

ANNUAL REPORT

September 2009

LEARN

LONESTAR EDUCATION AND RESEARCH NETWORK

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LEARN Member Institutions

*Baylor College of Medicine
Baylor University*

Lamar University

Northeast Texas Consortium (NETnet)

Prairie View A&M University

Rice University

Sam Houston State University

Southern Methodist University

Stephen F. Austin State University

Texas A&M Health Science Center

Texas A&M University

Texas A&M University - Corpus Christi

Texas A&M University System

Texas Association of Community Colleges

Texas Christian University

Texas Education Telecommunications Network (TETN)

Texas State University - San Marcos

Texas Tech University



Texas Tech University System

Texas Woman's University

University of Houston System

University of North Texas System

University of Texas - Pan American

University of Texas at Arlington

University of Texas at Austin

University of Texas at Dallas

University of Texas at El Paso

University of Texas at San Antonio

University of Texas Health Science Center at Tyler

University of Texas Health Science Center at Houston

University of Texas Health Science Center at San Antonio

University of Texas MD Anderson Cancer Center

University of Texas Medical Branch

University of Texas Southwestern Medical Center

University of Texas System



2009 Executive Committee



Chair:

*C. Van Wyatt
Texas State University - San
Marcos*



Executive Director:

*Mike Phillips
LEARN*



Secretary:

*Marg Knox
University of Texas System*



*Treasurer and Chair of
Finance Committee:*

*Suzanne Montague
University of Texas at Arlington*



Chair Elect:

*Maurice Leatherbury
University of North Texas System*



Past Chair 2008:

*Jenifer Jarriel
Baylor College of Medicine*



*Chair of Governance and
Participation Committee:*

*Sam Segran
Texas Tech University*



*Chair of Operations and
Services Committee:*

*Pierce Cantrell
Texas A&M University*

Letter from the Chair

*C. Van Wyatt
Texas State University*



On behalf of our Board of Directors, it is my distinct pleasure to present the 2009 edition of LEARN's Annual Report. We are delighted to report, during the past year we broadly expanded the reach and the scope of our network services throughout Texas, built important new partnerships with the private and public sectors, brought international recognition to Texas, and hired a new Executive Director to lead our organization in the coming years.

LEARN's 35 member Board of Directors includes leaders from our public and private institutions of higher education, community colleges, and K-12 public schools. The diversity of our membership and leadership of the Board have been essential to the success of our consortium. LEARN's accomplishments are a direct result of their support and vision to create a shared resource for the education and research communities in Texas.

It has only been six years since the concept of forming a high performance network organization like LEARN was originally envisioned. With the support of state government, our members, and partnerships with the private and public sectors, much has been accomplished in the past six years. We have deployed over 3,000 miles of optical network capacity throughout Texas. Our network now connects over 93% of the students in four year institutions of higher education and 58% of the students in higher education in Texas. Additionally, over 400 organizations throughout our state are now receiving the benefits of using LEARN's network enabled services. While these accomplishments are noteworthy, the most significant benefit of our consortium is the relationships and trust, which has been created among our diverse community.

LEARN is a part of a national community of interconnected regional optical networks throughout the United States. LEARN is also the connection point for Texas to the National LambdaRail and Internet2 national research and education networks. These regional optical networks and the national networks are linked to the international research and education networks and provide the global reach and collaborative environment, which are needed by our research and education colleagues. Because of the leadership Texas provides in these areas, we are able to bring recognition and economic activity to our state through our participation in global "big science" projects like the CERN Large Hadron Collider, and by hosting large national and international research meetings like Supercomputing 2008 and the 2009 Internet2 conferences.

LEARN has become a robust and vitally important asset for Texas. As a result of the partnerships that have been forged, we have a proven record of accomplishment. However, much work remains if we are to meet the challenges and take advantage of the opportunities which lay ahead. Thank you for your interest in LEARN. We look forward to working with you on behalf of Texas.

Letter from the Executive Director

Mike Phillips
LEARN



Our annual report provides us with a wonderful opportunity to highlight the collaborative nature of our members and partners, our accomplishments, current initiatives, and the value and recognition LEARN provides to Texas. As you will find in our report, during the past year we significantly expanded the footprint of LEARN's network across Texas bringing network enabled services to areas with unmet needs, created new strategic partnerships, provided students, healthcare professionals and researchers with connectivity to high performance networks throughout Texas and the world, and played a leadership role in hosting thousands of the world's leading scientists, researchers and engineers at the Supercomputing 2008 conference in Austin.

During the past year, LEARN's network was extended from Dallas to Tyler and Houston to Beaumont. This expansion provides needed advanced network services to these communities and is an important step in our plans to provide connection points to our network throughout Texas. LEARN also deployed strategically important infrastructure in Dallas and Houston to connect LEARN's points of presence in these cities to key service providers to reduce cost, foster collaboration and expand services to our members. Additionally, in collaboration with state government, and the private sector, the size of LEARN's network doubled. As a result of this initiative, we added an optical network loop from Dallas through West Texas with points of presence in Lubbock, Midland, and San Angelo that connects back to our network resources in San Antonio. Expanding the reach and availability of our network is important. However, more importantly, throughout this report you will find examples of what LEARN has enabled our students, faculty, healthcare professionals, scientists, and researchers to accomplish.

Beginning with our organizational activities in 2003, collaboration has been the cornerstone of our efforts and accomplishments. This core value has served LEARN and its members well during our formative years, when we put the "first light" on our network in 2005, and now as a mature and robust organization. The vast majority of what we have accomplished is a result of partnerships, which have been forged between our members and their affiliated organizations, the private sector, government, and other regional, national and international networks.

Texas and our nation are poised to make significant investments in expanding the availability of broadband services through the United States. We believe this is a timely and important initiative for our state and our nation. We appreciate the opportunity to serve on the Statewide Broadband Task Force, which has been appointed by Commissioner Staples. LEARN looks forward to continuing to collaborate with others to build the partnerships, which will be necessary to accomplish our broadband goals in Texas.

LEARN Overview & History

The Lonestar Education And Research Network (LEARN) is a consortium of 35 organizations throughout Texas that includes public and private institutions of higher education, community colleges, and K-12 public schools. The Consortium, organized as a 501(c)(3), connects these organizations, and over 400 affiliated organizations, together with high performance optical network services to support their research, education, healthcare and public service missions. LEARN is also a part of a national community of research optical networks, and provides Texas connectivity to the national and international research and education networks.

Creating LEARN

In 2003, a series of meetings were held to forge a shared vision concerning the value of creating a unifying high performance optical network for higher education in Texas. Despite the significant challenges that lay ahead, a consensus soon emerged among higher education leaders that it was strategically important to create an organization dedicated to high performance networking in Texas.

LEARN's Vision

To be the premier organization providing advanced network services for research, education, health care and economic development throughout Texas. LEARN will be a national model for organizations that serve institutions of higher education. We will provide leadership in creating global networking initiatives.

In the Summer of 2003, the Texas Legislature endorsed the concept of providing the initial investment of \$7.5 million dollars to construct the proposed optical network for Texas. The legislature also endorsed the concept of funding a \$2.5 million proposal to develop a grid computing collaborative among the five universities in the Texas Internet Grid for Research and Education (TIGRE). While both projects were authorized by the Legislature, the grants were to be awarded under the auspices of the Texas Enterprises Fund (TEF), if authorized by the Governor, Lieutenant Governor and the Speaker of the House.

In the Fall of 2003, it was decided to use the Texas GigaPoP as the 501(c)(3) structure for the new statewide organization that later became LEARN. In January 2004, the officers of the new organization were installed at a Board meeting on the Southern Methodist University campus in Dallas. The new organization was officially named "LEARN: Lonestar Education And Research Network". Therefore, at that meeting, LEARN was created with a 30 member Board of Directors.

During 2004, LEARN worked with the offices of the Governor, Lieutenant Governor, Speaker of the House and the Department of Information Resources (DIR) as they studied the merit of authorizing a TEF grant for the optical network project. In the Fall of 2004, the elected leadership offices announced that the State of Texas would support funding a TEF grant. The TEF grant provided the initial capital funds to acquire dark fiber and equipment or leased wavelengths for a "triangle" backbone connecting, Dallas, College Station, Houston, San Antonio and Austin with additional connections to El Paso, Lubbock, Denton, Tyler/Longview, Beaumont, Galveston and Corpus Christi.

