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April 19, 2024

VIA ELECTRONIC DELIVERY

Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Re: TEMPO TELECOM, LLC Petition for ETC Designation

To Whom It May Concern,

TEMPO TELECOM, LLC (“TEMPO” or the “Company”) hereby submits the attached Petition for Designation as an Eligible Telecommunications Carrier (“ETC”).

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Thank you for your assistance.

Respectfully submitted,

/s/ Lance J.M. Steinhart

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Attachments

cc: Alex Valencia

**BEFORE THE
FLORIDA PUBLIC SERVICE COMMISSION**

TEMPO TELECOM, LLC)
)
Petition for Designation as an Eligible) Docket No. _____
Telecommunications Carrier)
_____)

PETITION

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**BEFORE THE
FLORIDA PUBLIC SERVICE COMMISSION**

TEMPO TELECOM, LLC)
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Petition for Designation as an Eligible) Docket No. _____
Telecommunications Carrier)
_____)

I. INTRODUCTION

Tempo Telecom, LLC (“TEMPO” or the “Company”), by its undersigned counsel, and pursuant to Section 214(e)(2) of the Communications Act of 1934, as amended (the “Act”),¹ Sections 54.101 through 54.207 of the Rules of the Federal Communications Commission (“FCC”),² and the rules and regulations of the Florida Public Service Commission (“Commission”), including section 364.10 Florida Statutes (F.S.), as recently amended, hereby submits this Petition for Designation as an Eligible Telecommunications Carrier (“ETC”) in the State of Florida (this “Petition”).

TEMPO seeks ETC designation solely to provide Lifeline service to qualifying Florida consumers; it will not (and is not eligible to) seek access to funds from the federal Universal Service Fund (“USF”) for the purpose of participating in the Link-Up program or high cost program.³ As demonstrated herein, and as certified in Exhibit 1 attached hereto, TEMPO meets all the statutory and regulatory requirements for designation as an ETC in the State of Florida,

¹ 47 U.S.C. § 214(e)(2)

² 47 C.F.R. §§ 54.101-54.207.

³ Given that the Company only seeks Lifeline support from the low-income program and does not seek any high-cost support, ETC certification requirements for the high-cost program are not applicable to the Company.

including the requirements outlined in the FCC’s *Lifeline and Link Up Reform Order*,⁴ *Lifeline Modernization Order*,⁵ and *Fifth Report and Order*.⁶ Furthermore, TEMPO is positioned to reach unserved and underserved Lifeline-eligible consumers. Rapid grant of TEMPO’s request, therefore, would advance the public interest because it would enable the Company to commence much needed Lifeline services to a wide array of low-income Florida residents as soon as possible. Accordingly, the Company respectfully requests that the Commission expeditiously approve this Petition.

All correspondence, communications, pleadings, notices, orders and decisions relating to this Petition should be addressed to:

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⁴ *In the Matter of Lifeline and Link Up Reform and Modernization, Lifeline and Link Up, Federal-State Joint Board on Universal Service, Advancing Broadband Availability Through Digital Literacy Training*, WC Docket No. 11-42, WC Docket No. 03-109, CC Docket No. 96-45, WC Docket No. 12-23, Report and Order and Further Notice of Proposed Rulemaking, FCC 12-11 (rel. Feb. 6, 2012) (“*Lifeline and Link Up Reform Order*”).

⁵ *In the Matter of Lifeline and Link Up Reform and Modernization, Telecommunications Carriers Eligible for Universal Service Support, Connect America Fund*, WC Docket No. 11-42, WC Docket No. 09-197, WC Docket No. 10-90, Third Report and Order, Further Report and Order, and Order on Reconsideration, FCC 16-38 (rel. Apr. 27, 2016) (hereinafter, “*Third Report and Order*” or “*Lifeline Modernization Order*”).

⁶ *In the Matter of Bridging the Digital Divide for Low-Income Consumers, Lifeline and Link Up Reform and Modernization, Telecommunications Carriers Eligible for Universal Service Support*, WC Docket No. 17-287, WC Docket No. 11-42, WC Docket No. 09-197, Fifth Report and Order, Memorandum Opinion and Order and Order on Reconsideration, and Further Notice of Proposed Rulemaking, FCC 19-111 (rel. Nov. 14, 2019) (hereinafter, “*Fifth Report and Order*”).

