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March 12, 2012

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VIA ECFS

Trent Harkrader
Chief, Telecommunications Access Policy Division
Wireline Competition Bureau
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

**Re: Supplement to Trillion Partners, Inc.'s Appeals of Decisions Regarding
Widefield School District 3 (CC Docket No. 02-6)**

Dear Mr. Harkrader:

On behalf of Trillion Partners, Inc. ("Trillion"), enclosed please find a Supplement to Trillion's appeals filed with the Commission on March 11, 2011 regarding applications filed by Widefield School District 3 ("Widefield") for funding years 2008 and 2009. Specifically, Trillion seeks to supplement its March 11, 2011 appeals to include the denial of Widefield's application for funding year 2010, Form 471 Application Number 766988, Funding Request Number 2073650.

Should you have any questions or concerns, please contact the undersigned.

Respectfully submitted,

/s/ Edgar Class

Edgar Class

Counsel to Byron Smyl, Court Appointed Receiver, Trillion Partners, Inc.

Enclosures

cc: Gina Spade
Anita Patankar-Stoll

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

In the Matter of)	
)	
Requests for Review of)	
Decisions of the)	
Universal Service Administrator by)	
)	
Trillion Partners, Inc.)	
Austin, Texas)	
)	
Widefield School District 3)	CC Docket No. 02-6
Form 471 Application Number: 766988)	
Funding Request Number: 2073650)	
Funding Year 2010)	
)	

**SUPPLEMENT TO TRILLION PARTNERS, INC.’S
APPEALS RE WIDEFIELD SCHOOL DISTRICT 3**

Trillion Partners, Inc. (hereinafter “Trillion”), through counsel, hereby supplements its March 11, 2011 appeals of decisions by the Universal Service Administrative Company (“USAC”) denying E-Rate applications filed by Widefield School District 3 (“Widefield”) for funding years 2008 and 2009 to include the denial of Widefield’s application for funding year 2010, Form 471 Application Number 766988, Funding Request Number (“FRN”) 2073650.

I. Background

On January 12, 2011, USAC denied Widefield’s application for funding year 2009, Form 471 Number 694957, FRN 1910067 (Exhibit A).¹ On January 19, 2011,

¹ Funding Commitment Decision Letter from USAC, Schools and Libraries Division, to Virginia Bryant, Trillion Partners, Inc. (dated Jan. 12, 2011) (regarding FY2009 Form 471 Application Number 694957, FRN 1910067).

USAC denied Widefield's application for funding year 2010, Form 471 Application Number 766988, FRN 2073650 (Exhibit B).² On February 4, 2011, USAC issued a Notification of Commitment Adjustment Letter rescinding committed funds for Widefield's application for funding year 2008, Form 471 Number 635812, FRN 1759846 (Exhibit C).³ On March 11, 2011, Trillion filed with the Commission two appeals, one for the FY2008 application (Exhibit D)⁴ and one for the FY2009 application (Exhibit E).⁵ Due to an administrative oversight, Trillion neglected to file an appeal for the FY2010 application.⁶ Therefore, Trillion hereby supplements its March 11, 2011 appeals to include the FY2010 application in its appeals.

II. Denial of Widefield's FY2010 Application

USAC's January 19, 2011 Funding Commitment Decision Letter ("FCDL") denying funding for the FY2010 Application states the following:

This FRN will be denied because you did not conduct a fair and open competitive bidding process. The documentation provided by you and/or

² Funding Commitment Decision Letter from USAC, Schools and Libraries Division, to Virginia Bryant, Trillion Partners, Inc. (dated Jan. 19, 2011) (regarding FY2010 Form 471 Application Number 766988, FRN 2073650).

³ Notification of Commitment Adjustment Letter from USAC, Schools and Libraries Division, to Kent Tamsen, Widefield School District 3 (dated Feb. 4, 2011) (regarding FY2008 Form 471 Application Number 635812, FRN 1759846).

⁴ Letter from Trillion Partners, Inc. to the Federal Communications Commission (dated March 11, 2011) (regarding FY2008 application).

⁵ Letter from Trillion Partners, Inc. to the Federal Communications Commission (dated March 11, 2011) (regarding FY2009 application).

⁶ Prior to the filing of Trillion's appeals for the FY2008 and FY2009 applications, Trillion and many of its customers had received numerous denials of applications for E-Rate funding. A review of the Commission's records in CC Docket No. 02-6 reveals that between June 2010 and April 2011, Trillion filed *hundreds* of appeals of USAC decisions, many of which raised the same or similar concerns. It was Trillion's intent to appeal all of the denials received. To that end, and with limited resources, Trillion reviewed thousands of documents relating to the denials and worked quickly to prepare and file appeals within the time frame required by the Commission's rules. Due to the scale and scope of this effort, as well as the limited timeframe within which it had to be completed, Trillion neglected to file an appeal for Widefield's FY2010 application.

the service provider indicates that the school district engaged in numerous meetings, e-mail discussions, and/or verbal discussions with Trillion employees prior to the posting of the Form 470 and throughout the competitive bidding process which tainted the competitive bidding process. Trillion was consulted and/or offered details about services and products you were requesting on your FCC Form 470 and/or Request for Proposal (RFP). The competitive bidding process was influenced by Trillion when they assisted you in developing your services specifications for your FCC Form 470/or RFP. You failed to conduct a fair and open competitive bidding process free from conflicts of interest.

The FCDL does not specify the facts upon which USAC relied in its decision.

Therefore, Trillion can only assume USAC's decision was based on allegations raised in a USAC intent to deny letter dated June 4, 2010 (hereinafter, the "Intent to Deny Letter"), attached hereto as Exhibit F, in which USAC said:

The vendor evaluation was performed prior to the required 28 day waiting period computed from the date of the posting of the Form 470 (285960000661894) to the USAC website. Widefield SD3 Form 470 was posted on January 9, 2008 and released its RFP for Wireless Wide Area Network and VOIP the same day. The Allowable Contract Date and RFP due date were both on February 6, 2008. On January 30, 2008, Mr. Tamsen sent an email to Mr. Gaessler asking follow up questions to Trillion Partner's proposal. The email indicates that Mr. Tamsen has begin review of the original proposal and has questions about pricing, existing contract, cost increases, and VOIP. (see enclosed email subject: Trillion Proposal to Widefield Schools). Mr. Tamsen sent additional questions on January 31, 2008 asking Trillion Partners to submit pricing based on the RFP request. Trillion Partner's proposal is not responsive to Widefield's RFP. (see enclosed email subject: RFP Follow-up Request). In order to ensure a fair competitive bidding process, the Form 470 and RFP must be posted for 28 days before selecting a service provider to include the vendor evaluation. Widefield begin reviewing Trillion's Partner's bid prior to the Allowable Contract Date.⁷

As demonstrated below, the communications referenced in the Intent to Deny Letter did not result in an unfair competitive bidding process or in a violation of the Commission's rules.

⁷ Letter from Gaurangi Shah, Program Integrity Assurance, USAC, Schools and Libraries Division, to Kent Tamsen, Widefield School District 3 (dated June 4, 2010) (indicating USAC's review of Funding Years 2008, 2009 and 2010, Funding Request Number (FRNs) 1759846, 1910067 and 2073650).

III. The Commission’s rules do not require that E-Rate applicants wait until the conclusion of the 28-day waiting period before they can start evaluating the proposals they receive.

The Intent to Deny Letter says that “The vendor *evaluation* was performed prior to the required 28 day waiting period computed from the date of the posting of the Form 470 (285960000661894) to the USAC website” and that “Widefield begin *reviewing* Trillion’s Partner’s bid prior to the Allowable Contract Date” (emphasis added).

However, this is not the standard established by the Commission. The Commission’s rules provide that an applicant must wait “at least four weeks from the date on which its description of services is posted on the Administrator’s website before making *commitments* with the selected providers of services.”⁸ Therefore, Widefield was not prohibited from evaluating or reviewing Trillion’s or any other potential vendor’s proposal until after conclusion of the 28-day waiting period. In this case, the contract was not awarded until after conclusion of the 28-day period and the fact that Widefield initiated its review and evaluation of Trillion’s proposal during the 28-day period is acceptable under the rules. Thus, the Intent to Deny Letter seeks to impose a requirement that is contrary to the Commission’s rules. Therefore, USAC erred when it concluded that Widefield violated the Commission’s rules because Widefield evaluated Trillion’s proposal prior to the 28-day waiting period.

IV. The email communications between Trillion and Widefield did not constitute a violation of the Commission’s rules.

The Intent to Deny Letter takes issue with an email dated January 30, 2008 sent by Widefield’s then Director of Technology, Kent Tamsen, to a Trillion employee asking follow up questions to Trillion’s proposal. Copy of this email is attached as Exhibit G.

⁸ 47 C.F.R. § 54.504(b)(4) (emphasis added).

