikeville Division (the "Bankruptcy Court") Case No. 09-70731-wsh. As a debtor and debtor-in-possession, SouthEast continues to operate its business and provide telecommunications services to its customers.

**III. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Asset Purchase Agreement dated as of June 28, 2010, by and among SouthEast, LYNS and SEA, SEA will purchase substantially all of the assets of SouthEast, including SouthEast's telecommunications equipment and customer accounts (the "Transac-

tion”). The Bankruptcy court issued a Sale Order approving the Transaction on August 16, 2010. The Sale Order anticipates that closing will occur on or about October 1, 2010.

In the interest of assuring seamless and uninterrupted service, all of the assigned customers will continue to receive service from SEA under the same rates, terms and conditions of services as were previously provided by SouthEast. There will be no interruption or disruption of service to customers and the assignment of SouthEast’s assets to SEA will be seamless to customers. Future changes in the rates, terms and conditions of service to SouthEast’s customers, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements as well as the customers’ contracts, if any.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

Applicants respectively submit that the proposed Transaction serves the public interest. As a result of the Transaction, SEA will obtain facilities which will expand the reach of the Company’s network, and customers which will increase the Company’s market density thereby making the Company an even more robust competitor in all of its markets. Further, SEA’s operations are overseen by the Company’s well-qualified management team with substantial telecommunications experience and technical expertise. In addition, the proposed Transaction is structured to assure an orderly transition of customers from SouthEast to SEA. In accordance with the terms of their service contracts and the rules and procedures of the Commission and states, customers will be properly notified of the proposed transaction and the change in their telecommunications provider from SouthEast to SEA. SEA will separately be filing a certification that it will comply with the Commission’s procedures set forth in Section 64.1120(e) of the Commission’s Rules regarding the acquisition of customers, along with the sample customer notification letters.

V. **INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Assignee

SE Acquisitions, LLC  
1901 Eastpoint Parkway  
Louisville, KY 40223-4145  
502-253-1508

**FRN: 0020085775**

Assignor:

SouthEast Telephone, Inc.  
106 Scott Ave.  
Pikeville, KY 41501  
606-432-3000

**FRN: 0020140117<sup>1</sup>**

**(b) Jurisdiction of Organizations:**

Assignee: SEA is a limited liability company formed under the laws of the Commonwealth of Kentucky.

Assignor: SouthEast is a corporation formed under the laws of the Commonwealth of Kentucky.

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<sup>1</sup> This is the FRN for Southeast as debtor-in-possession, which FRN is being used solely for the purposes of the required notices of its bankruptcy filed on August 20, 2010 and this Application. For all other purposes, Southeast continues to use 0003758752 as its FRN.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

**For Assignee:**

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
202-373-6697 (Tel)  
202-373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

**With copies to:**

John J. Greive  
General Counsel  
Lightyear Network Solutions, Inc.  
1901 Eastpoint Parkway  
Louisville, KY 40223  
502-244-6666 Ext. 1248 (Tel)  
502-515-4138 (Fax)  
John.Greive@Lightyear.net

**For Assignor:**

Carla Reichlederfer, President  
SouthEast Telephone, Inc.  
106 Scott Ave.  
Pikeville, KY 41501 1001  
606-432-3000 (Tel)  
606-433-4402 (Fax)  
carla.reichelderfer@setel.com

**(d) Section 214 Authorizations**

**Assignee:** SEA is authorized to provide interstate telecommunications services pursuant to blanket domestic Section 214 authority. 47 C.F.R. § 63.01. SEA does not currently hold an international Section 214 authorization. Assignor's international Section 214 authorization will be assigned to SEA as part of the Transaction.

**Assignor:** SouthEast is authorized to provide interstate telecommunications services pursuant to blanket domestic Section 214 authority. 47 C.F.R. § 63.01. SouthEast holds international Section 214 authority to provide global resale service granted in IB File No. ITC-214-19960925-00466(Old File No. ITC-96-531) (November 8, 1996).

**(h) (Answer to Questions 11 & 12)** The following entities hold, directly or indirectly a 10% or greater interest<sup>2</sup> in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:<sup>3</sup>

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<sup>2</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Ownership of Assignee:

- (1) The following entity has a 10% or greater direct interest in **SE Acquisitions, LLC:**

Name: Lightyear Network Solutions, Inc. ("LYNS")  
Address: 1901 Eastpoint Parkway  
Louisville, KY 40223  
Ownership Interest: 100% (directly in SEA)  
Citizenship: U.S.  
Principal Business: Holding Company

- (2) The following entity has a 10% or greater direct interest in **Lightyear Network Solutions, Inc.:**

Name: LY Holdings, LLC ("LYH")  
Address: 1901 Eastpoint Parkway  
Louisville, KY 40223  
Ownership Interest: Approx. 66% (directly in LNS and indirectly in SEA through LYNS)  
Citizenship: U.S.  
Principal Business: Holding Company

- (3) The following entities has a 10% or greater direct or indirect interest in **LY Holdings, LLC:**

Name: LANJK, LLC  
Address: 1901 Eastpoint Parkway  
Louisville, KY 40223  
Ownership Interest: 50% (directly in LYH and 34.5% indirectly in SEA through LYNS and LYH)  
Citizenship: U.S.  
Principal Business: Telecommunications

LANJK, LLC is wholly owned by Judith Henderson and managed by J. Sherman Henderson, III, both U.S. citizens who can be contacted at the same address.