II. COMPANY OVERVIEW

TEMPO is a Georgia limited liability company and provider of commercial mobile radio service (“CMRS”). TEMPO is authorized to provide business as a foreign corporation in the State of Florida. See Exhibit 2 which is attached hereto. TEMPO is a wholly-owned subsidiary of Lingo Management, LLC (“Lingo Management”), a Delaware limited liability company with a principal office at 25925 Telegraph Rd., Suite 210, Southfield, Michigan 48033. Lingo Management is a holding company and does not provide any telecommunications services or hold authorizations from any state authority for the provision of telecommunications services. Lingo Management holds international Section 214 authority on behalf of its operating subsidiaries, but does not provide any services.

B. Riley Principal Investments, LLC (“BRPI”), a Delaware limited liability company, holds 100 percent of Lingo Management.⁷ BRPI is a holding company with a principal office at 30870 Russell Ranch Road, Suite 250, Westlake Village, CA 91362. BRPI is owned by B. Riley Financial, Inc., a publicly traded Delaware corporation (NASDAQ: RILY) and diversified financial services company that takes a collaborative approach to the capital raising and financial advisory needs of public and private companies and high net worth individuals. Bryant R. Riley, a U.S. citizen, beneficially owns approximately 20.8 percent of the shares of B. Riley outstanding as of March 28, 2022. BRPI does not provide telecommunications services or hold authorizations from any state or federal authority for the provision of telecommunications services.

⁷ In the Updated Compliance Plan approved on September 21, 2022, BRPI held an 80 percent interest in Lingo Management and Lingo Communications, LLC (“Lingo”), a Georgia limited liability company held a 20 percent interest in Lingo Management. On February 24, 2023, BRPI acquired Lingo’s 20 percent interest in Lingo Management, thereby becoming its sole owner. Given that BRPI already held a controlling interest in BRPI, there was not transfer of control.

Lingo Management also is the holding company for the following telecommunications carriers (the “Lingo Carriers”): Lingo Telecom, LLC (f/k/a Matrix Telecom, LLC); Lingo Telecom of Virginia, LLC (f/k/a Matrix Telecom of Virginia, LLC); Lingo Telecom of the West, LLC;⁸ Lingo Communications of Kentucky, LLC; and BullsEye Telecom, Inc. Separate and apart from its holdings in Lingo Management, BRPI also holds ownership interests in: United Online, Inc.; YMax Communications Corp.; and magicJack SMB, Inc.

After a proposed transaction described further herein, TEMPO will be 100 percent owned by Insight Mobile, Inc. (“Insight Mobile”), a Delaware corporation with principal offices located at 12301 Wilshire Boulevard, Suite 303, Los Angeles, California 90025. Insight Mobile is not currently providing telecommunications services. Shadi Aslemand, a United States citizen, owns 100 percent of Insight Mobile. Ms. Aslemand is also a 50 percent owner of Excess Telecom, Inc. (Excess Telecom), a California corporation which operates as a Mobile Virtual Network Operator (MVNO) and delivers domestic wireless voice services and broadband services to qualified low-income households nationwide and participates in the Affordable Connectivity Program (“ACP”).

TEMPO provides prepaid wireless telecommunications services to consumers by using the underlying wireless network of T-Mobile USA, Inc. (“T-Mobile” or its “Underlying Carrier”) on a wholesale basis. TEMPO is currently designated as an Lifeline only wireless ETC in the following jurisdictions: Alabama, Alaska, Colorado, Georgia, Hawaii, Indiana, Iowa, Kansas, Louisiana, Kentucky, Maryland, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New Jersey, New York, North Dakota, Ohio, Rhode Island, South Carolina, Tennessee, Utah, Vermont,

⁸ In connection with an internal corporate reorganization expected to occur in the next few months, this entity will be dissolved and its California customers will continue to be served by Lingo Telecom, LLC.