Specifically, the Intent to Deny Letter states that the January 30 email “indicates that Mr. Tamsen has begin (*sic*) review of the original proposal and has questions about pricing, existing contract, cost increases, and VOIP.” A review of this email demonstrates that Widefield asked for: (1) a description for each of the pricing options listed in Trillion’s proposal; (2) an explanation of the “buy-out” provision in Widefield’s then existing contract with Trillion; (3) a price comparison of the prices for the WAN services that Widefield was then receiving from Trillion and the prices included in Trillion’s proposal; and (4) with respect to the VoIP system, whether there was a phase-in option available for furnishing such services to Widefield’s various locations as well as a pricing information and a description of the VoIP handsets.

By submitting the above-referenced inquiries to Trillion, Widefield was attempting to obtain clarification on the information contained in Trillion’s proposal to allow Widefield to make an informed decision on Trillion’s proposal. There is no Commission rule that prohibits an E-Rate applicant from seeking clarification or additional information from a prospective vendor regarding the vendor’s proposal. In fact, applicants are encouraged to “do their homework” to determine which products and services are needed to implement their technology plan.⁹ Therefore, USAC erred when it concluded that Widefield violated the Commission’s rules because Widefield asked Trillion to clarify certain aspects of its proposal.

The Intent to Deny Letter also takes issue with an email dated January 31, 2008 sent by Mr. Tamsen to a Trillion employee asking Trillion to “submit pricing based on

⁹ *Request for Review of the Decision of the Universal Service Administrator by Ysleta Independent School District, El Paso, Texas, et al*, FCC 03-313, Order, 18 FCC Rcd 26406, 26423 (2003) (“*Ysleta*”).

the RFP request.” This email, attached as Exhibit H, indicates that Mr. Tamsen indicated the following:

Your WAN design incorporated a 100mbs/50mbs transmission rate. This certainly exceeds the RFP's minimum specifications. However, to assist WSD3 in the evaluation process, we are asking you to provide pricing based on a 100mbs/25mbs transmission rate design as specified as a minimum specification in our RFP. This will allow us to better evaluate your response.¹⁰

This email indicates that Widefield was merely attempting to obtain more precise pricing information to allow Widefield to “better evaluate” Trillion’s proposal. Nothing in the Commission’s rules prohibit an applicant from obtaining clarification regarding a potential vendor’s proposal. In fact, it was incumbent upon Widefield to ensure that it understood Trillion’s proposed pricing structure, as the Commission’s own rules require that price be the primary factor in selecting a bid.¹¹ Given this requirement, it was appropriate for Widefield to seek clarification from Trillion regarding the prices in its proposal. Trillion is at a loss as to how USAC misconstrued Widefield’s due diligence efforts to conclude that those efforts resulted in a competitive bidding process that was not fair and open.

V. Widefield’s attendance at the VTEC Conference did not violate the Commission’s rules.

With respect to Widefield’s application for funding year 2009 (Form 471 Number 694957, FRN 1910067), the Intent to Deny Letter says that this funding request will be denied because “you [Widefield] were offered and accepted travel, accommodations and

¹⁰ See Exhibit H.

¹¹ Specifically, the rules provide that “In determining which service offering is the most cost-effective, entities may consider relevant factors other than the pre-discount prices submitted by providers but price should be the primary factor considered.” 47 C.F.R. § 54.511(a).

a golf shirt to the Visionaries in Technology Education Council (VTEC) held on June 24 – 25, 2008 from Trillion Partners” and that “This trip shows that you engaged in non-competitive bidding practices in violation of program rules.” As Trillion explained to the Commission in a letter dated October 11, 2011 (Exhibit I), the VTEC conference was an annual 2-day conference for existing customers with the purpose of bringing together a group of “visionaries” in the use of educational technology and to allow those visionaries to have a free form exchange of information.¹² The majority of the technologies discussed at the VTEC conference were not E-Rate eligible technologies and there were no sales pitches or proposals made. At the time that Widefield attended the VTEC conference in June 2008, Widefield was an existing customer.

At the VTEC conference, working dinners were provided for attendees at which the customers had an opportunity to network and discuss the application of the day’s topics, and the expenses for these dinners complied with all applicable state and local procurement laws and regulations. In addition, Trillion’s policy at the time was to ask the school district prior to the school district employee traveling if the payment for expenditures for this conference were allowable under their state law and district policy. Finally, it is instructive that, in the *Dimmitt Order*, which addressed attendance by the employee of another E-Rate applicant to the VTEC conference held in July 2006, the Commission found that attendance at the conference did not compromise the competitive bidding process because “the conference was designed to gather current Trillion customers to discuss technology issues for the benefit of their schools; it did not include

¹² Letter from Kevin R. Bethke, Chief Operating Officer, Trillion Partners, Inc. to Marlene H. Dortch, Secretary, Federal Communications Commission, CC Docket No. 02-6 (dated October 11, 2011).

leisure activities for the individual attendees that were not business related.”¹³ Trillion submits the *Dimmitt Order* is controlling precedent here.

VI. Conclusion

The communications referenced in the Intent to Deny Letter did not result in an unfair competitive bidding process or in a violation of the Commission’s rules. Widefield was merely doing its due diligence when it asked Trillion for clarification regarding certain aspects of its proposal, including pricing information. Contrary to USAC’s claim, the fact that Widefield initiated its review of Trillion’s proposal prior to the closing of the 28-day waiting period is not a violation of the Commission’s rules. Furthermore, Widefield’s attendance at the VTEC Conference did not violate the Commission’s rules, a conclusion that is consistent with the Commission’s own findings in the *Dimmitt Order*. Thus, USAC erred when it denied Widefield’s application for funding year 2010, Form 471 Application Number 766988, FRN 2073650 and USAC’s determination should be reversed. As USAC’s concerns with the 2010 application are apparently the same as with the 2008 and 2009 applications, USAC’s rescission of the funding commitment for funding year 2008 and the denial of the 2009 application should also be reversed.

¹³ *Requests for Review of Decisions of the Universal Service Administrator by Dimmitt Independent School District, et al.*, DA 11-1854, Order, 26 FCC Rcd 15581, ¶13 (Telecommunications Access Policy Division, rel. Nov. 4, 2011) (“*Dimmitt Order*”).

Respectfully submitted,

**BYRON SMYL
RECEIVER, TRILLION PARTNERS, INC.**

By: */s/ Henry M. Rivera* _____

Henry M. Rivera
Edgar Class
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
Tel: (202) 719-7000

Its Attorneys

Dated: March 12, 2012

Exhibit A

Funding Commitment Decision Letter dated January 12, 2011
denying Widefield School District 3's application for funding year
FY2009



Universal Service Administrative Company

Schools and Libraries Division

FUNDING COMMITMENT DECISION LETTER
(Funding Year 2009: 07/01/2009 - 06/30/2010)

January 12, 2011

Virginia Bryant
Trillion Partners, Inc
9208 Waterford Center Blvd.
Suite 150
Austin, TX 78758

Re: Service Provider Name: Trillion Partners, Inc
Service Provider Identification Number: 143025872

Thank you for participating in the Schools and Libraries Program (Program) for Funding Year 2009. This letter is your notification of our decision(s) regarding application funding requests that listed your company's Service Provider Identification Number (SPIN).

NEXT STEPS

- File Form 498, Service Provider Information Form, if appropriate
- File Form 473, Service Provider Annual Certification Form (SPAC), for the above Funding Year
- Work with your customer to provide appropriate invoicing to USAC: Service Provider Invoice (Form 474) or Billed Entity Applicant Reimbursement (Form 472)

Please refer to the Funding Commitment Report(s) (Report) following this letter for specific funding request decisions and explanations. Each Report contains detailed information extracted from the applicant's Form 471. A guide that provides a definition for each line of the Report is available in the Reference Area of our website.

Once you have reviewed this letter, we urge you to contact your customers to establish any necessary arrangements regarding start of services, billing of discounts, and any other administrative details for implementation of discount services. As a reminder, only eligible services delivered in accordance with Federal Communications Commission (FCC) rules are eligible for these discounts.

TO APPEAL THIS DECISION:

You have the option of filing an appeal with the SLD or directly with the FCC.

If you wish to appeal a decision in this letter to USAC, your appeal must be received by USAC or postmarked within 60 days of the date of this letter. Failure to meet this requirement will result in automatic dismissal of your appeal. In your letter of appeal:

1. Include the name, address, telephone number, fax number, and (if available) email address for the person who can most readily discuss this appeal with us.
2. State outright that your letter is an appeal. Include the following to identify the decision letter and the decision you are appealing:
 - Appellant name,
 - Applicant or service provider name, if different from appellant,
 - Applicant Billed Entity Number (BEN) and Service Provider Identification Number (SPIN),
 - Form 471 Application Number as assigned by USAC,
 - "Funding Commitment Decision Letter for Funding Year 2009," AND
 - The exact text or the decision that you are appealing.