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<sup>3</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Name: SullivanLY, LLC  
Address: 3717 W. North "B" Street  
Tampa, FL 33609  
Ownership Interest: 30% (directly in LYH and 20.7% indirectly in SEA through LNS  
and LYH)  
Citizenship: U.S  
Principal Business: Investment

SullivanLY, LLC is wholly owned and managed by Chris Sullivan, a U.S. citizen who can be contacted at the same address.

No other entity holds a 10% or greater direct or indirect interest in SEA. The Parties do not have any interlocking directorates with a foreign carrier.

Ownership of Assignor:

- (1) The following entities hold a ten percent (10%) or greater direct or indirect interest in **SouthEast Telephone, Inc.:**

Name: CAVU Holding, Inc. ("CAVU")  
Address: PO Box 1001  
Pikeville, KY 41502  
Ownership Interest: 34.1%  
Citizenship: U.S.  
Principal Business: Holding Company

- (2) The following persons have a 10% or greater direct or indirect interest in **CAVU Holding, LLC:**

Name: Darrell Maynard  
Address: 106 Power Drive  
Pikeville, KY 41501  
Ownership Interest: 50% (directly in CAVU)  
Citizenship: U.S  
Principal Business: Individual

Name: Alex Dade  
Address: 584 Bradley Road  
Bay Village, OH 44140  
Ownership Interest: 50% (directly in CAVU)  
Citizenship: U.S  
Principal Business: Individual

No other entity owns or controls more than 10% directly or indirectly of Applicants and Applicants do not have any interlocking directorates with a foreign carrier.

For the Commission's convenience, attached as Exhibit A are current corporate ownership charts for Applicants.

(i) **(Answer to Question 14)** Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

(j) **(Answer to Question 15)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is, or is affiliated with, any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

V. **INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) SouthEast provides local exchange and long distance telecommunications services, as well as Internet and paging products in Kentucky.

(ii) SEA does not currently provide telecommunications services in any state, but will begin providing telecommunications services in Kentucky upon completion of the Transaction.

(iii) LYNS does not provide telecommunications services in any state. However, as stated above, LYNS wholly owns Lightyear, which is authorized to provide telecommunications services in all states except for Alaska. In those states, Lightyear is authorized to provide both competitive local and long distance telecommunications services in all of them except for Arizona, Connecticut, Delaware, South Dakota, Virginia and Wyoming where only long distance telecommunication services are offered. All of the services provided by Lightyear are competitive in nature and neither Lightyear nor any affiliated company holds a dominant position in any market.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Assignee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Assignee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) SouthEast does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this transaction.

(a)(10) Since September 28, 2009, SouthEast has been operating under the protection of the Bankruptcy Court. The Bankruptcy Court issued a Sale Order approving the Transaction on August 16, 2010, and it is important that Commission approval be obtained promptly to assure that the sale can be completed as promptly as possible. The Sale Order anticipates that closing will occur on or about October 1, 2010. Accordingly, Applicants request that the Commission promptly commence its examination of the transaction and issue its public notice so that it can be in a position to approve the transaction as soon as possible.

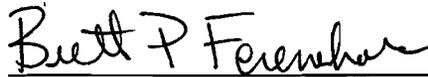
(a)(11) Not applicable.

(a)(12) A description of the Public Interest Considerations is provided in **Section IV**, above.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the assignment of substantially all of the assets, including customer accounts, of SouthEast Telephone, Inc. to SE Acquisitions, LLC.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak  
**BINGHAM MCCUTCHEN LLP**  
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202-373-6000 (Tel)  
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jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