On February 28, 2005, the Governor signed the TEF grant agreement to provide \$7.28 million in funding for the optical network project. LEARN now had the organizational, political and financial means to begin deploying the optical network for Texas.

Organization & Governance

LEARN's 35 member Board of Directors manages the overall affairs of the corporation. Committees of the Board have been formed to oversee specific areas of LEARN. The standing committees of the Board include: Finance, Governance and Participation, and Services and Operations. Additionally, an Audit Committee consisting of three Board members and an independent advisor monitors the activities of the annual independent audit. The Board also creates ad hoc committees of the Board, as necessary.

Within the authority delegated by the Board, the Executive Committee develops the Board agendas and conducts the affairs of LEARN, between meetings of the Board. The Executive Committee is comprised of the elected officers of the corporation and the chairs of the three standing committees. The elected officers of LEARN include: the Executive Director, Chair, Chair Elect, Past Chair, Treasurer and Secretary. Other than the Executive Director, the officers are elected from the members of the Board of Directors.

The day-to-day business of LEARN is managed by the Executive Director of the corporation, who is elected by the Board and serves at their pleasure. The Executive Director employs and supervises a professional technical and administrative staff to conduct and manage operations.

The Technical Advisory Group (TAG) is comprised of representatives, with extensive technical expertise, from our member institutions. TAG members are appointed by the LEARN Board member from the institution they represent. The TAG Chair is elected by the TAG members. TAG is an advisory body to the Board, Executive Director and LEARN's Chief Technologist. TAG serves an important role in helping shape LEARN's infrastructure, operations and portfolio of services.

Network Infrastructure

In collaboration with the public and private sector, LEARN's network spans over 3,000 miles across Texas. LEARN is built on dense wavelength division multiplexing (DWDM) optical technology. This technology provides the capability to transport multiple high capacity signals over a shared optical fiber by using the different color wavelengths of a laser light. DWDM is a state-of-the-art technology that is very scalable and permits LEARN to leverage the initial investment by adding additional capacity at marginal costs.

LEARN is built on agreements with the private sector that provide the long-term use of optical dark fibers and/or long term leases of optical wavelength capacity. When dark fiber is conveyed via an infeasible right to use (IRU) agreement, LEARN provides the infrastructure to "light" the fiber and can add additional capacity, as needed. In wavelength capacity agreements, the service provider provides the infrastructure and bandwidth under the terms and conditions of the agreement.



*Akbar Kara
LEARN Chief Technologist*



*Willis Marti
Chair, Technical Advisory
Group (TAG)*



LEARN's infrastructure enables Wayne Pecena from TTVN to provide critical network services.

Membership & Network Services

Each of the member institutions of LEARN pays \$20,000 per year in dues, which funds the general administration of LEARN. Members are entitled to appoint an individual to the Board of Directors and to acquire network services from LEARN at member rates.

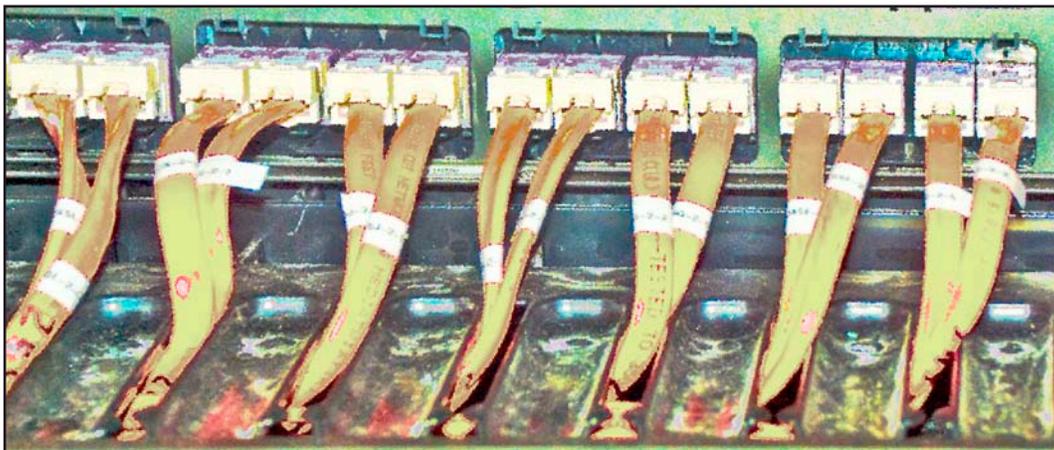
Network services are enabled based on the needs of individual members and collaborations among our members. Unlike the membership dues, network services are funded by the members who consume the services. Network service rates are set at levels to enable and sustain current and future network requirements. Network services include:

- Layer 1 Transport Services Between LEARN Points of Presence (POP),
- Switched Layer 2 Services,
- Routed Layer 3 Services,
- Connection Gateways to the National LambdaRail and Internet2 National Research and Education Networks,
- Colocation Services at LEARN Facilities, and
- Commodity Internet Services.



LEARN enables high definition video connections between the Texas A&M campuses in College Station and Qatar.

Although LEARN's network is an important strategic asset, LEARN is really focused on developing a community that is a catalyst for Texans to serve, collaborate, innovate, share and leverage resources, and compete throughout the world.



"Network Cable Plug-ins"

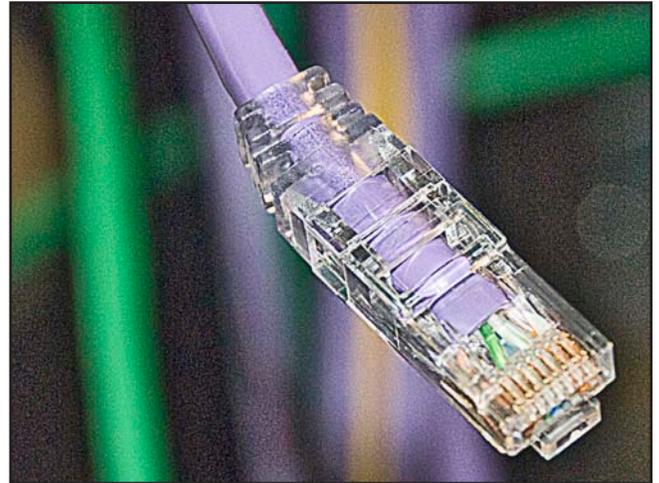
Photograph courtesy of Maurice Leatherbury

Activities & Accomplishments

During the past year, LEARN has continued to build partnerships to enhance the strategic value of LEARN to Texas. LEARN is a very diverse and talented consortium with a history of success, but a focus on the future. Highlights from the past year include:

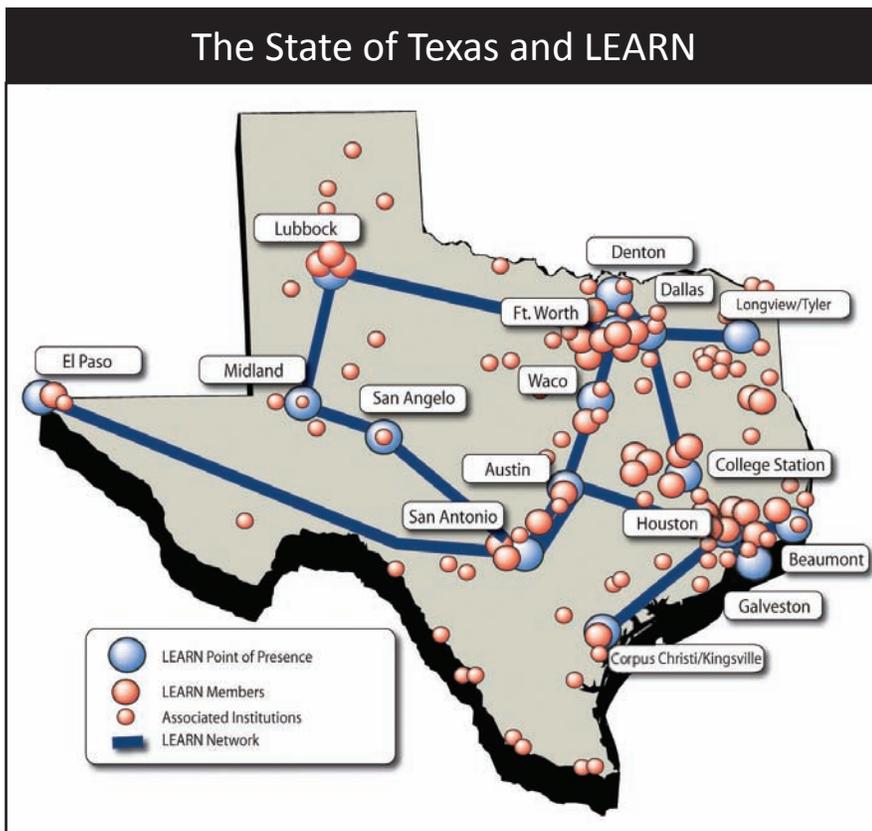
Expanding Access

LEARN's network footprint now covers over 3,000 miles throughout Texas. Expanding access to high performance network enabled services to areas of unmet need is one of our major priorities. During the past year, we completed Phase 2 of the collaboration with the Department of Information Resources (DIR), the Texas Tech University System, and the Texas Lone Star Network (TLSN). TLSN is a private sector telecommunications group comprised of 38 independent telephony companies in Texas. Phase 2 provides a fiber path from San Angelo to San Antonio. This is strategically important, because it creates a protected optical loop throughout much of West Texas that serves the needs of our members, TLSN's affiliated telephone companies and their customers, and connects DIR's data centers in Austin and San Angelo. The West Texas loop, which connects to LEARN nodes in Dallas and San Antonio, has points of presence in Lubbock, Midland and San Angelo.