Schools and Libraries Division - Correspondence Unit
30 Lanidex Plaza West, PO Box 685, Parsippany, NJ 07054-0685
Visit us online at: www.usac.org/sl

FUNDING COMMITMENT REPORT
Service Provider Name: Trillion Partners, Inc
SPIN: 143025872
Funding Year: 2009

Name of Billed Entity: WIDEFIELD SCHOOL DISTRICT 3
Billed Entity Address: 1820 MAIN STREET
Billed Entity City: COLORADO SPGS
Billed Entity State: CO
Billed Entity Zip Code: 80911-1152
Billed Entity Number: 142316
Contact Person's Name: Kent Tamsen
Preferred Mode of Contact: EMAIL
Contact Information: tamsenk@wsd3.k12.co.us
Form 471 Application Number: 694957
Funding Request Number: 1910067
Funding Status: Not Funded
Category of Service: Telecommunications Service
Form 470 Application Number: 285960000661894
Contract Number: SA-101507-000840
Billing Account Number: N/A
Service Start Date: 07/01/2009
Contract Expiration Date: 06/30/2013
Number of Months Recurring Service Provided in Funding Year: 12
Annual Pre-Discount Amount for Eligible Recurring Charges: \$294,840.00
Annual Pre-Discount Amount for Eligible Non-Recurring Charges: \$.00
Pre-Discount Amount: \$294,840.00

Applicant's Discount Percentage Approved by SLD: 49%
Funding Commitment Decision: \$.00 - Insufficient documentation
Funding Commitment Decision Explanation: DR1: Applicant has not provided sufficient documentation to determine the eligibility of this item. No documentation was provided for item item 21. <><><><><> DR2: The FRN will be denied because you did not conduct a fair and open competitive bidding process. The documentation provided by you and/or the service provider indicates that the school district engaged in numerous meetings, e-mail discussions, and/or verbal discussions with Trillion employees prior to the posting of the Form 470 and throughout the competitive bidding process which tainted the competitive bidding process. Trillion was consulted and/or offered details about services and products you were requesting on your FCC Form 470 and/or Request for Proposal (RFP). The competitive bidding process was influenced by Trillion when they assisted you in developing your services specifications for your FCC Form 470/or RFP. You failed to conduct a fair and open competitive bidding process free from conflicts of interest. <><><><><> DR3: This FRN is denied because the documents provided by you and/or your vendor indicated that there was not a fair and open competitive bid process free from conflicts of interest. The documentation provided by you and/or your service provider indicates that prior to/throughout your contractual relationship with the service provider listed on the FRN, that you were offered and accepted <gifts, meals, gratuities, entertainment> from the service provider, which resulted in a competitive process that was no longer fair and open and therefore funding is denied.

FCDL Date: 01/12/2011

Wave Number: 078

Last Allowable Date for Delivery and Installation for Non-Recurring Services: 09/30/2011

Exhibit B

Funding Commitment Decision Letter dated January 19, 2011
denying Widefield School District 3's application for funding year
FY2010



Universal Service Administrative Company

Schools and Libraries Division

FUNDING COMMITMENT DECISION LETTER
(Funding Year 2010: 07/01/2010 - 06/30/2011)

January 19, 2011

Virginia Bryant
Trillion Partners, Inc
9208 Waterford Center Blvd.
Suite 150
Austin, TX 78758

Re: Service Provider Name: Trillion Partners, Inc
Service Provider Identification Number: 143025872

Thank you for participating in the Schools and Libraries Program (Program) for Funding Year 2010. This letter is your notification of our decision(s) regarding application funding requests that listed your company's Service Provider Identification Number (SPIN).

NEXT STEPS

- File Form 498, Service Provider Information Form, if appropriate
- File Form 473, Service Provider Annual Certification Form (SPAC), for the above Funding Year
- Work with your customer to provide appropriate invoicing to USAC: Service Provider Invoice (Form 474) or Billed Entity Applicant Reimbursement (Form 472)

Please refer to the Funding Commitment Report(s) (Report) following this letter for specific funding request decisions and explanations. Each Report contains detailed information extracted from the applicant's Form 471. A guide that provides a definition for each line of the Report is available in the Reference Area of our website.

Once you have reviewed this letter, we urge you to contact your customers to establish any necessary arrangements regarding start of services, billing of discounts, and any other administrative details for implementation of discount services. As a reminder, only eligible services delivered in accordance with Federal Communications Commission (FCC) rules are eligible for these discounts.

TO APPEAL THIS DECISION:

You have the option of filing an appeal with the SLD or directly with the FCC.

If you wish to appeal a decision in this letter to USAC, your appeal must be received by USAC or postmarked within 60 days of the date of this letter. Failure to meet this requirement will result in automatic dismissal of your appeal. In your letter of appeal:

1. Include the name, address, telephone number, fax number, and (if available) email address for the person who can most readily discuss this appeal with us.
2. State outright that your letter is an appeal. Include the following to identify the decision letter and the decision you are appealing:
 - Appellant name,
 - Applicant or service provider name, if different from appellant,
 - Applicant Billed Entity Number (BEN) and Service Provider Identification Number (SPIN),
 - Form 471 Application Number as assigned by USAC,
 - "Funding Commitment Decision Letter for Funding Year 2010," AND
 - The exact text or the decision that you are appealing.

Schools and Libraries Division - Correspondence Unit
30 Lanidex Plaza West, PO Box 685, Parsippany, NJ 07054-0685
Visit us online at: www.usac.org/sl

FUNDING COMMITMENT REPORT
Service Provider Name: Trillion Partners, Inc
SPIN: 143025872
Funding Year: 2010

Name of Billed Entity: WIDEFIELD SCHOOL DISTRICT 3
Billed Entity Address: 1820 MAIN STREET
Billed Entity City: COLORADO SPGS
Billed Entity State: CO
Billed Entity Zip Code: 80911-1152
Billed Entity Number: 142316
Contact Person's Name: Kent Tamsen
Preferred Mode of Contact: EMAIL
Contact Information: tamsenk@wsd3.k12.co.us
Form 471 Application Number: 766988
Funding Request Number: 2073650
Funding Status: Not Funded
Category of Service: Telecommunications Service
Form 470 Application Number: 285960000661894
Contract Number: Trillion
Billing Account Number: 719-391-3000
Service Start Date: 07/01/2010
Contract Expiration Date: 07/27/2013
Number of Months Recurring Service Provided in Funding Year: 12
Annual Pre-Discount Amount for Eligible Recurring Charges: \$294,840.00
Annual Pre-Discount Amount for Eligible Non-Recurring Charges: \$.00
Pre-Discount Amount: \$294,840.00
Applicant's Discount Percentage Approved by SLD: 61%
Funding Commitment Decision: \$.00 - Insufficient documentation
Funding Commitment Decision Explanation: DR1: Applicant has not provided sufficient documentation to determine the eligibility of this item. No documentation was provided for item(s): item 21.<><><><><> DR2: The FRN will be denied because you did not conduct a fair and open competitive bidding process. The documentation provided by you and/or the service provider indicates that the school district engaged in numerous meetings, e-mail discussions, and/or verbal discussions with Trillion employees prior to the posting of the Form 470 and throughout the competitive bidding process which tainted the competitive bidding process. Trillion was consulted and/or offered details about services and products you were requesting on your FCC Form 470 and/or Request for Proposal (RFP). The competitive bidding process was influenced by Trillion when they assisted you in developing your services specifications for your FCC Form 470/or RFP. You failed to conduct a fair and open competitive bidding process free from conflicts of interest.

FCDL Date: 01/19/2011
Wave Number: 034
Last Allowable Date for Delivery and Installation for Non-Recurring Services: 09/30/2011

Exhibit C

Notification of Commitment Adjustment Letter dated February 4,
2011 rescinding committed funds for Widefield School District 3's
application for funding year 2008



Notification of Commitment Adjustment Letter

Funding Year 2008: July 1, 2008 - June 30, 2009

February 04, 2011

Kent Tamsen
WIDEFIELD SCHOOL DISTRICT 3
1820 MAIN STREET
COLORADO SPGS, CO 80911 1152

Re: Form 471 Application Number: 635812
Funding Year: 2008
Applicant's Form Identifier: WAN471 08-09
Billed Entity Number: 142316
FCC Registration Number: 0011631942
SPIN: 143025872
Service Provider Name: Trillion Partners, Inc

Service Provider Contact Person: Virginia Bryant

Our routine review of Schools and Libraries Program (Program) funding commitments has revealed certain applications where funds were committed in violation of Program rules.

In order to be sure that no funds are used in violation of Program rules, the Universal Service Administrative Company (USAC) must now adjust your overall funding commitment. The purpose of this letter is to make the required adjustments to your funding commitment, and to give you an opportunity to appeal this decision. USAC has determined the applicant is responsible for all or some of the violations. Therefore, the applicant is responsible to repay all or some of the funds disbursed in error (if any).