Virginia, West Virginia, Wisconsin, and Wyoming. TEMPO also provides prepaid wireless telecommunications services through the FCC's Affordable Connectivity Program.

TEMPO will provide affordable prepaid mobile phone service and high quality customer service. TEMPO's service offering will include: (1) local and long distance calling; (2) access to the following custom calling features at no charge: (a) Caller ID; (b) Call Waiting; (c) Call Forwarding; (d) 3-Way Calling; and (e) Voicemail; (3) text messaging; (4) broadband access; and (5) the option for a consumer to "bring their own device". TEMPO may provide user-friendly handsets or hotspot devices. TEMPO's products and plans will be specially geared toward serving lower income communities. The Company will not require service contracts from its customers, and it will always ensure competitively low pricing for its services and products. TEMPO will manage all aspects of the customer experience, including setting service pricing, handset selection, marketing materials, and customer service. The Company's prepaid, budget-friendly pricing will give many low-income consumers the option of having mobile phone service and broadband access without the burden of hidden costs, varying monthly charges, or contractual commitments. Customers will be able to customize their TEMPO service to suit their needs with TEMPO's available bundles of minutes, broadband data, and text packages to supplement their monthly plan.

TEMPO's Lifeline customers will be low-income consumer households that will depend on, and benefit greatly from, TEMPO's inexpensive and flexible pricing plans. TEMPO will not impose credit checks, nor will it require any deposits or contractual commitments. Many of TEMPO's customers likely will turn to TEMPO because they cannot afford the postpaid services provided by traditional wireless carriers. TEMPO will affirmatively reach out to the low-income sector of the consumer base to offer attractive and affordable communications options. As such,

TEMPO will contribute to the expansion of mobile wireless and broadband services for low-income consumers in Florida.

III. THE COMMISSION HAS JURISDICTION OVER DESIGNATION OF WIRELESS ETCs

Section 214(e)(2) of the Act provides state public utility commissions with the “primary responsibility” for the designation of ETCs.⁹ Although Section 332(c)(3)(A) of the Act prohibits states from regulating the entry of or the rates charged by any provider of commercial mobile service or any private mobile service, this prohibition does not allow states to deny wireless carriers ETC status.¹⁰ Under the Act, a state public utility commission with jurisdictional authority over ETC designations must designate a common carrier as an ETC if the carrier satisfies the requirements of Section 214(e)(1). The Commission now has jurisdiction over designation of wireless ETCs pursuant to Enactment of the Florida Legislature which passed Senate Bill 478, both the Florida Senate and the House of Representatives, and was signed into law effective April 15 2024, which amended 364.10, F.S. as follows:

364.10(1)(a) For the purposes of this section, the term “eligible telecommunications carrier” means an entity a telecommunications company, as defined by s. 364.02, which is designated as an eligible telecommunications carrier by the commission pursuant to 47 C.F.R. s. 54.201 and this section.

364.10(3)

(a) The commission has the power and authority to designate an entity, upon petition and in accordance with 47 C.F.R. s. 54.201, as an eligible telecommunications carrier, provided that such entity is: 1. A telecommunications company; or 2. A commercial mobile radio service provider.

(b) This legislative authority is intended to be sufficient to enable the commission, for the limited purpose of providing Lifeline service under this section, to approve any of the types of entities specified in paragraph (a) as an eligible telecommunications carrier.

⁹ 47 U.S.C. § 214(e)(2).

¹⁰ *USF Order*, at 8858–59, ¶ 145.

TEMPO therefore requests that the Commission expeditiously process the instant Petition so that TEMPO can quickly begin expanding the availability of affordable Lifeline-supported wireless services to qualifying low-income customers in Florida.