"Network Cable Connector"

Photograph courtesy of Maurice Leatherbury



LEARN also completed its Dallas to Tyler and Houston to Beaumont network segments. These two segments are important in meeting the needs of our members in East Texas, and in creating a statewide optical backbone for Texas. LEARN's key private sector partners on these two segments of the network were AT&T and SuddenLink.

LEARN also connected its network to a network created by a public and private sector partnership that extends optical network services into the Rio Grande Valley of Texas. This partnership between the University of Texas, Texas A&M University and Valley Telephone Cooperative, connects Corpus Christi, Brownsville, Harlingen, Laredo and San Antonio. The Rio Grande Valley network connects to the LEARN network in Corpus Christi and San Antonio.

TIGRE

The Texas Internet Grid for Research and Education (TIGRE) is a collaborative project that brought researchers from a number of institutions together to develop a statewide grid computing infrastructure. The grid computing initiative provides researchers the capability to transfer large data sets and share computing and storage resources. LEARN has been an integral part of the success of the TIGRE project by providing high capacity bandwidth connections for researchers. Ongoing grid computing projects include energy exploration, atmospheric modeling, biosciences and medical, high energy physics and the large hadron collider.

"I can solve problems that were inaccessible before."

Professor Demeler, Biochemist



UT Arlington Physics Professor Kaushik De manages computing operations at all of the Large Hadron Collider Tier 1 and Tier 2 facilities.

Large Hadron Collider

Physicists working on the CERN Large Hadron Collider (LHC) project are seeking answers to the most fundamental questions concerning the properties of matter and energy. The University of Texas at Arlington, University of Texas at Dallas, Southern Methodist University, Rice University and Texas Tech University are actively involved in this global project.

Researchers collaborating on the LHC project must have access to interconnected high capacity networks. LEARN provides the connections and capacity for our

researchers in Texas, and provides them the pathway to the national and international research and education networks their colleagues in the LHC project are connected to. Without LEARN, our researchers would not be able to participate in "big science" collaborations like LHC or bring important research grant funding to Texas.

Texas Digital Library

The Texas Digital Library (TDL) is a consortium of eighteen universities that provides the digital infrastructure to support an online scholarly community in Texas. The TDL collaboration enables the enormous intellectual capital of these universities to be broadly shared throughout the consortium. The eighteen universities in TDL are also members of LEARN. TDL and LEARN have worked closely together to provide cost effective communications technology solutions to the challenges of digital storage, preservation, and connectivity faced by Texas colleges and universities.



Students at Baylor University access the Texas Digital Library through the LEARN network.

LEARN members have developed and deployed an Identity Management Federation using Shibboleth identity attribute sharing technologies to manage access to shared TDL and other online resources. The Identity Management Federation is secure, scalable and enhances collaboration among our institutions.

Disaster Recovery

Hurricane Ike was one of the most devastating storms to ever strike Texas. LEARN's network played a significant role as Texans responded to this disaster. LEARN's member campuses at Texas A&M University at Galveston and the University of Texas Medical Branch at Galveston (UTMB) were hit hard by the fury of Ike. The Texas A&M campus in Galveston was closed for the rest of the semester. However, the LEARN backbone remained up during and after Ike hit Texas. LEARN's network enabled the students, faculty and staff of Texas A&M University at Galveston to remain connected and continue classes via distance education video conferencing. Also, during the disaster recovery period, UTMB was able to maintain the availability of its major information systems by using the LEARN network to connect to the University of Texas regional data center in Arlington, which is shared by the University of Texas System member institutions.



Hurricane Ike approaching Texas.

Disaster recovery and business continuity planning is an essential element of our member institutions ability to mitigate the impact of future emergency situations. LEARN's network is an important part of the ongoing disaster recovery preparedness of the University of Houston and other member institutions by enabling them high bandwidth access to key public and private sector data storage and recovery sites.

GENI

The Global Environment for Network Innovations (GENI) is a National Science Foundation initiative to support experimental research in networking and distributed systems that will be the foundation for future generations of scalable global interconnected networks. Dr. Deniz Gurkan, a researcher at the University of Houston's College of Technology is actively involved in the GENI project. LEARN helped Dr. Gurkan create a research relationship with Infinera Corporation to provide loaner optical systems for use in Dr. Gurkan's lab. Creating these types of public and private sector research collaborations and enabling access to LEARN's optical networks are essential to Dr. Gurkan's research in data plane measurement.



Baylor nursing students use the LEARN network to attend classes and provide healthcare.

Connecting Through Videoconferencing

The high capacity LEARN network enables our members to use high definition video conferencing to extend the reach of their services, collaborate, share resources and save money.

At Baylor University, access to the FastBacc nursing program provides a 12 month accelerated RN certification program designed for students desiring a career change after they had completed a Bachelor's Degree in a non-nursing discipline.



Texas A&M students in Qatar enjoy the Aggie student experience thanks to LEARN.

Baylor also uses high definition distance education video conferencing to support classes in its Honors College and School of Business, and to host guest lecturers and special events.

College sports are important to our member institutions. Athletic programs are an integral part of students' college experience. They also keep our institutions connected to their alumni and supporters. The LEARN network is used by our members Athletic Directors, administrators and coaches to hold meetings in the Big XII and other conferences, share tapes of games to aid in scouting, and broadcast live athletic events.

To protect our freedom, the armed forces of the United States are deployed throughout the world. In May of this year, Texas A&M University used the LEARN network to connect its College Station campus with the 25th Infantry Division Multinational Division at Camp Speicher in Iraq. This high quality two-way interactive videoconferencing enabled a U.S. Army Lieutenant Colonel stationed in Iraq to administer the ROTC new officer commissioning oath to his son and other young men upon their graduation from Texas A&M University.



ROTC graduate in College Station receives the commissioning oath from an officer in Iraq.

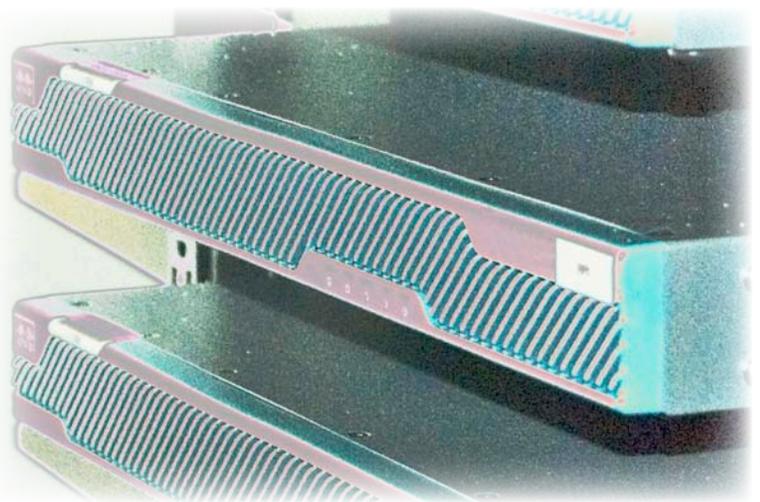
Supercomputing 2008 (SC08) Conference



Almost 10,000 of the world's leading high performance computing and network experts attended the SC08 conference in Austin. In its 20th year, the Supercomputing Conference is the world's premier assembly of next generation networking and computing professionals and technology infrastructure. The University of Texas at Austin provided the local connectivity and LEARN used its high capacity network to connect the conference with the rest of the world. LEARN enabled dynamic circuit capability and 100 and 40 gigabit transport services that were critical to the success of SC08. This prestigious gathering brought world-wide recognition and substantial economic activity to Texas.