This is NOT a bill. If recovery of disbursed funds is required, the next step in the recovery process is for USAC to issue you a Demand Payment Letter. The balance of the debt will be due within 30 days of that letter. Failure to pay the debt within 30 days from the date of the Demand Payment Letter could result in interest, late payment fees, administrative charges and implementation of the "Red Light Rule." The FCC's Red Light Rule requires USAC to dismiss pending FCC Form 471 applications if the entity responsible for paying the outstanding debt has not paid the debt, or otherwise made satisfactory arrangements to pay the debt within 30 days of the notice provided by USAC. For more information on the Red Light Rule, please see "Red Light Frequently Asked Questions (FAQs)" posted on the FCC website at http://www.fcc.gov/debt_collection/faq.html.

TO APPEAL THIS DECISION:

You have the option of filing an appeal with USAC or directly with the Federal Communications Commission (FCC).

If you wish to appeal the Commitment Adjustment Decision indicated in this letter to USAC your appeal must be received or postmarked within 60 days of the date of this letter. Failure to meet this requirement will result in automatic dismissal of your appeal. In your letter of appeal:

1. Include the name, address, telephone number, fax number, and email address (if available) for the person who can most readily discuss this appeal with us.
2. State outright that your letter is an appeal. Identify the date of the Notification of Commitment Adjustment Letter and the Funding Request Number(s) (FRN) you are appealing. Your letter of appeal must include the
 - Billed Entity Name,
 - Form 471 Application Number,
 - Billed Entity Number, and
 - FCC Registration Number (FCC RN) from the top of your letter.
3. When explaining your appeal, copy the language or text from the Notification of Commitment Adjustment Letter that is the subject of your appeal to allow USAC to more readily understand your appeal and respond appropriately. Please keep your letter to the point, and provide documentation to support your appeal. Be sure to keep a copy of your entire appeal including any correspondence and documentation.
4. If you are an applicant, please provide a copy of your appeal to the service provider(s) affected by USAC's decision. If you are a service provider, please provide a copy of your appeal to the applicant(s) affected by USAC's decision.
5. Provide an authorized signature on your letter of appeal.

To submit your appeal to us on paper, send your appeal to:

Letter of Appeal
Schools and Libraries Division - Correspondence Unit
100 S. Jefferson Rd.
P. O. Box 902
Whippany, NJ 07981

For more information on submitting an appeal to USAC, please see the "Appeals Procedure" posted on our website.

If you wish to appeal a decision in this letter to the FCC, you should refer to CC Docket No. 02-6 on the first page of your appeal to the FCC. Your appeal must be received by the FCC or postmarked within 60 days of the date of this letter. Failure to meet this requirement will result in automatic dismissal of your appeal. We strongly recommend that you use the electronic filing options described in the "Appeals Procedure" posted on our website. If you are submitting your appeal via United States Postal Service, send to: FCC, Office of the Secretary, 445 12th Street SW, Washington, DC 20554.

Funding Commitment Adjustment Report for
Form 471 Application Number: 635812

Funding Request Number:	1759846
Services Ordered:	TELCOMM SERVICES
SPIN:	143025872
Service Provider Name:	Trillion Partners, Inc
Contract Number:	SA-101507-000840
Billing Account Number:	N/A
Site Identifier:	142316
Original Funding Commitment:	\$138,574.80
Commitment Adjustment Amount:	\$138,574.80
Adjusted Funding Commitment:	\$0.00
Funds Disbursed to Date	\$0.00
Funds to be Recovered from Applicant:	\$0.00

After a thorough investigation, it has been determined that this funding commitment must be rescinded in full. During the course of a review, documentation provided by you and/or your vendor indicated that there was not a fair and open competitive bid process free from conflicts of interest. The documents provided by you and/or the service provider indicated that you engaged in meetings, e-mail discussions, and/or verbal discussions with the Service Provider prior to the posting of the Form 470 and throughout the competitive bidding process which tainted the competitive bidding process. The Service Provider was consulted and/or offered details about services and products you were requesting on your FCC Form 470 and/or Request for Proposal (RFP). Therefore, the commitment has been rescinded in full and USAC will seek recovery of any disbursed funds from the applicant and service provider.

Exhibit D

Trillion Partner's, Inc. March 11, 2011 Appeal re
Widefield School District 3's application for funding year FY2008



**Trillion Partners, Inc.
9208 Waterford Centre Blvd., Suite 150
Austin, Texas 78758**

March 11, 2011

Federal Communications Commission *Delivered via ECFS & email*
Attention: Ms. Gina Spade, Deputy Division Chief
Ms. Erica Myers, Wireline Competition Bureau
Ms. Dana Bradford, Wireline Competition Bureau

Telecommunications Access Policy Division
445 12th Street SW
Washington, DC 20554

Re:

Appeal
School District: Widefield School District 3, Colorado Springs, CO
Funding Year: 2008
FRN Denied: 1759846
Form 471 Application Denied: 635812
Reason for Denial: Communications

Dear Gina, Erica and Dana:

On November 3, 2010, Trillion filed a Master Appeal Summary with the FCC on ECFS, as well as provided the Master Appeal Summary to you via E-Mail and in hard copy. In the Master Appeal, Trillion provides the rational as to why USAC's mass denial of funding is without merit. Please accept this Individual appeal for the Widefield School District 3, along with the Master Appeal Summary, as well as the Appeal that will be filed by the applicant, as the appeal in its totality.

USAC alleges that communications between Widefield School District 3 and Trillion prior to, and throughout, the competitive bidding process tainted a fair and open competitive bidding process, as the basis for the denial of funding. Trillion denies USAC's allegations. In fact and in all instances, the communications between both parties were in full compliance with all applicable (FCC, state and local) competitive bidding and procurement requirements at the time. Please note that in the denial of funding, USAC does not point to the specific communications that it found were not in compliance with applicable rules and regulations. However, Trillion believes that the facts of the bid process will refute USAC's allegations.

The FCDL denial is attached for review in full.

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USAC Alleged Communication Issue:

provided for item(s): item 21.<><><><><> DR2: The FRN will be denied because you did not conduct a fair and open competitive bidding process. The documentation provided by you and/or the service provider indicates that the school district engaged in numerous meetings, e-mail discussions, and/or verbal discussions with Trillion employees prior to the posting of the Form 470 and throughout the competitive bidding process which tainted the competitive bidding process. Trillion was consulted and/or offered details about services and products you were requesting on your FCC Form 470 and/or Request for Proposal (RFP). The competitive bidding process was influenced by Trillion when they assisted you in developing your services specifications for your FCC Form 470/or RFP. You failed to conduct a fair and open competitive bidding process free from conflicts of interest.

Communication Was Within Rules:

USAC states that the communication between Trillion and Trillion’s existing customer, Widefield School District 3, that in effect influenced the bid specifications on the Form 470/ or RFP, and those bid specifications led directly to Trillion’s selection as service provider. Trillion denies USAC’s allegations and has reviewed all provided communications with Widefield School District 3, and can find no single instance where improper communication took place. Also, since USAC has not provided which communication that is of issue, we will examine the data that is available to refute USAC’s allegations.

In regard to Widefield School District’s bid for the 2008/2009 funding year, the bid process began with a Form 470 #: 285960000661894 being posted on January 9, 2008. If one were to examine this Form 470:

<p>8 <input checked="" type="checkbox"/> Telecommunications Services <i>Do you have a Request for Proposal (RFP) that specifies the services you are seeking? If you check YES, your RFP must be available to all interested bidders for at least 28 days. If you check YES and your RFP is not available to all interested bidders, or if you check NO and you have or intend to have an RFP, you risk denial of your funding requests.</i></p>		
<p>a <input checked="" type="radio"/> YES, I have released or intend to release an RFP for these services. It is available or will become available on the Web at or via (check one): <input checked="" type="checkbox"/> the Contact Person in Item 6 or <input type="checkbox"/> the contact listed in Item 12.</p>		
<p>b <input type="radio"/> NO, I have not released and do not intend to release an RFP for these services.</p> <p><i>Whether you check YES or NO, you must list below the Telecommunications Services you seek. Specify each service or function (e.g., local voice service) and quantity and/or capacity (e.g., 20 existing lines plus 10 new ones). See the Eligible Services List at www.sl.universalservice.org for examples of eligible Telecommunications services. Remember that only eligible telecommunications providers can provide these services under the universal service support mechanism. Attach additional lines if needed.</i></p>		
<p>c <input checked="" type="radio"/> Check this box if you prefer discounts on your bill.</p>	<p><input type="radio"/> Check this box if you prefer reimbursement after paying your bill in full.</p>	<p><input type="radio"/> Check this box if you do not have a preference.</p>
<p>Service or Function:</p> <p>Digital Transmission Services</p> <p>Digital Transmission Svcs/wireless WAN</p> <p>Digital Transmission Svcs/internet</p>	<p>Quantity and/or Capacity:</p> <p>Up to DS3 and up to 22 T1 lines</p> <p>for up to 22 district facilities</p> <p>up to 10 T1 Lines</p>	
<p>9 <input checked="" type="checkbox"/> Internet Access <i>Do you have a Request for Proposal (RFP) that specifies the services you are seeking? If you check YES, your RFP must be available to all interested bidders for at least 28 days. If you check YES and your RFP is not available to all interested bidders, or if you check NO and you have or intend to have an RFP, you risk denial of your funding requests.</i></p>		
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<p>b <input type="radio"/> NO, I have not released and do not intend to release an RFP for these services.</p> <p><i>Whether you check YES or NO, you must list below the Internet Access Services you seek. Specify each service or function (e.g., monthly Internet service) and quantity and/or capacity (e.g., for 500</i></p>		