TEMPO recognizes that Section 214(e)(1)(A) of the Act states that ETCs shall offer services, at least in part, over their own facilities and that Section 54.201(i) of the FCC's Rules (47 C.F.R. § 54.201(i)) prohibits state commissions from designating as an ETC a telecommunications carrier that offers services exclusively through the resale of another carrier's services. However, the FCC has granted forbearance from enforcement of this facilities requirement to carriers seeking Lifeline-only ETC designation.¹¹ Section 10(e) of the Act (47 U.S.C. § 160(e)) provides: "[a] State commission may not continue to apply or enforce any provision of this chapter that the [Federal Communications] Commission has determined to forbear from applying under subsection (a) of this section." As such, the Commission is required by Section 10(e) to act in accordance with the FCC's grant of forbearance, and therefore, may not apply the facilities-based requirement to TEMPO. Therefore, the Commission has the authority under Section 214(e)(2) of the Act to grant TEMPO's request for designation as an ETC throughout the State of Florida.

IV. TEMPO SATISFIES THE REQUIREMENTS FOR DESIGNATION AS AN ETC UNDER 47 C.F.R. § 54.201

Section 254(e) of the Act provides that, "only an eligible telecommunications carrier designated under section 214(e) shall be eligible to receive specific federal universal service support." Section 214(e)(2) of the Act authorizes state commissions, such as the Commission, to designate ETC status for federal universal service purposes and authorizes the Commission to

¹¹ See *Lifeline and Link Up Reform Order* at ¶ 368.

designate wireless ETCs.¹² Section 214(e)(1) of the Act and Section 54.201(d) of the FCC’s rules provide that applicants for ETC designation must be common carriers that shall, throughout the designated service area, offer all of the services supported by universal service, either using their own facilities or a combination of their own facilities and the resale of another carrier’s services, except where the FCC has forbore from the “own facilities” requirement. Applicants also must commit to advertise the availability and rates of such services.¹³ As detailed below, TEMPO satisfies each of the above-listed requirements.

A. TEMPO Will Provide Service Consistent with the FCC’s Grant of Forbearance from Section 214’s Facilities Requirements

Although Section 214 requires ETCs to provide services using their facilities, at least in part, the FCC has forbore from that requirement with respect to carriers such as TEMPO. In the *Lifeline and Link Up Reform Order*, the FCC granted forbearance from the “own-facilities” requirement contained in Section 214(e)(1)(A) for carriers that are, or seek to become, Lifeline-only ETCs, subject to the following conditions:¹⁴

(1) the carrier must comply with certain 911 requirements [(a) providing its Lifeline subscribers with 911 and E911 access, regardless of activation status and availability of minutes; (b) providing its Lifeline subscribers with E911-compliant handsets and replacing, at no additional charge to the subscriber, noncompliant handsets of Lifeline-eligible subscribers who obtain Lifeline-supported services; and (c) complying with conditions (a) and (b) starting on the effective date of this Order]; and

(2) the carrier must file, and the Bureau must approve, a compliance plan providing specific information regarding the carrier’s service offerings and outlining the measures the carrier will take to implement the obligations contained in this Order as well as further safeguards against waste, fraud and abuse the Bureau may deem necessary.

¹² See *Federal-State Joint Board on Universal Service, First Report and Order*, 12 FCC Rcd 8776, 8858-59, ¶ 145 (1997) (“*USF Order*”).

¹³ See 47 U.S.C. § 214(e)(1) and 47 C.F.R. § 54.201(d)(2).

¹⁴ See *Lifeline and Link Up Reform Order* at ¶¶ 368, 373, and 379.

TEMPO's original Compliance Plan, which the FCC approved on August 8, 2012,¹⁵ was filed under the name of Birch Communications, Inc. ("Birch"). Via letter dated December 18, 2012, Birch notified the FCC that the prepaid wireless Lifeline service at issue in the Compliance Plan would be provided by a separate legal entity known as Now Communications, LLC ("Now Comm"). The FCC acknowledged these changes in corporate structure in a December 20, 2012 public notice, and confirmed that the previously-approved Compliance Plan applied to Now Comm.¹⁶ After the December 2012 filing, Now Comm changed its name to Tempo Telecom, LLC. Via letter dated September 17, 2013, TEMPO notified the FCC it would implement and comply with the previously-approved Compliance Plan and adopt the Compliance Plan as its own. On July 25, 2022, TEMPO filed its Updated Compliance Plan which the FCC approved on September 21, 2022.¹⁷

TEMPO filed its Second Updated Compliance Plan on April 28, 2023, a copy of which is attached hereto as Exhibit 2, identifying the transfer of control described herein. TEMPO commits to providing Lifeline service in Florida in accordance with its approved Compliance Plan, including as it continues to be updated, and in compliance with applicable state and federal regulations, to the extent amendments thereto may supersede commitments made in the Compliance Plan.

