

DENVER OFFICE
SUITE 730
1512 LARIMER STREET
DENVER, COLORADO 80202-1610
TELEPHONE 303-606-6700
FAX 303-606-6701

WOODS & AITKEN

L L P

SUITE 200
2154 WISCONSIN AVENUE, NW
WASHINGTON, D.C. 20007-2280
TELEPHONE 202-944-9500
FAX 202-944-9501

www.woodsaitken.com

LINCOLN OFFICE
SUITE 500
301 SOUTH 13TH STREET
LINCOLN, NEBRASKA 68508-2578
TELEPHONE 402-437-8500
FAX 402-437-8558

OMAHA OFFICE
SUITE 525
10250 REGENCY CIRCLE
OMAHA, NEBRASKA 68114-3754
TELEPHONE 402-898-7400
FAX 402-898-7401

THOMAS J. MOORMAN
Direct Dial: 202-944-9502
E-Mail: tmoorman@woodsaitken.com
*Admitted to practice only in the District of
Columbia*

September 26, 2013

VIA ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street SW, Room TW-B204
Washington, DC 20554

Re: WC Docket No. 13-237
Joint Application for Transfer of Control of Domestic and International Section
214 Authorizations from The Rye Telephone Company, South Park L.L.C. d/b/a
South Park Telephone Company, and CableCo, LLC d/b/a ghValley Long
Distance to USConnect Acquisitions III, Inc., and ultimately USConnect
Holdings, Inc.

Dear Ms. Dortch:

The Rye Telephone Company (the "Company"), by counsel, hereby files this supplement to the domestic Section 214 transfer of control application received for filing by the US Bank on September 23, 2013. Along with the attached Declaration of Charles T. Lake, II, this supplement provides the following information regarding the exchanges and counties within which the Company offers its local exchange services:

<u>Exchange Name</u>	<u>County</u>
Colorado City	Pueblo and Huerfano Counties
Rye	Pueblo and Custer Counties
Kim	Las Animas and Baca Counties

Please contact the undersigned should you have any questions or require additional information.

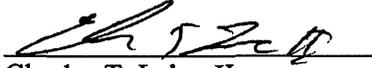
Respectfully submitted,


Thomas J. Moorman

Attachment
cc: J. May, Federal Communications Commission (via email)

DECLARATION

I, Charles T. Lake, II, Treasurer of The Rye Telephone Company (the "Company"), do hereby declare under penalties of perjury that I have read the foregoing supplement, and the information contained therein regarding the Company is true and accurate to the best of my knowledge, information, and belief.



Charles T. Lake, II
Treasurer

Date: 9/26/13