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c <input type="radio"/> Check this box if you prefer discounts on your bill.	<input type="radio"/> Check this box if you prefer reimbursement after paying your bill in full.	<input type="radio"/> Check this box if you do not have a preference.
Service or Function:	Quantity and/or Capacity:	
Digital Transmission Services/internet	up to 10 T1 Lines	
VOIP and VoiceMail	for up to 22 facilities	
Digital Transmission Srvces/Wireless WAN	for up to 22 facilities	
10 <input type="checkbox"/> Internal Connections Other than Basic Maintenance <i>Do you have a Request for Proposal (RFP) that specifies the services you are seeking ? If you check YES, your RFP must be available to all interested bidders for at least 28 days. If you check YES and your RFP is not available to all interested bidders, or if you check NO and you have or intend to have an RFP, you risk denial of your funding requests.</i>		
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...there would be several items to note. First, is that the services being requested do not have an RFP in either categories, Telecommunications Services and Internet Access. Therefore, the specifications being sought by Widefield are contained solely in the Form 470. If the specifications being sought on the Form 470 by Widefield are examined, it quickly becomes apparent that the wording used in those specifications are directly from USAC's own Eligible Services List.

Function	Description
Digital Transmission Services	<ul style="list-style-type: none"> A telecommunications service that provides transmission from an eligible school or library facility to other locations beyond the school or library is eligible for discount. Digital transmission services refer to data links that connect multiple points using any available technology. An eligible digital transmission service may be used to connect an eligible location to the Internet or Internet2. Digital transmission services used to link
Interconnected Voice over Internet Protocol (Interconnected VoIP) Services	Funding requests for interconnected VoIP services may be submitted in the Internet Access category. ¹

As can be seen by USAC's own Eligible Services List Descriptions, Widefield used these descriptions on their Form 470.

If one were to examine those specifications, the very first requested service is for DS3 or multiple T1s. Trillion does not generally provide DS3's or T1s, therefore, if Trillion were so influential in aiding the district define their

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specifications, then why would the school district list requirements that could not be fulfilled by Trillion?

To be clear, there is nothing in the Form 470 requirements that provided Trillion with an unfair advantage. The requirements/description of services were a mirror of USAC's own Eligible Services List. Those requirements provided a bid opportunity for a wide array of potential bidders. Finally, Trillion did not influence the school district's requirements.

We must then examine the actual bids and the results. Trillion provided three bids to the school district, one bid was for WAN, one was for Internet, and one was for VoIP. Please note, Trillion was the current provider of both WAN and Internet services to Widefield School District. The result of the bids were that Trillion was selected for WAN only, which it already was under contract for, with multiple years remaining on that contract. Trillion lost two of the three bids it submitted including the internet service it was already under contract for. As a matter of fact, the internet contract was awarded to the State of Colorado on FRN #: 1761326.

As described in the Master Appeal filed on November 3, 2010, the communication between Widefield School District 3 and Trillion was nothing more than industry standard communication, and general discussion. Widefield was already under contract with Trillion for WAN and internet services. No data provided in the relevant bid documents show any bias toward Trillion's product offering. As a matter of fact, the only requirements were contained on the Form 470 which used language that was listed on USAC's own Eligible Services List. In fact, the data contained in the bid documents show very open requirements that lend itself to a highly competitive bid process.

In summary, this applicant's and Trillion's actions were in full compliance with FCC, state and local procurement guidelines in effect at the time, as described in the Master Appeal Summary. Therefore, neither the applicant's, nor Trillion's actions, improperly affected the competitive bidding process in any way whatsoever. If Trillion were so influential in the bid process and aided in the crafting of the requirements for the bid process, why did Trillion lose two of three bids, including a bid for a service that it was already under contract for? If the applicant did not conduct a fair and open bid, why did that applicant choose three different service providers for three different bids, including canceling a contract it held between Trillion and the applicant?

Trillion respectfully requests that this appeal be granted.

Sincerely,

Trillion Partners, Inc.

Attachments:

- Master Appeal Summary dated November 3, 2010 as previously filed on November 3, 2010 under ECFS Number 2010113403548
- Funding Decision Commitment Letter (FCDL)

Cc:

Ron Reich, Intel Capital
Peter Pitsch, Intel

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Notification of Commitment Adjustment Letter

Funding Year 2008: July 1, 2008 - June 30, 2009

February 04, 2011

Kent Tamsen
WIDEFIELD SCHOOL DISTRICT 3
1820 MAIN STREET
COLORADO SPGS, CO 80911 1152

Re: Form 471 Application Number: 635812
Funding Year: 2008
Applicant's Form Identifier: WAN471 08-09
Billed Entity Number: 142316
FCC Registration Number: 0011631942
SPIN: 143025872
Service Provider Name: Trillion Partners, Inc

Service Provider Contact Person: Virginia Bryant

Our routine review of Schools and Libraries Program (Program) funding commitments has revealed certain applications where funds were committed in violation of Program rules.

In order to be sure that no funds are used in violation of Program rules, the Universal Service Administrative Company (USAC) must now adjust your overall funding commitment. The purpose of this letter is to make the required adjustments to your funding commitment, and to give you an opportunity to appeal this decision. USAC has determined the applicant is responsible for all or some of the violations. Therefore, the applicant is responsible to repay all or some of the funds disbursed in error (if any).

This is NOT a bill. If recovery of disbursed funds is required, the next step in the recovery process is for USAC to issue you a Demand Payment Letter. The balance of the debt will be due within 30 days of that letter. Failure to pay the debt within 30 days from the date of the Demand Payment Letter could result in interest, late payment fees, administrative charges and implementation of the "Red Light Rule." The FCC's Red Light Rule requires USAC to dismiss pending FCC Form 471 applications if the entity responsible for paying the outstanding debt has not paid the debt, or otherwise made satisfactory arrangements to pay the debt within 30 days of the notice provided by USAC. For more information on the Red Light Rule, please see "Red Light Frequently Asked Questions (FAQs)" posted on the FCC website at http://www.fcc.gov/debt_collection/faq.html.

TO APPEAL THIS DECISION:

You have the option of filing an appeal with USAC or directly with the Federal Communications Commission (FCC).

If you wish to appeal the Commitment Adjustment Decision indicated in this letter to USAC your appeal must be received or postmarked within 60 days of the date of this letter. Failure to meet this requirement will result in automatic dismissal of your appeal. In your letter of appeal:

1. Include the name, address, telephone number, fax number, and email address (if available) for the person who can most readily discuss this appeal with us.
2. State outright that your letter is an appeal. Identify the date of the Notification of Commitment Adjustment Letter and the Funding Request Number(s) (FRN) you are appealing. Your letter of appeal must include the
 - Billed Entity Name,
 - Form 471 Application Number,
 - Billed Entity Number, and
 - FCC Registration Number (FCC RN) from the top of your letter.
3. When explaining your appeal, copy the language or text from the Notification of Commitment Adjustment Letter that is the subject of your appeal to allow USAC to more readily understand your appeal and respond appropriately. Please keep your letter to the point, and provide documentation to support your appeal. Be sure to keep a copy of your entire appeal including any correspondence and documentation.
4. If you are an applicant, please provide a copy of your appeal to the service provider(s) affected by USAC's decision. If you are a service provider, please provide a copy of your appeal to the applicant(s) affected by USAC's decision.
5. Provide an authorized signature on your letter of appeal.

To submit your appeal to us on paper, send your appeal to:

Letter of Appeal
Schools and Libraries Division - Correspondence Unit
100 S. Jefferson Rd.
P. O. Box 902
Whippany, NJ 07981

For more information on submitting an appeal to USAC, please see the "Appeals Procedure" posted on our website.