¹⁵ *Wireline Competition Bureau Approves the Compliance Plans of Birch Communications, Boomerang Wireless, IM Telecom, Q Link Wireless, and TAG Mobile*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 12-1286 (WCB Aug. 8, 2012).

¹⁶ *Wireline Competition Bureau Seeks Comment on Petitions for Designation as a Low-Income Eligible Telecommunications Carrier filed by Now Comm, Zing PCS, LTS, Odin Wireless, and TX Mobile*, WC Docket No. 09-197, Public Notice (WCB Dec. 20, 2012) ("The Wireline Competition Bureau has approved Birch's compliance plan, which will also apply to Now Comm.")

¹⁷ *Wireline Competition Bureau Approves the Updated Compliance Plan of Tempo Telecom, LLC*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 22-991, at 1 (WCB Sept. 21, 2022). See Updated Compliance Plan of Tempo Telecom, LLC, WC Docket Nos. 09-197, 11-42 (filed July 25, 2022), <https://www.fcc.gov/ecfs/search/search-filings/filing/107250467828034>.

B. TEMPO Is a Common Carrier

CMRS providers like TEMPO are treated as common carriers.¹⁸

C. TEMPO Will Provide All Supported Services

Through its Underlying Carrier, TEMPO is able to provide all of the supported services required by Section 54.101(a) of the FCC's Rules (47 C.F.R. § 54.101(a)) as follows:

1. Voice Telephony Service

As set forth in 47 C.F.R. § 54.101(a)(1), eligible Voice Telephony Services must provide the following:

Voice Grade Access to the Public Switched Telephone Network. TEMPO provides voice grade access to the public switched telephone network ("PSTN") through the purchase of wholesale CMRS services from its Underlying Carrier.

Local Usage at No Additional Charge. TEMPO offers rate plans that provide its customers with minutes of use for local service at no additional charge.

Access to Emergency Services. TEMPO provides 911 and E911 access for all of its customers to the extent the local government in its service area has implemented 911 or E911 systems. As noted, calls to 911 emergency services will always be free and will be available regardless of service activation status or availability of minutes. TEMPO also complies with the FCC's regulations governing the deployment and availability of E911 compatible handsets.

Toll Limitation. In its *Lifeline and Link Up Reform Order*, the FCC provided that toll

¹⁸ *Implementation of Sections 3(n) and 332 of the Communications Act, Regulatory Treatment of Mobile Services*, GN Docket No. 93-252, Second Report and Order, 9 FCC Rcd 1411, 1425 ¶ 37, 1454-55 ¶ 102 (1994) (wireless resellers are included in the statutory "mobile services" category, and providers of cellular service are common carriers and CMRS providers); 47 U.S.C. § 332(c)(1)(A) ("mobile services" providers are common carriers); *see also PCIA Petition for Forbearance for Broadband PCS*, WT Docket No. 98-100, (Memorandum Opinion and Order and Notice of Proposed Rulemaking, 13 FCC Rcd 16857, 16911 ¶ 111 (1998) ("We concluded [in the *Second Report and Order*] that CMRS also includes the following common carrier services: cellular service, ... all mobile telephone services and resellers of such services.") (emphasis added).

limitation would no longer be deemed a supported service.¹⁹ “ETCs are not required to offer toll limitation service to low-income consumers if the Lifeline offering provides a set amount of minutes that do not distinguish between toll and non-toll calls.”²⁰ Nonetheless, TEMPO’s offerings inherently allow Lifeline subscribers to control their usage, as its wireless service is offered on a prepaid, or pay-as-you-go, basis. TEMPO’s service, moreover, is not offered on a distance-sensitive basis and local and domestic long-distance minutes are treated the same.