Current Initiatives

Although LEARN is a robust and mature organization, the Board of Directors understands the future vitality and value of our organization is not secured by our previous accomplishments and successes. Global collaboration, innovation, scientific discovery, and technological advances provide an unparalleled opportunity to meet the challenges and demands of today and tomorrow. This dynamic environment requires that LEARN continue to be a nimble and responsive organization that is focused on the future.



“Network Switches”

Photograph courtesy of Maurice Leatherbury

Expanding Access

LEARN is currently deploying an optical segment between Dallas and Denton. Scheduled to be completed in October, LEARN is establishing a network POP with DWDM infrastructure on the campus of the University of North Texas.

LEARN, the University of Texas System, and the University of Houston System are collaborating on a project to deploy a fiber-based network segment between Galveston and Houston. The segment will include connectivity at the University of Texas Medical Branch in Galveston, Texas A&M University at Galveston, the University of Houston, and the medical center in Houston. The project will also include a metropolitan segment in Houston to connect this project with LEARN’s network at the Hardy Street POP in Houston.

The American Recovery and Reinvestment Act provides \$7.2 billion in funding to enhance the availability of broadband services throughout the United States. These federal funds are being administered by the National Telecommunications and Information Administration in the Department of Commerce and the Rural Utilities Service in the Department of Agriculture. LEARN has established a working group to develop a Department of Commerce grant application to extend access to LEARN’s network to communities that are unserved and to create optical loops to protect network segments that are currently network spurs. LEARN’s grant proposal will focus on connecting key community anchor institutions with the LEARN backbone.

UTMB provides critical healthcare services to over 200 locations throughout Texas. UTMB has initiated a new network design to support access to their healthcare services. The new design will utilize LEARN as the middle mile carrier of the UTMB’s statewide network and will provide a distributed network topology providing high performance, fewer potential points of failure, high capacity bandwidth, and lower costs.



UTMB uses the LEARN network to provide healthcare to Texans.



Internet2

Internet2 is an advanced networking, non-profit consortium comprised of more than 200 universities in the United States, 70 leading corporations, 45 governmental agencies and laboratories, and over 50 international partner organizations. The fall member meeting for Internet2 will be held in San Antonio. LEARN and the University of Texas will provide the network support and serve as the co-hosts for this prestigious gathering of people from around the world. Hosting this conference is an honor and it will bring worldwide recognition and substantial economic activity to Texas.

LEARN – NTG Merger

The North Texas GigaPoP (NTG) is a consortium of institutions in the Dallas – Ft. Worth metroplex that share high speed network resources. Currently, the members of NTG include the University of North Texas, University of Texas at Arlington, University of Texas at Dallas, Texas Christian University, Southern Methodist University, the National Weather Service, and the University of Texas Southwestern Medical Center at Dallas.

LEARN and NTG share similar missions, mutual interests, common objectives and member institutions. Both LEARN and NTG believe merging the two organizations will enhance collaboration, create operational efficiencies, and save money. Therefore, the parties have agreed to merge NTG into LEARN. The merger agreement has been finalized and we anticipate receiving the final signature in the next 30 days.

CALEA

The Communications Assistance to Law Enforcement Act (CALEA) requires processes/systems be in place to assist law enforcement in implementing electronic surveillance authorized by a warrant. CALEA applies to public networks managed by service providers and common carriers and certain private enterprise networks. Private networks of universities or regional optical networks (LEARN) that operate their own transport network that connects to an Internet service provider must be able to monitor network traffic at the point it connects to the public network.

LEARN has entered into a partnership with Texas A&M University, the University of Texas System, the Department of Information Resources, and Baylor University to jointly implement and manage a system to meet the CALEA requirements. By collaborating on this project, the parties will implement a solution for less money, develop a common knowledge base that will be shared among the organizations, and share infrastructure that can be deployed, as required.

Cleaning Up the Cold War

The United States and Russia agreed this summer to cut their strategic nuclear arsenals by at least 25 percent. Researchers led by the University of Texas at Arlington (UTA) physics professor Dr. Asok Ray are working to determine how to safely dispose of highly radioactive uranium and plutonium in the decommissioned nuclear weapons.



“Network Cabling”

Photograph courtesy of Maurice Leatherbury

Professor Ray and his colleagues are using the LEARN network to connect the Lonestar supercomputer at the Texas Advanced Computing Center (TACC) at the University of Texas at Austin, the National Energy Research Scientific Computing Center (NERSC) in Berkeley, and UTA's Supercomputing Center in Arlington. LEARN's high capacity network enables Dr. Ray and his team to harness the parallel processing power of the TACC, NERSC, and UTA supercomputers to run simulations, which require several hundred thousand computing hours, to determine how radioactive elements react when exposed to common elements like oxygen, hydrogen, water, and carbon dioxide. Understanding how radioactive elements react to other elements is essential to safely disposing of this radioactive material.

Enhancing LEARN's Services

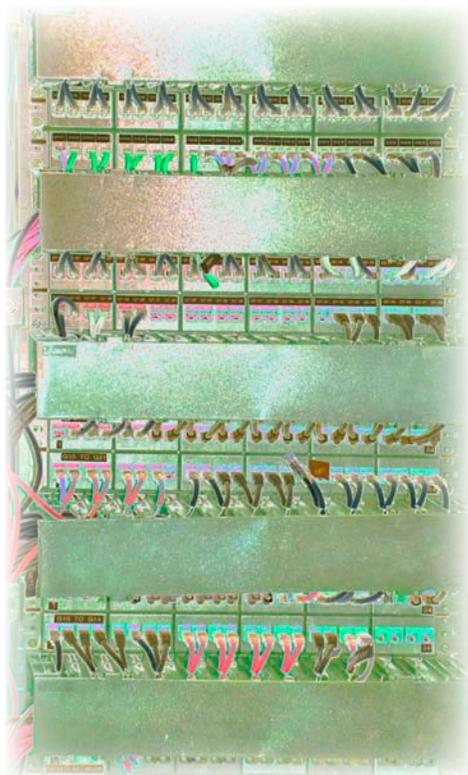
Recently LEARN upgraded its connection with Internet2 from 1 gigabit to 10 gigabits per second. This upgrade was necessary to meet the bandwidth demands of our members and access dynamic circuit provisioning and commodity peering services through our relationship with Internet2. LEARN's member institutions save a substantial amount of resources each year by aggregating their needs through the LEARN connection with Internet2.

LEARN has begun a project to expand the routed IP-based (Layer 3) services that are available to our members. The initial focus is on upgrading the Layer 3 aggregation service to 10 gigabits that is shared by our members to access LEARN's connection to Internet2. Upgrading the aggregation service is important to maximize the benefits of the Internet2 connection and to provide a protected path for our members to access in the event there is an outage on the primary path. Additionally, we have defined a technology architecture and a set of service principles to offer the following Layer 3 services:

- Create a Texas Education intranet that supports the exchange of traffic among LEARN members,
- CALEA compliant commodity Internet services,
- Research and education peering with the National LambdaRail and Internet2 national research and education networks, and
- Redundant peering points on LEARN's network for our members.

To support our commodity Internet service offering, LEARN has applied for a Service Provider Identification Number (SPIN) with the Universal Service Administration Company. Acquiring a SPIN number will permit our school, library, and rural health customers to receive significant discounts, they are eligible to receive through the Universal Services Fund.