If you wish to appeal a decision in this letter to the FCC, you should refer to CC Docket No. 02-6 on the first page of your appeal to the FCC. Your appeal must be received by the FCC or postmarked within 60 days of the date of this letter. Failure to meet this requirement will result in automatic dismissal of your appeal. We strongly recommend that you use the electronic filing options described in the "Appeals Procedure" posted on our website. If you are submitting your appeal via United States Postal Service, send to: FCC, Office of the Secretary, 445 12th Street SW, Washington, DC 20554.

Funding Commitment Adjustment Report for
Form 471 Application Number: 635812

Funding Request Number:	1759846
Services Ordered:	TELCOMM SERVICES
SPIN:	143025872
Service Provider Name:	Trillion Partners, Inc
Contract Number:	SA-101507-000840
Billing Account Number:	N/A
Site Identifier:	142316
Original Funding Commitment:	\$138,574.80
Commitment Adjustment Amount:	\$138,574.80
Adjusted Funding Commitment:	\$0.00
Funds Disbursed to Date	\$0.00
Funds to be Recovered from Applicant:	\$0.00

After a thorough investigation, it has been determined that this funding commitment must be rescinded in full. During the course of a review, documentation provided by you and/or your vendor indicated that there was not a fair and open competitive bid process free from conflicts of interest. The documents provided by you and/or the service provider indicated that you engaged in meetings, e-mail discussions, and/or verbal discussions with the Service Provider prior to the posting of the Form 470 and throughout the competitive bidding process which tainted the competitive bidding process. The Service Provider was consulted and/or offered details about services and products you were requesting on your FCC Form 470 and/or Request for Proposal (RFP). Therefore, the commitment has been rescinded in full and USAC will seek recovery of any disbursed funds from the applicant and service provider.

Exhibit E

Trillion Partner's, Inc. March 11, 2011 Appeal re
Widefield School District 3's application for funding year FY2009



**Trillion Partners, Inc.
9208 Waterford Centre Blvd., Suite 150
Austin, Texas 78758**

March 11, 2011

Federal Communications Commission *Delivered via ECFS & email*
Attention: Ms. Gina Spade, Deputy Division Chief
Ms. Erica Myers, Wireline Competition Bureau
Ms. Dana Bradford, Wireline Competition Bureau

Telecommunications Access Policy Division
445 12th Street SW
Washington, DC 20554

Re:

Appeal
School District: Widefield School District 3, Colorado Springs, CO
Funding Year: 2009
FRN Denied: 1910067
Form 471 Application Denied: 694957
Reason for Denial: Communications

Dear Gina, Erica and Dana:

On November 3, 2010, Trillion filed a Master Appeal Summary with the FCC on ECFS, as well as provided the Master Appeal Summary to you via E-Mail and in hard copy. In the Master Appeal, Trillion provides the rational as to why USAC's mass denial of funding is without merit. Please accept this Individual appeal for the Widefield School District 3, along with the Master Appeal Summary, as well as the Appeal that will be filed by the applicant, as the appeal in its totality.

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USAC Alleged Communication Issue:

provided for item(s): item 21.<><><><><> DR2: The FRN will be denied because you did not conduct a fair and open competitive bidding process. The documentation provided by you and/or the service provider indicates that the school district engaged in numerous meetings, e-mail discussions, and/or verbal discussions with Trillion employees prior to the posting of the Form 470 and throughout the competitive bidding process which tainted the competitive bidding process. Trillion was consulted and/or offered details about services and products you were requesting on your FCC Form 470 and/or Request for Proposal (RFP). The competitive bidding process was influenced by Trillion when they assisted you in developing your services specifications for your FCC Form 470/or RFP. You failed to conduct a fair and open competitive bidding process free from conflicts of interest.

Communication Was Within Rules:

USAC states that the communication between Trillion and Trillion’s existing customer, Widefield School District 3, that in effect influenced the bid specifications on the Form 470/ or RFP, and those bid specifications led directly to Trillion’s selection as service provider. Trillion denies USAC’s allegations and has reviewed all provided communications with Widefield School District 3, and can find no single instance where improper communication took place. Also, since USAC has not provided which communication that is of issue, we will examine the data that is available to refute USAC’s allegations.

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Service or Function:	Quantity and/or Capacity:	
Digital Transmission Services	Up to DS3 and up to 22 T1 lines	
Digital Transmission Svcs/wireless WAN	for up to 22 district facilities	
Digital Transmission Svcs/internet	up to 10 T1 Lines	
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Interconnected Voice over Internet Protocol (Interconnected VoIP) Services	Funding requests for interconnected VoIP services may be submitted in the Internet Access category. ¹

As can be seen by USAC's own Eligible Services List Descriptions, Widefield used these descriptions on their Form 470.

If one were to examine those specifications, the very first requested service is for DS3 or multiple T1s. Trillion does not generally provide DS3's or T1s, therefore, if Trillion were so influential in aiding the district define their

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Trillion respectfully requests that this appeal be granted.

Sincerely,

Trillion Partners, Inc.

Attachments:

- Master Appeal Summary dated November 3, 2010 as previously filed on November 3, 2010 under ECFS Number 2010113403548
- Funding Decision Commitment Letter (FCDL)

Cc:

Ron Reich, Intel Capital
Peter Pitsch, Intel

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9208 Waterford Centre Boulevard Suite 150 Austin, Texas 78758 (512)334-4100



Universal Service Administrative Company

Schools and Libraries Division

FUNDING COMMITMENT DECISION LETTER
(Funding Year 2009: 07/01/2009 - 06/30/2010)

January 12, 2011

Virginia Bryant
Trillion Partners, Inc
9208 Waterford Center Blvd.
Suite 150
Austin, TX 78758

Re: Service Provider Name: Trillion Partners, Inc
Service Provider Identification Number: 143025872

Thank you for participating in the Schools and Libraries Program (Program) for Funding Year 2009. This letter is your notification of our decision(s) regarding application funding requests that listed your company's Service Provider Identification Number (SPIN).

NEXT STEPS

- File Form 498, Service Provider Information Form, if appropriate
- File Form 473, Service Provider Annual Certification Form (SPAC), for the above Funding Year
- Work with your customer to provide appropriate invoicing to USAC: Service Provider Invoice (Form 474) or Billed Entity Applicant Reimbursement (Form 472)

Please refer to the Funding Commitment Report(s) (Report) following this letter for specific funding request decisions and explanations. Each Report contains detailed information extracted from the applicant's Form 471. A guide that provides a definition for each line of the Report is available in the Reference Area of our website.

Once you have reviewed this letter, we urge you to contact your customers to establish any necessary arrangements regarding start of services, billing of discounts, and any other administrative details for implementation of discount services. As a reminder, only eligible services delivered in accordance with Federal Communications Commission (FCC) rules are eligible for these discounts.

TO APPEAL THIS DECISION:

You have the option of filing an appeal with the SLD or directly with the FCC.

If you wish to appeal a decision in this letter to USAC, your appeal must be received by USAC or postmarked within 60 days of the date of this letter. Failure to meet this requirement will result in automatic dismissal of your appeal. In your letter of appeal:

1. Include the name, address, telephone number, fax number, and (if available) email address for the person who can most readily discuss this appeal with us.
2. State outright that your letter is an appeal. Include the following to identify the decision letter and the decision you are appealing:
 - Appellant name,
 - Applicant or service provider name, if different from appellant,
 - Applicant Billed Entity Number (BEN) and Service Provider Identification Number (SPIN),
 - Form 471 Application Number as assigned by USAC,
 - "Funding Commitment Decision Letter for Funding Year 2009," AND
 - The exact text or the decision that you are appealing.

Schools and Libraries Division - Correspondence Unit
30 Lanidex Plaza West, PO Box 685, Parsippany, NJ 07054-0685
Visit us online at: www.usac.org/sl

FUNDING COMMITMENT REPORT
Service Provider Name: Trillion Partners, Inc
SPIN: 143025872
Funding Year: 2009

Name of Billed Entity: WIDEFIELD SCHOOL DISTRICT 3
Billed Entity Address: 1820 MAIN STREET
Billed Entity City: COLORADO SPGS
Billed Entity State: CO
Billed Entity Zip Code: 80911-1152
Billed Entity Number: 142316
Contact Person's Name: Kent Tamsen
Preferred Mode of Contact: EMAIL
Contact Information: tamsenk@wsd3.k12.co.us
Form 471 Application Number: 694957
Funding Request Number: 1910067
Funding Status: Not Funded
Category of Service: Telecommunications Service
Form 470 Application Number: 285960000661894
Contract Number: SA-101507-000840
Billing Account Number: N/A
Service Start Date: 07/01/2009
Contract Expiration Date: 06/30/2013
Number of Months Recurring Service Provided in Funding Year: 12
Annual Pre-Discount Amount for Eligible Recurring Charges: \$294,840.00
Annual Pre-Discount Amount for Eligible Non-Recurring Charges: \$.00
Pre-Discount Amount: \$294,840.00

Applicant's Discount Percentage Approved by SLD: 49%
Funding Commitment Decision: \$.00 - Insufficient documentation
Funding Commitment Decision Explanation: DR1: Applicant has not provided sufficient documentation to determine the eligibility of this item. No documentation was provided for item item 21. <><><><><> DR2: The FRN will be denied because you did not conduct a fair and open competitive bidding process. The documentation provided by you and/or the service provider indicates that the school district engaged in numerous meetings, e-mail discussions, and/or verbal discussions with Trillion employees prior to the posting of the Form 470 and throughout the competitive bidding process which tainted the competitive bidding process. Trillion was consulted and/or offered details about services and products you were requesting on your FCC Form 470 and/or Request for Proposal (RFP). The competitive bidding process was influenced by Trillion when they assisted you in developing your services specifications for your FCC Form 470/or RFP. You failed to conduct a fair and open competitive bidding process free from conflicts of interest. <><><><><> DR3: This FRN is denied because the documents provided by you and/or your vendor indicated that there was not a fair and open competitive bid process free from conflicts of interest. The documentation provided by you and/or your service provider indicates that prior to/throughout your contractual relationship with the service provider listed on the FRN, that you were offered and accepted <gifts, meals, gratuities, entertainment> from the service provider, which resulted in a competitive process that was no longer fair and open and therefore funding is denied.