2. Broadband Internet Access Services

TEMPO provides Broadband Internet access service (“BIAS”) to ensure its Lifeline customers receive full Lifeline support. The FCC has stated that BIAS consists of the ability for a user to receive “the capability to transmit data to and receive data from all or substantially all Internet endpoints, including any capabilities that are incidental to and enable the operation of the communications service, but excluding dial-up Internet access service.”²¹ TEMPO provides BIAS to low-income consumers via resale of its Underlying Carrier’s services.

D. TEMPO Requests Designation Throughout Its Service Area

TEMPO is not a rural telephone company as defined in Section 153(37) of the Act (47 U.S.C. § 153(37)). Accordingly, TEMPO is required to describe the geographic area(s) within which it requests designation as an ETC. TEMPO requests ETC designation that is statewide in scope to allow the Company to provide Lifeline service wherever its underlying, facilities-based providers have wireless coverage, including federally recognized tribal lands. The current coverage is attached hereto as Exhibit 4. TEMPO understands that its service area overlaps with rural carriers in Florida but maintains that the public interest factors described below justify its

¹⁹ See *Lifeline and Link Up Reform Order* at ¶ 367.

²⁰ See *id.* at ¶ 49.

²¹ See 47 C.F.R. § 8.2(a).

designation in these carriers' service areas, especially because it seeks ETC designation solely to utilize USF funding to provide Lifeline service to qualified low-income consumers. TEMPO is not eligible for and does not seek Link-Up or high-cost support.

Therefore, designation of TEMPO as an ETC will cause no growth in the high-cost portions of the USF and will not erode high-cost support from any rural telephone company. In fact, the FCC has determined that “[d]esignation of competitive ETCs promotes competition and benefits consumers in rural and high-cost areas by increasing customer choice, innovative services, and new technologies.”²² While federal rules (47 U.S.C. §§ 160, 214(e)(5) and 47 C.F.R. § 54.207(b)) require that the service area of an ETC conform to the service area of any rural telephone company serving the same area (the “service area conformance” requirement), the FCC’s *Lifeline and Link Up Reform Memorandum Opinion and Order* (FCC 13-44 released April 15, 2013) authorized forbearance from the service area conformance requirements with respect to carriers seeking to provide Lifeline-only service.²³ In light of this forbearance, the Commission has the authority to designate ETCs such as TEMPO in rural areas without concern for the service area conformance requirement.²⁴

²² See *Western Wireless Corporation Petition for Designation as an Eligible Telecommunications Carrier in the State of Wyoming, Memorandum Opinion and Order*, 16 FCC Rcd 48, 55 (2000).

²³ See *In the Matter of Telecommunications Carriers Eligible for Support, Lifeline and Link Up Reform*, WC Docket No. 09-197, WC Docket No. 11-42, *Memorandum Opinion and Order*, FCC 13-44 (rel. April 15, 2013).

²⁴ See 47 C.F.R. § 54.207(c).

E. TEMPO Will Advertise the Availability of Supported Services

TEMPO will advertise the availability and rates for the services described above using media of general distribution as required by 47 C.F.R. § 54.201(d)(2). TEMPO will comply with the FCC's rules regarding information to be included in marketing materials, including FCC rule section 54.405(c). TEMPO includes the following information regarding its Lifeline service on all relevant marketing materials: (1) it is a Lifeline-supported service; (2) Lifeline is a government assistance program; (3) the service is non-transferable; (4) only eligible consumers may enroll in the Lifeline program; (5) the Lifeline program is limited to one discount per household; and (6) documentation is necessary for enrollment in the Lifeline program.²⁵ TEMPO ensures the FCC-required disclosures, any DBA names it uses, and details of the prepaid wireless Lifeline service offering are contained in all marketing materials.²⁶ This information is included in all print, audio, video, website, and electronic materials (including social networking) used to describe or enroll subscribers in Lifeline service. In addition, the standard application/certification forms developed by USAC state that consumers who willfully make a false statement in order to obtain the Lifeline benefit can be punished by fine or imprisonment or can be barred from the program.²⁷

TEMPO publicizes the availability of its prepaid wireless Lifeline service offering in a manner reasonably designed to reach those likely to qualify the service.²⁸ Specifically, TEMPO utilizes outreach materials and methods designed to reach households that currently do not have telephone service, has developed advertising materials for non-English speaking populations within its service area, and coordinates its outreach efforts with relevant government agencies.

