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Attorneys for Receiver  
THOMAS F. LENNON, as Court Appointed Receiver  
for ALPHA TELCOM, INC.; AMERICAN  
TELECOMMUNICATIONS COMPANY, INC.;  
STRATEGIC PARTNERSHIP ALLIANCE, LLC;  
and SPA MARKETING, LLC

UNITED STATES DISTRICT COURT  
DISTRICT OF OREGON

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

ALPHA TELCOM, INC., an Oregon  
Corporation; AMERICAN  
TELECOMMUNICATIONS COMPANY,  
INC., a Nevada Corporation; STRATEGIC  
PARTNERSHIP ALLIANCE, LLC, a Nevada  
Limited Liability Company; SPA  
MARKETING, LLC, a Nevada Limited  
Liability Company; PAUL S. RUBERA;  
ROBERT A. McDONALD; ROSS S.  
RAMBACH; and MARK E. KENNISON

Defendants.

Civil Action No. CV01-1283 PA

**DECLARATION OF WILLIAM  
JOHNSTON IN SUPPORT OF REPLY  
BRIEF FOR INTERIM APPLICATIONS  
OF RECEIVER AND HIS  
PROFESSIONALS FOR PAYMENT OF  
FEES AND REIMBURSEMENT OF  
EXPENSES**

I, William Johnston, declare:

1. In this action, I am the Project Manager for Thomas Lennon, the court-appointed Receiver (the "Receiver") of the above-named defendant entities and their affiliates. I have personal knowledge of the facts stated herein and could and would testify competently thereto, if called upon to do so.

2. I submit this declaration (the "Declaration") in support of the Receiver's Reply Brief in Support of the Applications of the Receiver and His Professionals for Interim Payment of Fees and Reimbursement of Expenses (the "Reply").

3. Pursuant to this Court's instructions, I had the Court's Notice and Comment Form sent to the 15,790 investors and creditors involved in this action. A copy of the Notice and Comment Form is attached hereto as Exhibit A for this Court's convenience. Of the 15,790 Notice and Comment Forms that were sent out, 2,490 were not delivered. Of the 13,300 that reached the investors or creditors, 1480 non-duplicate responses were received. Of the 1480 responses received, 94 of them were from people who were not even investors or creditors of Alpha. The Receiver believes that another portion of the responses were falsified because some investors' names were on more than one response. Accordingly, we estimate that there was a less than 10% return on the responses. Only three people requested copies of the entire Fee Applications, which were mailed to them pursuant to their requests.

4. Of the 1480 non-duplicate responses, or the less than 10% received, 7.2% responded that the Receiver and his Professionals should be paid for all of their fees and expenses; 29.3% responded they believe the Receiver and his Professionals should receive part of the fees and expenses requested, and 63.4% responded they believed the Receiver and his Professionals should not be compensated at all. A table reflecting these statistics is attached hereto as Exhibit B.

5. Of the 1480 non-duplicate Comment Forms received, 94 (approximately 7%) were filed by persons or entities who were not even investors or creditors of Alpha. I personally cross-checked the responses against the lists of phone owners and the list of investors and creditors, and could not find them. One such example is attached hereto as Exhibit C. We believe

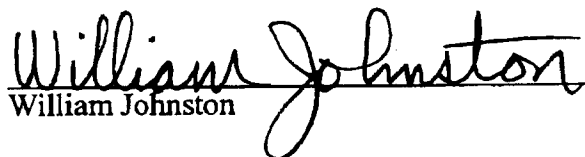
this anomaly is explained by the letter which was sent by Frank Hooper, which was attached to a response, and a copy of which is attached hereto as Exhibit D. We have subpoenaed the list of investors and creditors to whom Mr. Hooper sent this letter. A copy of the subpoena is attached hereto as Exhibit E.

6. A significant number of the Comment Forms were received from the same address – 9105 Parkway E, B'Ham, AL 35208. We believe these are falsified Comment Forms as they are all in similar handwriting and many of them purport to be written by investors who also sent in their own Comment Forms. A small sampling of these Comment Forms is attached hereto as Exhibit F.

7. A large portion of the comments on the Comment Forms are markedly similar to each other. We believe this is explained by the letter Ernest Bustos sent to investors and creditors, a copy of which was submitted with one of the responses, and is attached hereto as Exhibit G. We have subpoenaed the list of investors and creditors to whom Mr. Bustos sent his letter. A copy of the subpoena is attached hereto as Exhibit H.

8. Attached hereto as Exhibit I is a small sampling of each category of response, with slip sheets indicating the category.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 27<sup>th</sup> day of January, 2006, at La Mesa, California.

  
William Johnston