FCDL Date: 01/12/2011

Wave Number: 078

Last Allowable Date for Delivery and Installation for Non-Recurring Services: 09/30/2011

Exhibit F

USAC's June 4, 2010 Intent to Deny Widefield School District 3's applications for funding years 2008, 2009 and 2010



Date: June 04, 2010

Mr. Kent Tamsen
Widefield School District 3
Application Number(s): 635812, 694957, and 766988

Response Due Date: June 21, 2010

We are in the process of reviewing Funding Years 2008, 2009 and 2010 Form(s) 471 to ensure that they are in compliance with the rules of the Universal Service program. The Funding Request Number (FRNs) 1759846, 1910067 and 2073650 will be denied for the following reasons:

Based on the documentation provided by you, the entire FRN 1910067 (application 694957) will be denied because you did not conduct a fair and open competitive bid process free from conflicts of interest. Based on the documentation provided by Trillion Partners and Widefield SD3, indicates that throughout your contractual relationship with the service provider you have selected to provide services for this FRN, you were offered and accepted travel, accommodations and a golf shirt to the Visionaries in Technology Education Council (VTEC) held on June 24 – 25, 2008 from Trillion Partners. This trip shows that you engaged in non-competitive bidding practices in violation of program rules. We included the receipts of the hotel accommodations and golf shirt dinner for your review, with this letter. For additional guidance regarding the competitive bidding process, please refer to the USAC website at: <http://www.usac.org/sl/applicants/step03/run-open-fair-competition.aspx>.

If the entire FRN should not be denied and you have alternative information, please provide the supporting documentation.

Based on the documentation Trillion Partners provided, the FRNs 1759846, 1910067 and 2073650 will also be denied because you did not conduct a fair and open competitive bid process. The vendor evaluation was performed prior to the required 28 day waiting period computed from the date of the posting of the Form 470 (285960000661894) to the USAC website. Widefield SD3 Form 470 was posted on January 9, 2008 and released its RFP for Wireless Wide Area Network and VOIP the same day. The Allowable Contract Date and RFP due date were both on February 6, 2008. On January 30, 2008, Mr. Tamsen sent an email to Mr. Gaessler asking follow up questions to Trillion Partner's proposal. The email indicates that Mr. Tamsen has begin review of the original proposal and has questions about pricing, existing contract, cost increases, and VOIP. (see enclosed email subject: *Trillion Proposal to Widefield Schools*). Mr. Tamsen sent additional questions on January 31, 2008 asking Trillion Partners to submit pricing based on the RFP request. Trillion Partner's proposal is not responsive to Widefield's RFP. (see enclosed email subject: *RFP Follow-up Request*). In order to ensure a fair competitive bidding process, the Form 470 and RFP must be posted for 28 days before selecting a service provider to include the vendor evaluation. Widefield begin reviewing Trillion's Partner's bid prior to the Allowable Contract Date.

If the entire FRNs should not be denied and you have alternative information, please provide the supporting documentation.

You have 15 days to respond to this request. Your response is due by the close of business June 21, 2010. Please reply via e-mail or fax. Please provide complete responses and documentation to the questions listed above. It is important that you provide complete responses to ensure the timely review of your applications. If you do not respond, or provide incomplete responses, your funding request(s)

(FRNs) may be reduced or denied, or in the case of committed FRNs subjected to commitment adjustment.

If the applicant's authorized representative completed the information in this document, please attach a copy of the letter of agency or consulting agreement between the applicant and the consultant authorizing them to act on the school or library's behalf. If you receive assistance outside of your organization in responding to this request, please indicate this in your reply.

Should you wish to cancel your Form 471 application(s), or any of your individual funding requests, please clearly indicate in your response that it is your intention to cancel an application or funding request(s). Include in any cancellation request the Form 471 application number(s) and/or funding request number(s). The cancellation request should be signed and dated and including both the name and title of the authorized individual.

If you fail to respond to this letter within 15 days, we will perform the action(s) listed above.

Thank you for your cooperation and continued support of the Universal Service Program.

Gaurangi Shah
Program Integrity Assurance
USAC, Schools and Libraries Division
Phone: 973-581-5064
Fax: 973-599-6515
E-mail: gshah@sl.universalservice.org

Exhibit G

Email from Widefield School District 3 dated January 30, 2008

0130080900.txt

From: wi defiel derate Wednesday, January 30, 2008 9:00:42 AM
Subject: Re(2): FW: Trillion Proposal to Wifield schools
To: "Gary Gaessler" <gary.gaessler@trillion.net>

Gary,

Upon initial review, we do have a few questions:

1. Pricing descriptions: Can you provide a paragraph description for each of the pricing options that are listed in Trillion's proposal. This will enable an easier review by WSD3.
2. Existing Contract: Please address the 'buy-out', termination, of the existing Trillion contract with WSD3 How will Trillion address the current contract?
3. Cost Increases: In comparing the current Trillion contract costs with the new Trillion proposal, there appears to be a significant increase in costs for WAN services. Please provide a comparison of current services to proposed new services.
4. VOIP: The Trillion proposal outlines a VOIP system for the entire district. Is there a phase in option available for bringing sites up at different times? Please provide pricing and descriptions of the VOIP handsets.

Thank you in advance.

Kent
Kent Tamsen
Wifield School District

"Gary Gaessler" <gary.gaessler@trillion.net> writes:
Thanks Kent. Please let us know if you have any questions.

Gary Gaessler
Regional General Manager
Trillion
www.trillion.net
720.519.0030 Office
303.570.0003 Mobile
515.474.2747 Fax
gary.gaessler@trillion.net

Our Values:
p Integrity & Ethics
p Professionalism & Respect

0130080900.txt

p Customer Driven
p Having Fun

-----Original Message-----

From: wi defiel derate [mail to: wi defiel derate@wsd3.k12.co.us]

Sent: Wednesday, January 30, 2008 6:57 AM

To: Gary Gaessler

Subject: Re: FW: Trillion Proposal to Wi defiel d schools

Gary,

We are in receipt of the digital version.

Thank you .

Kent

Kent Tamsen

Wi defiel d School Di strict

Exhibit H

Email from Widefield School District 3 dated January 31, 2008

0131081617.txt

From: wi defiel derate Thursday, January 31, 2008 4:17:18 PM
Subject: RFP Follow-up Request
To: kevin.bethke@trillion.net gary.gaessler@trillion.net

Kevin and Gary,

Thank you for submitting Trillion's response to our WAN/VOIP RFP. To assist in our review of your RFP we are requesting the following submittal from Trillion:

-Your WAN design incorporated a 100mbps/50mbps transmission rate. This certainly exceeds the RFP's minimum specifications. However, to assist WSD3 in the evaluation process, we are asking you to provide pricing based on a 100mbps/25mbps transmission rate design as specified as a minimum specification in our RFP. This will allow us to better evaluate your response.

Thank you for your assistance.

Kent
Kent Tamsen
Widfield School District

Exhibit I

Letter from Kevin R. Bethke, Chief Operating Officer, Trillion Partners, Inc. to Marlene H. Dortch, Secretary, Federal Communications Commission, CC Docket No. 02-6 (dated October 11, 2011).

October 11, 2011

VIA ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th St SW
Washington, DC 20554

Re: Notice of Ex Parte (WC Docket No. 02-6)

Dear Ms. Dortch,

This responds to commission questions regarding the Visionaries in Technology Education Council (“VTEC”) that was held by Trillion Partners, Inc..