²⁵ 47 C.F.R. § 54.405(c).

²⁶ *Lifeline Reform Order*, ¶¶ 274-282.

²⁷ 47 C.F.R. § 54.410(d)(1).

²⁸ 47 C.F.R. § 54.405(b).

TEMPO's advertising strategy for its prepaid wireless Lifeline service offering builds on its expertise in advertising its prepaid wireless service, and the advertising used by TEMPO's telecommunications carrier affiliates. TEMPO's advertising for its prepaid wireless Lifeline service offering includes, but is not limited to, targeted direct mail, advertisements in daily and weekly print periodicals, billboards, event sponsorship, bus advertising, radio advertising, and online search engines.

TEMPO intends to coordinate with relevant state agencies, community outreach organizations, and non-profit organizations to make information available regarding TEMPO's prepaid wireless Lifeline service offering in resource guides and other printed materials produced by those organizations, as well as in their offices or other locations visited by potential Lifeline-eligible subscribers. In addition, TEMPO intends to market its prepaid wireless Lifeline services through state, county, municipal and non-profit community action agencies, associations, and networks. These agencies support Lifeline-eligible individuals and families in obtaining support services, employment, employment training, life skills training, and other services. TEMPO will help raise awareness of Lifeline services through the inclusion of TEMPO Lifeline information in resource guides and other support materials (online and in printed materials issued by the agency) that are provided to Lifeline-eligible prospective customers. TEMPO may also raise awareness of its Lifeline services through sponsoring events held by these agencies.

V. TEMPO SATISFIES THE ADDITIONAL REQUIREMENTS FOR ETC DESIGNATION UNDER 47 C.F.R. § 54.202(a)

TEMPO hereby provides the additional information and certifications required for carriers seeking ETC designation as set forth in 47 C.F.R. § 54.202(a).

A. Service Commitment Throughout the Proposed Designated Service Area

TEMPO will provide service in Florida by reselling service which it obtains from its Underlying Carrier. T-Mobile's network is operational and largely built out. Thus, TEMPO will be able to commence offering its Lifeline service to all locations served by T-Mobile very soon after receiving approval from the Commission. Upon receiving ETC designation from the Commission, TEMPO will immediately apply for a study area code (SAC) from USAC, and will begin offering services upon issuance of the SAC and FCC approval of the Company's Second Updated Compliance Plan.

In accordance with 47 C.F.R. § 54.202(a)(1)(i), and by the certification attached in Exhibit 1, TEMPO commits to comply with the service requirements applicable to the low-income support that it receives, including the rules set forth in the FCC's *Fifth Report and Order*. Pursuant to 47 C.F.R. § 54.202(a)(1)(ii), a common carrier seeking designation as a Lifeline-only ETC is not required to submit a five-year network improvement plan as part of its application for designation as an ETC.

B. Ability to Remain Functional in Emergency Situations

In accordance with 47 C.F.R. § 54.202(a)(2), TEMPO has the ability to remain functional in emergency situations. TEMPO has been offering telecommunications services since 2012, and its affiliates have been offering telecommunications services since at least 1996. Thus, TEMPO and its affiliated telecommunications carriers have significant experience with remaining functional in emergency situations. TEMPO has disaster recovery contingency plans that include

diverse/alternate routing, electronics redundancy, dual data centers geographically separated, and environmental controls for data and switching centers. TEMPO's MVNO contract arrangements with T-Mobile also impose certain obligations on T-Mobile to ensure TEMPO's prepaid wireless Lifeline service offering remains functional during emergency situations. As a large, nationwide wireless carrier, T-Mobile is subject to regulatory requirements to remain functional during emergency situations.²⁹ TEMPO's MVNO agreements also contain certain quality of service guarantees.