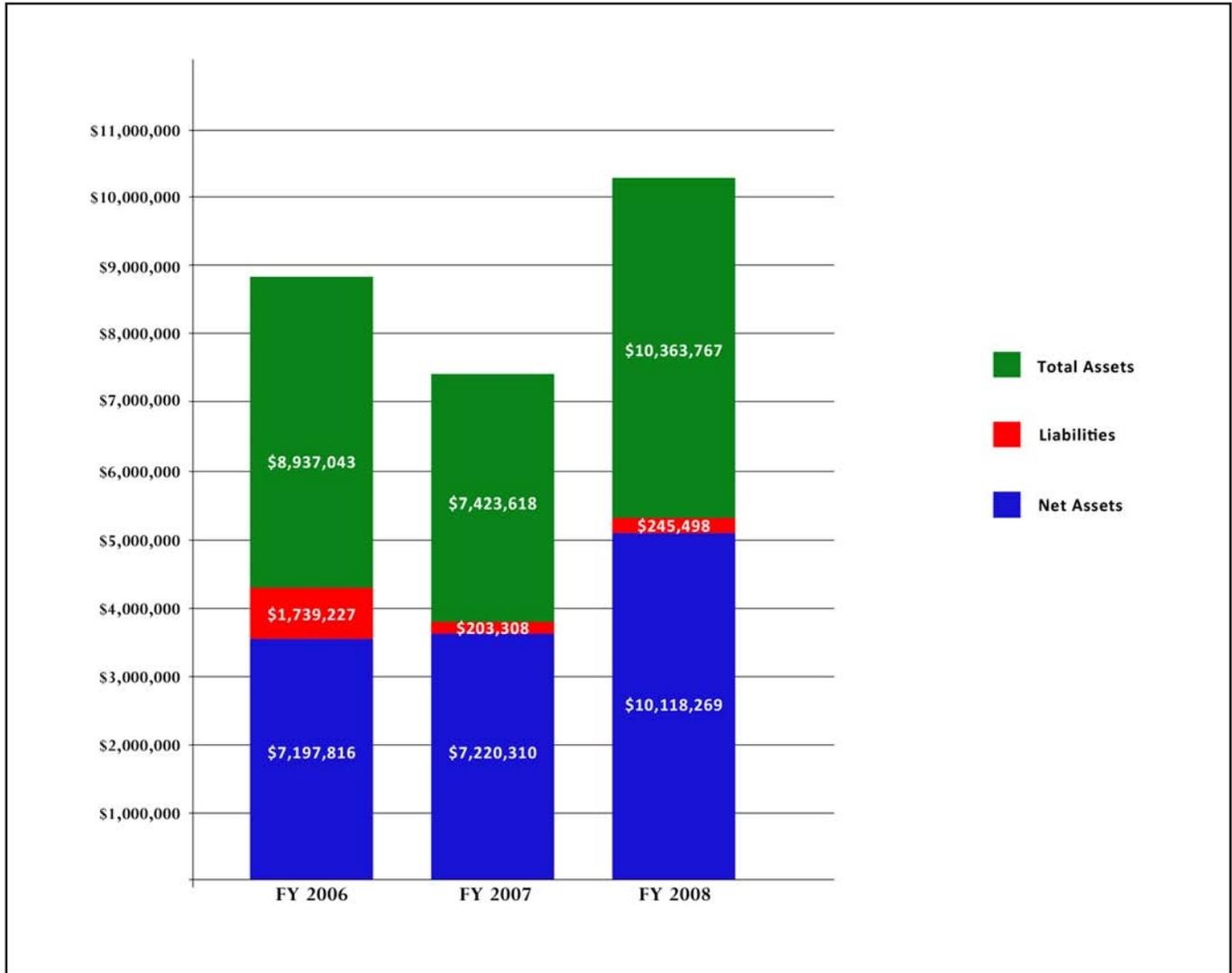
The Board and the staff are committed to ensuring LEARN remains a customer focused organization. Enhancing our portfolio of services is a cornerstone of the strategic priorities, which are guiding our current initiatives. There is a broad consensus among our members that continuing to expand the scope of services, which are available from LEARN, creates operational efficiencies, provides additional options for customers, supports collaboration, and enhances the overall value of LEARN.



*"Array of Network Switches"
Photograph courtesy of Maurice Leatherbury*

Total Assets, Liabilities, & Net Assets

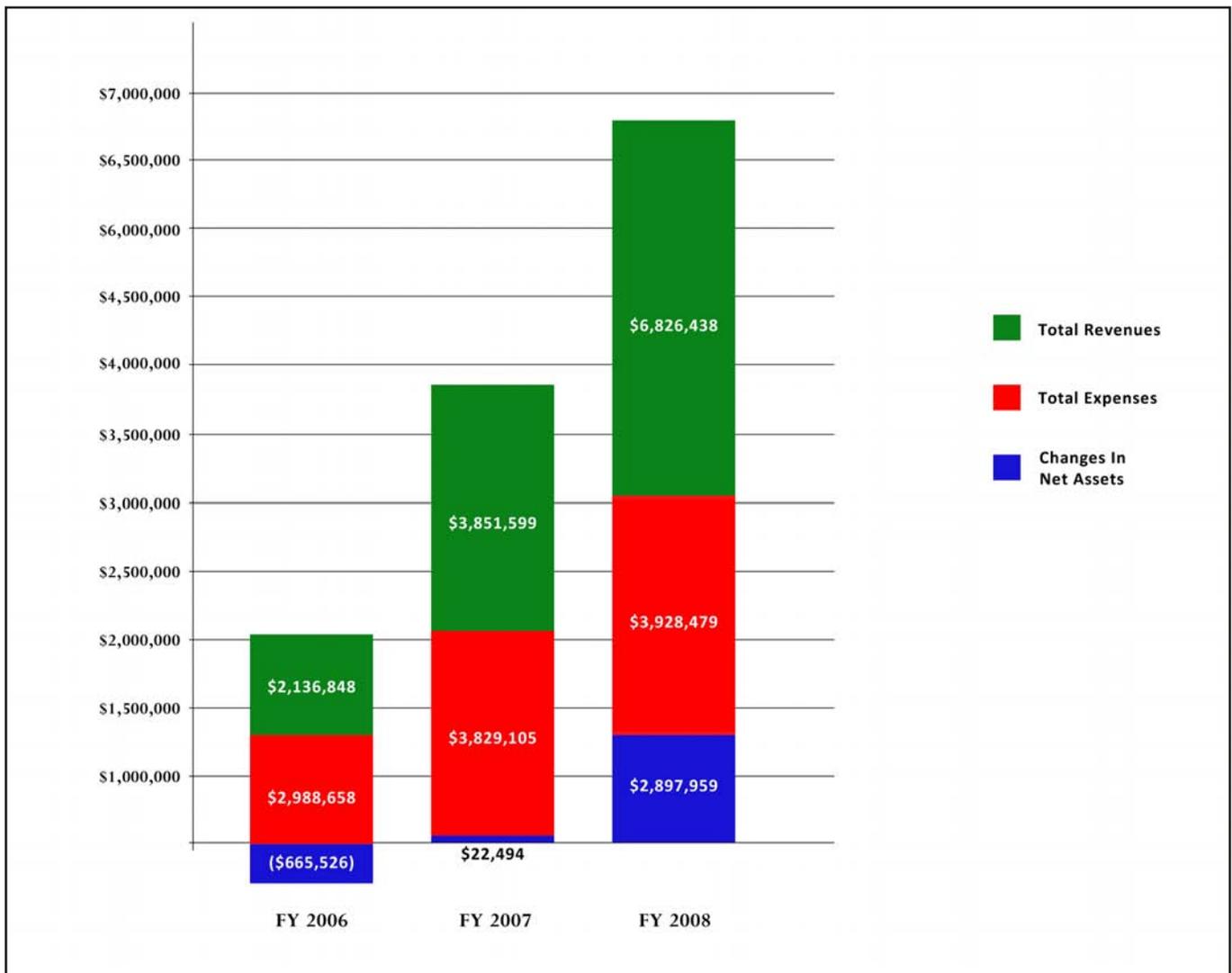
	FY 2006	FY 2007	FY 2008
Total Assets	\$ 8,937,043	\$ 7,423,618	\$ 10,363,767
Liabilities	\$ 1,739,227	\$ 203,308	\$ 245,498
Net Assets	\$ 7,197,816	\$ 7,220,310	\$ 10,118,269



* The audit of 2008 has not been completed as of the publication date.