Visionaries in Technology Education Council (“VTEC”)

Trillion held an annual two day Visionaries in Technology Education Council (“VTEC”) from 2006 to 2008 for existing customers only, originally being called the Customer Council. Over the course of these three conferences, the concept was to bring together a group of “visionaries” in the use of educational technology and to allow those visionaries to have a free form exchange of information. The goal was for each participant to be educated on the best practices associated with educational technology and how the visionaries use those technologies to educate students. An important aspect was the understanding of future technologies and the impact of those technologies on the business of education. The sessions also included training on Trillion services and support processes, since this audience was made up of solely existing Trillion customers under contract.

The participants included primarily the Directors of Educational Technology for various Trillion customer school districts across the country, but also included a professor of education from a well known university and education technologists who are blazing the trail in how to use those technologies in everyday education.

Example topics included the following:

- Presentations by each participant on their school districts best practices as it relates to using technology for improving educational outcomes. The focus of each presentation was on how the best practices impacted students’ test scores, impacted student retention rates, or resulted in an enhancement for educators & administrators.
- In 2008, “*Using Technology to Drive Education*” as a topic presented by Ann Henson, VP of Curriculum & Instruction and Mark Hammer, VP of Marketing for Compass Learning. See Bios below.
- In 2008, “*Emerging Technology Trends and Implications for Educational Practice*” as a topic presented by Dr. Paul E. Resta, Professor of Instructional Technology & Director of the Learning Technology Center at The University of Texas-Austin. See Bio below.
- The “School of the Future”, a discussion of the future automated school
- Training provided by various Trillion staff on usage of Trillion technologies.

- Training provided by various Trillion staff on communication with the Trillion team for issues such as service outages and trouble tickets.

The technologies that were discussed were broad ranging including GPS Bus tracking, RFID tagging for classroom attendance, the use of messaging in community communication, test based curriculum development, virtual field trips, and many others. The majority of the technologies discussed were not E-Rate eligible technologies. There were no sales pitches or proposals made.

Post conference, the participants would have the knowledge gained of how their peers were utilizing technology for the business of education, what trends were emerging in future technologies, and what to be thinking about when deploying those technologies.

Also, please keep in mind that Trillion's policy at the time was to ask the school district prior to the school district employee traveling if the payment for expenditures for this conference were allowable under their state law and district policy. Trillion instituted a new Code of Conduct in February of 2009 which prohibited any meals, gifts or gratuities to customers at all. Therefore, this conference was discontinued after the Code of Conduct was implemented.

The commission also requested that Trillion answer the following questions:

(1) Where were the conferences held?

- For all years, the conference was held in a meeting room at Trillion's offices or in a rented meeting room near Trillion's offices in Austin, TX.

(2) What were the exact dates?

- 2006 July 27 & 28
- 2007 August 9 & 10
- 2008 June 24 & 25

(3) Were there any "fun" activities (expensive meals, entertainment) included as part of the conferences?

- The expense data had been previously provided in our June 8, 2009 response to USAC... working dinners were provided for attendees at which the customers had an opportunity to network and discuss the application of the day's topics. Expenses for these dinners complied with all applicable state and local procurement laws and regulations.

Thank you for your attention to this matter.

Respectfully Submitted,

/s/ Kevin R. Bethke

Kevin R. Bethke
Chief Operating Officer
Trillion Partners, Inc.

cc: Regina Brown, Esq.

Guest Speaker Bios

Compass Learning Bios

Ann Henson, Vice-President of Curriculum & Instruction

Ann Henson oversees the development of curriculum and instruction materials for all CompassLearning courseware and assessment solutions. She also manages a team of curriculum and technical specialists who provide pre-sales support, sales tools, and sales training for the account executives in the field. Ms. Henson offers a wealth of curriculum and instruction knowledge developed throughout her 18-year tenure at CompassLearning and her prior experience in public education. At CompassLearning, she has worked in the area of professional development as an education consultant, supported sales activities as a senior curriculum and instruction specialist, and managed and worked a sales territory as an account executive. As vice president of sales operations, she led a sales support team responsible for pre-sales support activities, development of sales tools, and sales training, and served as primary liaison for sales to other departments within CompassLearning. Prior to joining CompassLearning, Ms. Henson was a high school math and computer science teacher and worked at a district level on curriculum development. Her final role in public education was director of instructional technology for a K12 school district where she not only was responsible for a district-wide technology plan, but also experienced CompassLearning from a customer viewpoint. Ms. Henson holds a bachelor's degree in secondary mathematics education from Oklahoma State University and has completed graduate work in curriculum and instruction with an emphasis on elementary mathematics.

Mark Hammer, Vice-President of Marketing

Mark Hammer has over 20 years of experience in education and software marketing and currently oversees all marketing initiatives at CompassLearning. A former educator, Mr. Hammer taught English at Antonian College Preparatory School in San Antonio and at Oklahoma State University. He left the teaching profession in 1993 to work in the K12 software industry, first as product manager at COMPANION Corporation, then as VP of marketing for Sagebrush Corporation. At Sagebrush Corporation, Mr. Hammer led the company's marketing and sales efforts to achieve unprecedented sales, including district-wide adoptions at Los Angeles Unified, Wake County (Raleigh, NC), and Fulton County (Atlanta, GA). In 1999, Mr. Hammer led the company's re-branding efforts after it consolidated Nichols Advanced Technologies, Winnebago Software, and other companies. Mr. Hammer has a BA in English and art history from the University of Kansas and an MA in English from The University of Texas at San Antonio.

Dr. Paul Resta Bio

Dr. Paul E. Resta holds the Ruth Knight Milliken Centennial Professorship in Instructional Technology and serves as Director of the Learning Technology Center at the University of Texas at Austin. Dr. Resta currently teaches advanced graduate courses in instructional technology. His current work focuses on the research and development of web-based learning environments, computer-supported collaborative learning strategies and tools, and online teacher professional development. He is currently the principal investigator of the Presidential Timeline Project (presidentialtimeline.org) funded by the National Endowment for the Humanities. The timeline is designed to enable students, teachers and the general public to access primary historical resources from the Presidential Libraries via the Web. He has worked closely with a number of museums and developed the technology plan for the Smithsonian National Museum of the American Indian. Dr. Resta is the founder of ENAN, the Educational Native American Network, a national telecommunications network funded by the U. S. Department of Interior. ENAN enables hundreds of Indian schools across the country to access the Internet and other educational and information resources. It also provides Indian students with opportunities to communicate and collaborate with others across the country and globe.

Dr. Resta served as President of the International Council of Computers in Education and is the Founding President of the International Society for Technology in Education. He currently serves as President of the International Jury for the United Nations Educational, Scientific and Cultural Organization (UNESCO) King Hamad Bin Isa Al-Khalifa Prize for the Use of Information and

Communication Technologies in Education. Dr. Resta currently serves as Chair of the Association for Teacher Educators National Commission on Technology and the Future of Teacher Education and as Chair of the UNESCO Working Group on E-Learning for Teacher Development. He also serves on the Microsoft Partners in Learning, Atomic Learning and Blackboard K-12 national advisory groups.

Dr. Resta was recently presented with the Society for Information Technology in Teacher Education (SITE) Lifetime Achievement Award. He is also the recipient of two of the highest awards for quality of instructional design and development of Web-based learning environments: the U.S. Distance Learning Association Award for Outstanding Achievements in Higher Education (April 2001), and the University Continuing Education Association National Distance Learning Course Award (April 2001). Other awards include:

- Electronic Learning Magazine's 1988 Educator of the Year Award for outstanding contributions to educational technology at the state, national and international level
- Navajo Nation Chief Manuelito Award for Outstanding Contributions to Navajo Education
- International Society for Technology and Education Leadership Award
- National Institute of Education Award for Outstanding Leadership in Furthering Educational Research

Examples of recent publications include: The Presidential Timeline of the 20th Century, *Social Education*, 7(3)115-1; Technology in Support of Collaborative Learning, *Educational Psychology Review*, 19 (1)65-83; Teacher Development in an E-learning Age, Resta, P. (Ed.) Paris, France: UNESCO (in press); Digital Equity Section Editor, *International Handbook of Information Technology in Education*. London: Springer Verlag (in press); [HYPERLINK "http://www.edb.utexas.edu/ltc/about/infocomtechUNESCO.pdf"](http://www.edb.utexas.edu/ltc/about/infocomtechUNESCO.pdf) Information and Communication Technologies in Teacher Education: A Planning Guide. Resta, P. (Ed.) Paris, France: UNESCO, 2003; Toward Digital Equity: Bridging the Divide in Education. Solomon, G., Resta, P. & Allen, N. (Eds.) Boston: Allyn & Bacon. 2002; "Digital Technology to Empower Indigenous Culture and Education". Resta, P., Christal, M., Roy, L., Chapter in *The World Yearbook of Education 2004: Digital Technology, Communities and Education*. Davis, N. E., & Brown, A. (Eds.). London: Kogan Page Publishers, 2004.