Counsel for SE Acquisitions, LLC

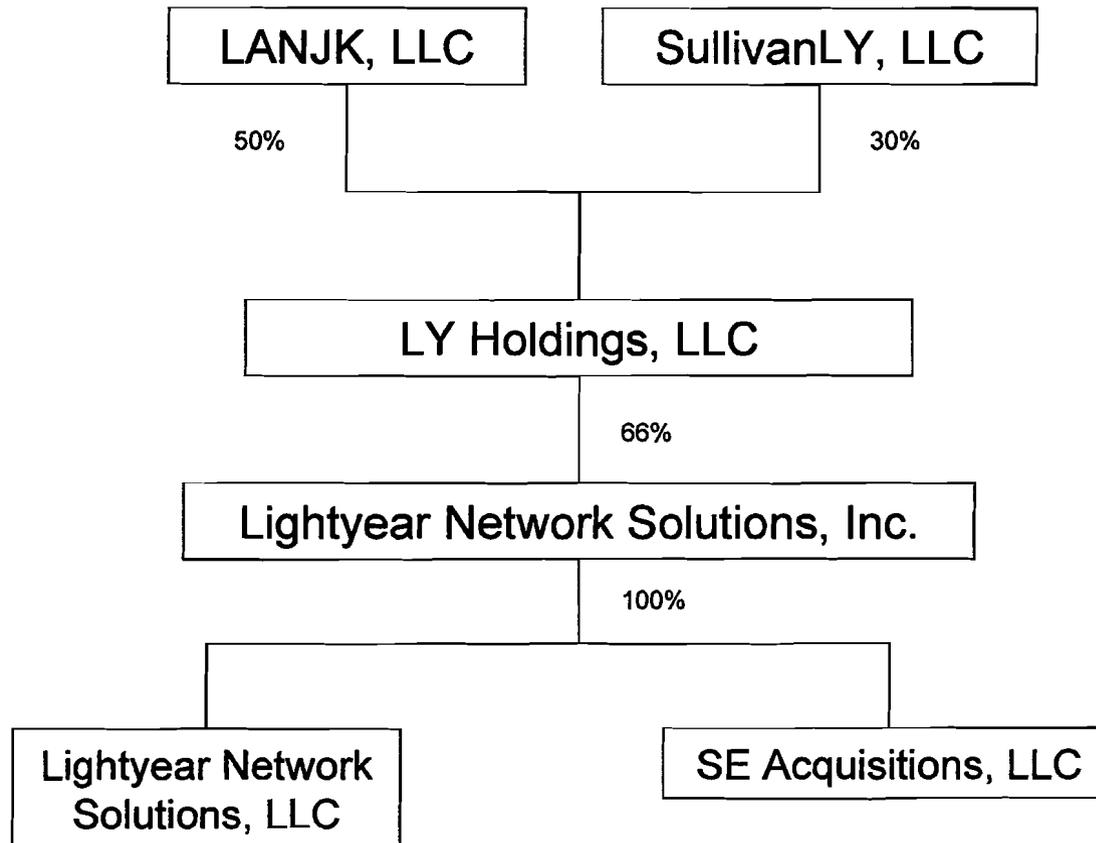
Carla Reichlederfer, President  
SouthEast Telephone, Inc.  
106 Scott Ave.  
Pikeville, KY 41501 1001  
606-432-3000 (Tel)  
606-433-4402 (Fax)  
carla.reichelderfer@setel.com

Dated: August 23, 2010

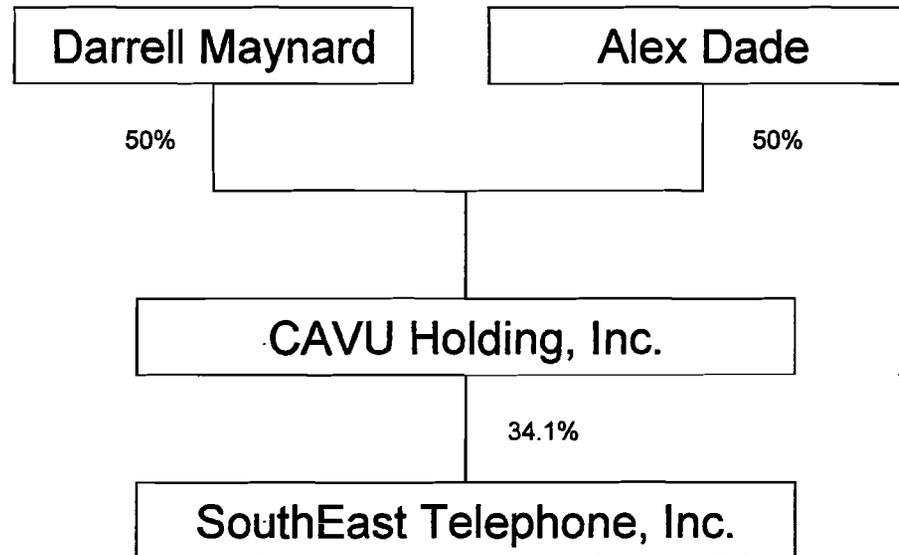
**EXHIBIT A**

**Corporate Ownership Charts**

## SE Acquisitions, LLC Corporate Ownership Chart



## SouthEast Telephone, Inc. Corporate Ownership Chart



## Verifications

## VERIFICATION

I, Carla Reichlederfer, state that I am the President of SouthEast Telephone, Inc. (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

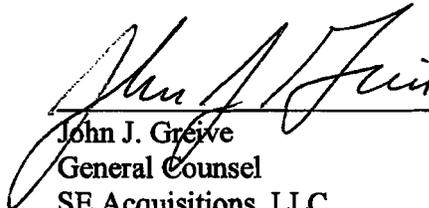
I declare under penalty of perjury that the foregoing is true and correct. Executed this 18<sup>th</sup> day of August, 2010.

  
\_\_\_\_\_  
Carla Reichlederfer  
President  
SouthEast Telephone, Inc.

**VERIFICATION**

I, John J. Greive, state that I am the General Counsel of SE Acquisitions, LLC and Lightyear Network Solutions, Inc. (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20th day of August, 2010.

  
\_\_\_\_\_  
John J. Greive  
General Counsel  
SE Acquisitions, LLC  
Lightyear Network Solutions, Inc.