Total Revenues, Total Expenses, & Changes in Net Assets

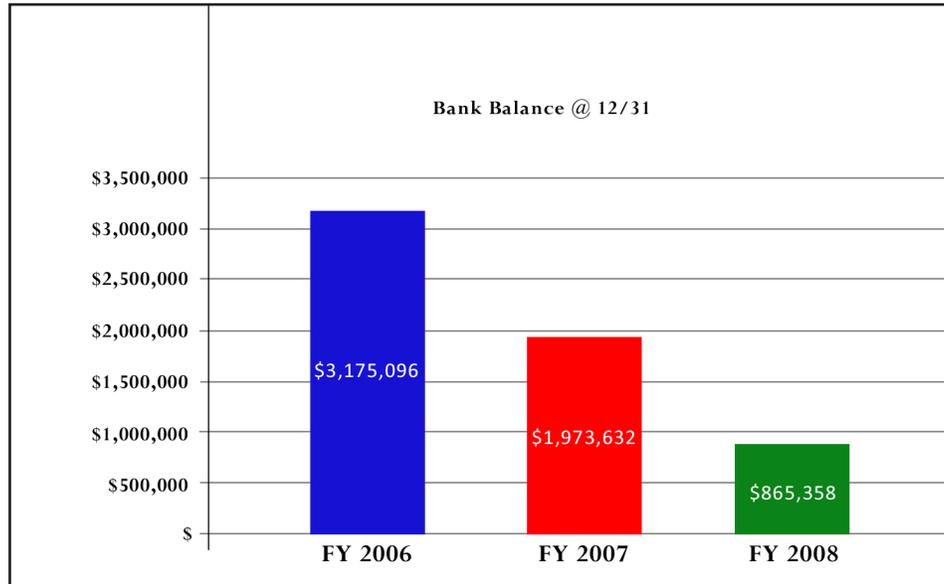
	FY 2006	FY 2007	FY 2008
Total Revenues	\$ 2,136,848	\$ 3,851,599	\$ 6,826,438
Total Expenses	\$ 2,988,658	\$ 3,829,105	\$ 3,928,479
Changes In Net Assets	(\$ 665,526)	\$ 22,494	\$ 2,897,959



* The audit of 2008 has not been completed as of the publication date.

TEF End of Year Bank Balance

	FY 2006	FY 2007	FY 2008
Bank Balance @ 12/31	\$ 3,175,096	\$ 1,973,632	\$ 865,358



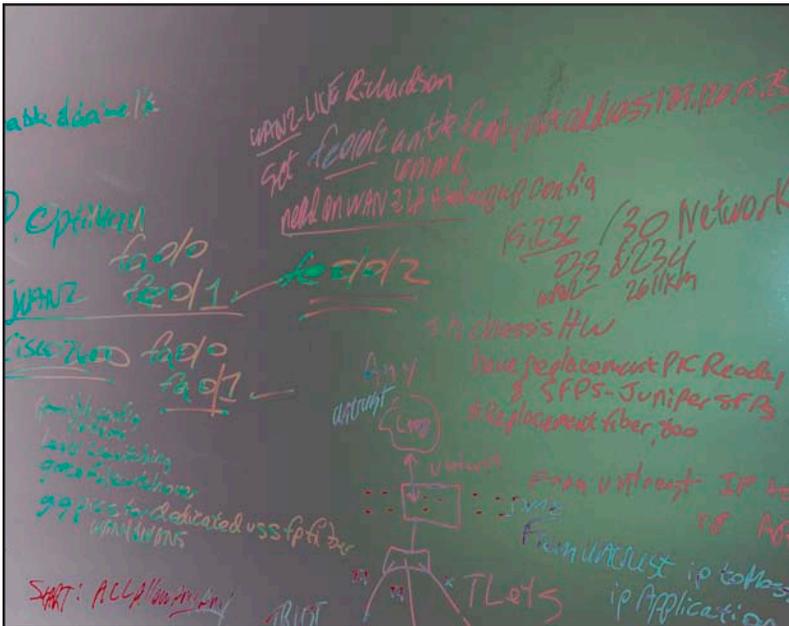
TEF Investments by Area

	Expenses & Encumbrances 12/31/2008	Expected Investment
Triangle*	\$ 4,415,634	\$ 4,415,634
West Texas	\$ 705,561	\$ 705,561
El Paso	\$ 116,110	\$ 116,110
Tyler	\$ 275,891	\$ 329,239
Beaumont	\$ 156,469	\$ 330,175
Corpus Christi	\$ 491,919	\$ 491,918
Denton	\$ 40,000	\$ 180,000
Galveston	\$ 0	\$ 375,000
Transition	\$ 578,976	\$ 578,976
TOTAL	\$ 6,780,560	\$ 7,522,613

* The Triangle connects the cities of Houston, College Station, San Antonio, Austin, Waco, and Dallas.

Infrastructure Performance

LEARN has deployed and operates a sophisticated state-of-the-art fiber-based optical network throughout Texas. The infrastructure is “carrier grade” optical technology that is highly reliable and capable of provisioning high-speed bandwidth between Texas cities. While capacity is important, the reliability of the network is just as important. In today’s complex and interconnected world, an “always on” reliable network is the foundation of our members’ needs and their expectations. A network outage can cause significant disruptions for our members.



“Network Design Whiteboard”

Photograph courtesy of Maurice Leatherbury

Despite the network design, the reliability of deployed infrastructure, operational discipline, and the expertise of our network engineers, occasionally components of the network fail. In order to reduce the time required to replace these components, LEARN has acquired and strategically deployed critical infrastructure spares throughout the network. Additionally, LEARN maintains maintenance and support agreements for its critical infrastructure.

During the past year, LEARN’s network was very reliable. Our Layer 2 FrameNet services were available without disruption. For our Layer 1 WaveNet services, the network was available 99.99% of the time. While these performance levels are very good, LEARN is always exploring strategies to improve the availability of the network and customer satisfaction.



Network engineers manage LEARN’s network.

Appendices

I. LEARN Board of Directors

Jenifer Jarriel Vice President, Information Technology & CIO Baylor College of Medicine	Sam Segran Chief Information Officer Texas Tech University
Pattie Orr Vice President, Information Technology & Dean of University Libraries Baylor University	Kay Rhodes Chief Information Officer Texas Tech University System
Michael E. Dobe, Sr. Associate Vice President & CIO Lamar University	Bill Palmertree Vice President, Technology & Information Services & CIO Texas Woman's University
Mickey Slimp Executive Director Northeast Texas Consortium of Colleges & Universities (NETnet)	Dennis Fouty Associate Vice Chancellor, Information Technology & CIO University of Houston System
Luis-Pablo Grijalva Chief Information Officer Prairie View A&M University	Maurice Leatherbury Acting Vice President for Information Technology & CIO University of North Texas System
Kamran M. Khan Vice Provost, Information Technology Rice University	Bob Lim Vice President, Information Technology University of Texas - Pan American
Mark C. Adams Associate Vice President, Information Resources Sam Houston State University	Suzanne Montague Vice President, Information Technology & CIO University of Texas at Arlington
Joseph (Joe) Gargiulo Chief Information Officer Southern Methodist University	William Green Director of Networking, Information Technology Services University of Texas at Austin
Paul T. Davis Director, Information Technology Services Stephen F. Austin State University	Jim Gary Vice President, Information Resources & CIO University of Texas at Dallas
David A. Cantrell Vice President, Information Technology & CIO Texas A&M Health Science Center	Stephen Riter Vice President, Information Resources & Planning University of Texas at El Paso
Pierce E. Cantrell Vice President & Associate Provost for Information Technology & CIO Texas A&M University	Kenneth (Ken) Pierce Vice Provost, Information Technology University of Texas at San Antonio
Claudia McDonald Associate Vice President for Special Projects Texas A&M University Corpus Christi	William (Bill) A. Weems Assistant Vice President, Academic Technology University of Texas Health Science Center at Houston
Rodney (Rod) L. Zent Executive Director, Educational Broadcast Services TTVN Texas A&M University System	A. Jerome (Jerry) York Vice President, Academic Technology Services & CIO University of Texas Health Science Center at San Antonio
William (Bill) E. Carter Vice Chancellor, Information Technology Texas Association of Community Colleges	John D. Yoder, Jr. Chief Information Officer University of Texas Health Science Center at Tyler
Bryan Lucas Executive Director, Technology Resources Texas Christian University	Keith Perry Associate Vice President & Deputy CIO University of Texas MD Anderson Cancer Center
Steve Hyden Executive Director, Education Service Center - Region 5 Texas Education Telecommunications Network (TETN)	Ralph Farr Vice President, Information Services University of Texas Medical Branch
C. Van Wyatt Vice President, Information Technology Texas State University San Marcos	Kirk Kirksey Vice President, Information Resources University of Texas Southwestern Medical Center of Dallas

Margaret (Marg) Knox
Associate Vice Chancellor & CIO
University of Texas System

II. LEARN 2008 Year End Financial Statements

LONESTAR EDUCATION AND RESEARCH NETWORK
Financial Statements
Year Ended December 31, 2008



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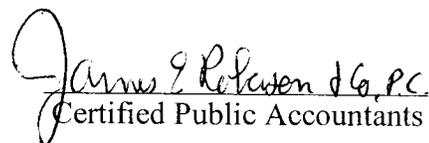
To the Board of Directors
Lonestar Education and Research Network
Austin, Texas

We have compiled the accompanying Statement of Financial Position of Lonestar Education and Research Network (a nonprofit organization) as of December 31, 2008, and the related Statement of Activities for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Statement of cash flow for the year ended December 31, 2008, has not been presented. Generally accepted accounting principles require that such a statement be presented when financial statements purport to present financial position and results of operations. This is a departure from generally accepted accounting principles.

