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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 THOMAS F. LENNON
IN SUPPORT OF FINAL APPLICATIONS OF
RECEIVER, THOMAS F. LENNON, AND HIS
PROFESSIONALS, FOR PAYMENT OF FEES
AND REIMBURSEMENT OF EXPENSES

DECLARATION OF THOMAS F. LENNON

I, Thomas F. Lennon (the "Receiver"), declare as follows:

1. I am the Court-appointed receiver for Alpha Telcom, Inc., American Telecommunications Company, Inc., Strategic Partnership Alliance, LLC, SPA Marketing, LLC, and their respective subsidiaries and affiliates (collectively, "Alpha Telcom" or the "Receivership Entities") in the above-captioned case. I have personal knowledge of the facts in this Declaration as to which I could and would testify to if called upon to do so.

2. Pursuant to this Court's Preliminary Injunction and Orders: (1) Continuing Freeze of Assets; (2) Appointing a Permanent Receiver; (3) Prohibiting the Destruction of Documents; and (4) for Accounting and this Court's February 7, 2002 Judgment (collectively, the "Appointment Order"), I was appointed and authorized to employ professionals and to make such payments and disbursements as advisable or necessary from those funds and assets of the Receivership Entities in my custody.

3. Since the inception of the above-captioned case, I and my professionals, Allen Matkins Leck Gamble Mallory & Natsis ("Allen Matkins") (Receiver's general counsel), Foster Pepper, LLP (Receiver's local counsel), and Mack | Barclay, Inc. and LECG, LLC (Receiver's accountants and tax professionals) (collectively, the Receiver's "Professionals"), have worked diligently to achieve the goals of this receivership case.

4. I believe that my Professionals and I have been successful in achieving the goals of this receivership case. Among our significant accomplishments, we have: (1) ceased the ongoing fraud perpetrated by Alpha Telcom upon investors through the sale of unregistered securities; (2) recovered over \$1.5 million in tax refunds; (3) recovered \$538,492.00 in wrongful "commissions" paid to and retained by Alpha Telcom sales agents; (4) recovered approximately \$1,827,082.00 in net receipts through the sale of Alpha Telcom assets and recovery of funds from third parties; and (5) prepared and submitted a proposed Plan of Distribution to the Court, detailing a recommendation for making distributions of available funds to Alpha Telcom's investors.

5. I have reviewed my Final Fee Application, as well as those Final Fee Applications of my Professionals, and believe that the fee and expense requests therein are fair and reasonable, and that the services described therein have been of substantial benefit to Alpha Telcom's receivership estate.

6. I propose to pay my Final Fee Application and those of my Professionals from the \$1,827,082.00 currently on-hand in net receipts.

7. The aggregate total compensation requested for approval by my Professionals and myself is \$1,309,991.12, which amount reflects a 10% discount from all fees applied to the Receiver's Final Fee Application and a 20% discount from all fees applied to Allen Matkins' Final Fee Application. I request authority to pay the fees from the funds referenced above, leaving approximately \$517,091.00 available for distribution.

I declare under penalty of perjury under the laws of the State of Oregon that the foregoing is true and correct and that this Declaration was executed on October 14, 2008, in La Mesa, California.

/s/ Thomas F. Lennon

Thomas F. Lennon (the "Receiver")