Management has elected to omit substantially all of the disclosures ordinarily included in financial statements. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Organization's assets, liabilities, net assets, revenues, and expenses. Accordingly, these financial statements are not designed for those who are not informed about such matters.


Certified Public Accountants

February 27, 2009

LONESTAR EDUCATION AND RESEARCH NETWORK
STATEMENT OF FINANCIAL POSITION
DECEMBER 31, 2008

ASSETS

	Current Operating Funds				Temporarily Restricted	
	Program Fund	Unrestricted Network Fund	NLR Fund		Texas Enterprise Fund	
					Total	
CURRENT ASSETS						
Cash and cash equivalents	\$ 1,117,918	\$ 853,902	\$ 2,599	\$ 865,358	\$ 2,839,777	
Accounts receivable:						
Network services	-	233,192	-	-	233,192	
Refundable expenses	-	39,897	-	-	39,897	
Funds held by others	4,113	-	-	-	4,113	
Total Current Assets	1,122,031	1,126,991	2,599	865,358	3,116,979	
PROPERTY AND EQUIPMENT						
Network equipment	-	3,893,222	-	-	3,893,222	
Furniture and equipment	34,381	-	-	-	34,381	
Less accumulated depreciation	(21,181)	(3,893,222)	-	-	(1,509,642)	
Property and Equipment - net	13,200	2,404,761	-	-	2,417,961	
OTHER ASSETS						
Network and IRU access rights	-	5,135,306	-	-	5,135,306	
Less accumulated amortization	-	(306,479)	-	-	(306,479)	
Total Other Assets	-	4,828,827	-	-	4,828,827	
TOTAL ASSETS	<u>\$ 1,135,231</u>	<u>\$ 8,360,579</u>	<u>\$ 2,599</u>	<u>\$ 865,358</u>	<u>\$ 10,363,767</u>	
LIABILITIES AND NET ASSETS						
CURRENT LIABILITIES						
Accounts payable	\$ 80,206	\$ 165,292	\$ -	\$ -	\$ 245,498	
Deferred revenue	-	-	-	-	-	
Total Current Liabilities/Total Liabilities	80,206	165,292	-	-	245,498	
NET ASSETS						
Unrestricted net assets	1,055,025	7,795,287	2,599	-	8,852,911	
Temporarily restricted net assets	-	400,000	-	865,358	1,265,358	
Total Net Assets	1,055,025	8,195,287	2,599	865,358	10,118,269	
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 1,135,231</u>	<u>\$ 8,360,579</u>	<u>\$ 2,599</u>	<u>\$ 865,358</u>	<u>\$ 10,363,767</u>	

See accountant's compilation report.

LONESTAR EDUCATION AND RESEARCH NETWORK
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2008

	Current Operating Funds			Temporarily Restricted Texas Enterprise Fund	Total
	Unrestricted	NLR Fund	-		
	Program Fund	Network Fund	NLR Fund		
REVENUES AND OTHER SUPPORT					
Membership dues	\$ 680,000	\$ -	\$ -	\$ -	\$ 680,000
Assessments	-	-	-	-	1,000,001
Other revenues	5,074,593	-	-	-	5,074,593
Investment income	27,087	8,798	33,399	-	71,844
NET ASSETS RELEASED FROM RESTRICTIONS:					
Satisfaction of program restrictions	-	1,141,673	-	(1,141,673)	-
TOTAL REVENUES AND OTHER SUPPORT	707,087	6,225,064	1,002,561	(1,108,274)	6,826,438
EXPENSES					
PROGRAM SERVICES					
Membership dues	\$ -	\$ -	\$ 1,000,001	\$ -	\$ 1,000,001
Connections and fibers	-	1,147,437	-	-	1,147,437
Installation	-	23,832	-	-	23,832
Operating lease	-	39,152	-	-	39,152
Network parts and supplies	-	44,533	-	-	44,533
Amortization	-	156,109	-	-	156,109
Depreciation	-	714,249	-	-	714,249
Total Program Expenses	-	2,125,312	1,000,001	-	3,125,313
SUPPORTING SERVICES					
Professional fees:					
Administration	\$ 288,461	\$ 280,410	\$ -	\$ -	\$ 568,871
Accounting	26,376	-	-	-	26,376
Legal	28,414	-	-	-	28,414
Other	4,029	-	-	-	4,029
Insurance	20,499	-	-	-	20,499
Travel	33,548	51,476	-	-	85,024
Sponsored meetings	24,799	-	-	-	24,799
Telephone	10,316	-	-	-	10,316
Marketing	3,225	-	-	-	3,225
Membership dues	4,990	-	-	-	4,990
Office expenses	8,271	272	-	-	8,543
Computer and software supplies	10,506	799	-	-	11,305
Bank service charges	(334)	-	-	-	(334)
Depreciation	7,109	-	-	-	7,109
Total Supporting Services	\$ 470,209	\$ 332,957	\$ -	\$ -	\$ 803,166
TOTAL EXPENSES	470,209	2,458,269	1,000,001	-	3,928,479
CHANGES IN NET ASSETS	236,878	3,766,795	2,560	(1,108,274)	2,897,959
NET ASSETS:					
Beginning balance at January 1, 2008	818,147	4,428,492	39	1,973,632	7,220,310
Ending balance at December 31, 2008	<u>\$ 1,055,025</u>	<u>\$ 8,195,287</u>	<u>\$ 2,599</u>	<u>\$ 865,358</u>	<u>\$ 10,118,269</u>

See accountant's compilation report.

LONESTAR EDUCATION AND RESEARCH NETWORK

SUPPLEMENTARY INFORMATION



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To the Board of Directors
Lonestar Education and Research Network
Austin, Texas

Our report on our compilation of the Statement of Financial Position of Lonestar Education and Research Network (a nonprofit organization) as of December 31, 2008 and the related Statement of Activities for the year then ended appears on page 1.

A compilation is limited to presenting in the form of financial statements information that is the representation of the management. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

The information included in the accompanying Schedule I is presented only for supplementary analysis purposes. Such information has been compiled from information that is the representation of the management, without audit or review. Accordingly, we do not express an opinion or any other form of assurance on the supplementary information.

LONESTAR EDUCATION AND RESEARCH NETWORK

SCHEDULE I

TEXAS ENTERPRISE FUND
RECONCILIATION

FROM INCEPTION THROUGH THE PERIOD ENDED DECEMBER 31, 2008

FUNDS RECEIVED:	
State Grant	\$ 7,281,000
Interest income	249,010
Initial bank deposit	200
TOTAL FUNDS RECEIVED	<u>7,530,210</u>
FUNDS DISBURSED:	
Purchases of capital equipment	3,464,998
Purchases of IRU access rights	2,175,482
Connections and fiber	332,671
Installation	288,699
Site evaluation	95,513
Field services	96,498
Network Parts	102,008
Collocation	84,079
Freight	24,778
Bank fees	126
TOTAL FUNDS DISBURSED	<u>6,664,852</u>
BANK BALANCE AT DECEMBER 31, 2008	<u>\$ 865,358</u>

III. Affiliated Organizations

Alvin Community College
Angelina College
Austin Community College
Blinn College
Brazosport College
Del Mar College
Galveston College
Hill College
Howard College
Kilgore College
Lamar State College Orange
Lamar State College Port Arthur
Lee College
Navarro College
Northeast Texas Community College
Panola College
Paris Junior College
Texarkana College
Texas Southmost College
Texas State Technical College
Trinity Valley Community College
Tyler Junior College
Victoria College
Wharton County Junior College
Lamar Institute of Technology
Southwestern Adventist University
Tarleton State University
Texas A&M International University
Texas A&M University at Galveston
Texas A&M University Commerce
Texas A&M University Kingsville
Texas A&M University Texarkana
University of Texas at Brownsville
University of Texas at Tyler
The University of Texas Permian Basin
University of Houston
University of Houston Clear Lake
University of Houston Downtown
University of Houston Victoria
University of Incarnate Word
University of North Texas Health Science Center
West Texas A&M University
Alamo Area Council Of Governments
Bexar County Information Services
Cameron County
City of Austin
City of Plano
Department of Information Resources
Duncanville Public Library
Ector County Library
Fort Worth Public Library
Galveston County IT Department
Guadalupe Valley Hospital
Hidalgo County Planned Parenthood
Hondo Public Library
Lampasas Public Library
Lower Colorado River Authority
McKinney Memorial Public Library
Medina Community Hospital
Melissa Public Library
Mesquite Public Library
Mission Hospital
Moore Memorial Public Library
National Archives & Records Administration
National Weather Service
New Braunfels Public Library
Nicholson Memorial Library
Orange County
Parkland Memorial Hospital
Rio Grande Digital Dental Clinic
Sabine River Authority
Southwest Education Development Lab
Texas AgriLife Research Station
Texas AgriLife Extension
Texas Engineering Experiment Station
Texas Engineering Extension Service
Texas Forest Service
Texas Transportation Institute
Texas Veterinary Medical Diagnostic Lab
Travis County
Uvalde Memorial Hospital
Valley International Airport
Victoria Public Library
Wharton County Library
Zale Lipshy Hospital
Education Service Center - Region 3
Education Service Center - Region 4
Education Service Center - Region 5
Education Service Center - Region 6
Education Service Center - Region 11
Education Service Center - Region 13
Education Service Center - Region 16
Education Service Center - Region 20
Adrian ISD
Alief ISD
Alvord ISD
Anahuac ISD
Anderson-Shiro CISD
Angleton ISD
Annunciation Orthodox School

Apple Springs ISD
Austin ISD
Austwell-Tivoli ISD
Bartlett ISD
Bastrop ISD
Bay City ISD
Big Sandy ISD
Big Springs Charter School
Birdville ISD
Blanco ISD
Bloomington ISD
Bluff Dale ISD
Boling ISD
Booker ISD
Borger ISD
Bovina ISD
Boyd ISD
Boys Ranch ISD
Brackett ISD
Brazos ISD
Brazos School for Inquiry & Creativity
Brenham ISD
Bridgeport ISD
Brock ISD
Brookeland ISD
Bryan ISD
Buckholts ISD
Buna ISD
Burkeville ISD
Burton ISD
Caldwell ISD
Calhoun County ISD
Canadian ISD
Canyon ISD
Castleberry ISD
Center Point ISD
Centerville ISD
Central Heights ISD
Channelview ISD
Channing ISD
Charlotte ISD
Chester ISD
Chico ISD
Childress ISD
Clarendon ISD
Claude ISD
Coldspring-Oakhurst CISD
College Station ISD
Colmesneil ISD
Columbus ISD
Comfort ISD
Community ISD

Corrigan-Camden ISD
Cotulla ISD
Coupland ISD
Crockett ISD
Cuero ISD
Dalhart ISD
Damon ISD
Danbury ISD
Darrouzett ISD
Decatur ISD
Del Valle ISD
Denton ISD
Deweyville ISD
D'Hanis ISD
Dime Box ISD
Divide ISD
Doss Consolidated CSD
Dripping Springs ISD
Dublin ISD
Dumas ISD
Duncanville ISD
Eagle Pass ISD
East Bernard ISD
East Central ISD
East Chambers ISD
Eden Park Academy
Edna ISD
Education Center
Elgin ISD
Era ISD
Erath Excels Academy, Inc.
Evadale ISD
Excel Academy
Ezzell ISD
Fayetteville ISD
Flatonia ISD
Florence ISD
Floresville ISD
Follett ISD
Fort Elliott CISD
Fort Worth ISD
Franklin ISD
Fredericksburg ISD
Ft. Sam Houston ISD
Galena Park ISD
Garner ISD
Gause ISD
Giddings ISD
Girls & Boys Prep Academy
Glen Rose ISD
Godley ISD
Goliad ISD

Gonzales ISD
Goodrich ISD
Gordon ISD
Graford ISD
Grandview-Hopkins ISD
Granger ISD
Grapeland ISD
Groom ISD
Groveton ISD
Gruver ISD
Hallettsville ISD
Happy ISD
Hardin ISD
Harlingen CISD
Harper ISD
Hart ISD
Hartley ISD
Hearne ISD
Hedley ISD
Hempstead ISD
Higgins ISD
High Island ISD
Highland Park ISD
Hull-Daisetta ISD
Hunt ISD
Hutto ISD
Industrial ISD
Ingram ISD
Iola ISD
Jarrell ISD
John Cooper School
Johnson City ISD
Joshua ISD
Jourdanton ISD
Karnes City ISD
Kelton ISD
Kendleton ISD
Kenedy ISD
Kennard ISD
Kennedale ISD
Kinkaid School
Kirbyville CISD
Klein ISD
Knippa ISD
Kountze ISD
Kress ISD
La Grange ISD
Lackland ISD
Lago Vista ISD
Lake Travis ISD
Lake Worth ISD
Latexo ISD

Lefors ISD
Leggett ISD
Leon ISD
Lexington ISD
Liberty Hill ISD
Lindsay ISD
Lingleville ISD
Lipan ISD
Little Cypress-Mauriceville CISD
Little Elm ISD
Livingston ISD
Lockhart ISD
Louise ISD
Lovelady ISD
Luling ISD
Lumberton ISD
Madisonville CISD
Magnolia ISD
Marion ISD
Matagorda ISD
McDade ISD
McLean ISD
Medina ISD
Medina Valley ISD
Memphis ISD
Meyersville ISD
Miami ISD
Milano ISD
Millsap ISD
Mineral Wells ISD
Monsignor Kelly Catholic High School
Moulton ISD
Muenster ISD
Mumford ISD
Natalia ISD
Navarro ISD
Navasota ISD
Nazareth ISD
Nederland ISD
New Braunfels ISD
New Caney ISD
New Frontiers Charter School
New Waverly ISD
Newton ISD
Nixon-Smilely CISD
Nordheim ISD
Normangee ISD
North Zulch ISD
Nursery ISD
Oakwood ISD
Odem Edroy ISD
Onalaska ISD

Orangefield ISD
Palacios ISD
Palo Pinto ISD
Pampa ISD
Panhandle ISD
Paradise ISD
Peaster ISD
Perryton ISD
Pflugerville ISD
Pilot Point ISD
Plemons-Stinnett-Phillips CISD
Ponder ISD
Poolville ISD
Por Vida Academy
Port Aransas ISD
Port Arthur ISD
Poth ISD
Prairie Lea ISD
Pringle-Morse CISD
Randolph Field ISD
Raven School
Refugio ISD
Rice CISD
Richard Milburn Academy
Richards ISD
Rio Vista ISD
River Road ISD
Round Top-Carmine ISD
Royal ISD
Runge ISD
Sabinal ISD
Sabine Pass ISD
Samnorwood ISD
San Antonio Technology Academy
San Marcos CISD
Sanford-Fritch ISD
Sanger ISD
Santo ISD
Schertz-Cibolo-U City ISD
Schulenburg ISD
Sealy ISD
Seguin ISD
Shamrock ISD
Shepherd ISD
Shiner ISD
Silsbee ISD
Silverton ISD
Sivells Bend ISD
Slidell ISD
Snook ISD
Somerville ISD
Spearman ISD
Spring Creek ISD
Spurger ISD
St. Francis de Sales School
St. Vincent de Paul School
Stockdale ISD
Strake Jesuit College Preparatory
Stratford ISD
Strawn ISD
Sunray ISD
Sweeny ISD
Sweet Home ISD
Tarkington ISD
Taylor ISD
Texas City ISD
Texhoma ISD
Texline ISD
Thorndale ISD
Thrall ISD
Tidehaven ISD
Tolar ISD
Trinity Valley School
Tulia ISD
Utopia ISD
Uvalde CISD
Valley View ISD
Vega ISD
Venus ISD
Victoria ISD
Vidor ISD
Vysehrad ISD
Waelder ISD
Walcott ISD
Waller ISD
Walnut Bend ISD
Warren ISD
Weimar ISD
Wellington ISD
West Hardin County CISD
West Orange-Cove CISD
Westhoff ISD
Wharton ISD
Wheeler ISD
White Deer ISD
Wildorado ISD
Wimberley ISD
Woodsboro ISD
Woodville ISD
Yoakum ISD
Yorktown ISD

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