C. Commitment to Consumer Protection and Service Quality

In accordance with 47 C.F.R. § 54.202(a)(3), an ETC applicant must demonstrate that it will satisfy applicable consumer protection and service quality standards, and wireless applicants may satisfy this requirement with a commitment to comply with the Cellular Telecommunications and Internet Association's ("CTIA") Consumer Code for Wireless Service. TEMPO hereby commits to comply with the CTIA Consumer Code for Wireless Service. See Exhibit 8 which is attached hereto.

TEMPO's customer service is available Monday through Friday from 8:00 AM to 7:00PM EDT via phone (611 or toll free 833-998-3676) or online chat. Subscribers can also initiate support tickets 24 hours a day 7 days a week via an online chat and customer service representatives respond during the above-mentioned support hours. TEMPO will cooperate fully with the Commission to resolve all consumer complaints.

²⁹ TEMPO is also familiar with the continuity and disaster response program T-Mobile has implemented, which addresses the need to remain functional during emergency situations.

The Company contacts for customer complaints and for the Florida PSC annual lifeline data request for Legislative report are as follows:

Alex Valenica, Chief Compliance Officer
9330 LBJ Freeway, Suite 944, Dallas, TX 75243
833-998-3676 (Phone)
alex.valencia@lingo.com

D. TEMPO is Financially and Technically Capable

In accordance with 47 C.F.R. § 54.202(a)(4), TEMPO is financially and technically capable of providing Lifeline-supported services. TEMPO has successfully operated as a wireless reseller since 2012 and has been providing Lifeline services since 2013. TEMPO's affiliates have been operating as nationwide competitive local exchange carriers since at least 1996. TEMPO has never been subject to an ETC revocation proceeding in any state, nor has TEMPO ever filed for any form of bankruptcy relief.

With respect to technical expertise, TEMPO has demonstrated its technical capabilities over the past 10 years of Lifeline operations. Further, TEMPO's partnerships with nationwide wireless carriers such as T-Mobile demonstrates TEMPO is technically capable of providing prepaid wireless Lifeline service. The Company generates revenues from non-Lifeline services; consequently, TEMPO has not relied (and does not intend to rely) exclusively on Lifeline reimbursement for the Company's operating revenues. In the event USAC ceases disbursements for a period of time, the Company will still be able to provide service to its customers.

Pursuant to a Membership Interest Purchase Agreement dated January 24, 2023, Lingo Management and Insight Mobile have agreed that, subject to regulatory approval, Lingo Management will transfer 100 percent of the outstanding membership interests in TEMPO to Insight Mobile (the "Transaction"). Financial support for TEMPO's continued operations will be

enhanced by the Transaction. Following the proposed change in TEMPO's ownership, the Company's corporate and trade names and identifiers initially will remain unchanged, and any future changes to the Company's name will comply with relevant laws governing customer notices. The Transaction will not result in any loss or impairment of service for any customer, and customers will continue to receive their existing services at the same rates, terms and conditions currently in effect.

Upon approval of the change in ownership, Insight Mobile's management team will be responsible for day-to-day oversight of TEMPO's operations. However, the parties contemplate that TEMPO's employees who are currently responsible for the Company's Lifeline service business will maintain their positions under Insight Mobile's ownership. Insight Mobile's management team has extensive experience in the telecommunications and technology industries, as well as in the Lifeline services market. Their collective expertise will guide the Company's decisions going forward.³⁰ As a result, the Transaction will bring together the full strength of TEMPO's and Insight Mobile's experience in the telecommunications industry and business expertise. The resulting synergies will enable TEMPO to achieve measurable growth at the same time as it develops improved operating efficiencies, both necessary components for the Company to thrive. Moreover, with access to Insight Mobile's financial and technical resources, TEMPO will be able to offer enhanced service offerings to all current and future end users, including those who are enrolled in the Lifeline program. TEMPO will be providing resold wireless service, and therefore will also rely upon the managerial and technical expertise of its Underlying Carrier.

³⁰ See Exhibit 7 for key management bios.

E. Terms and Conditions of Proposed Lifeline Offering

TEMPO has the ability to provide all services supported by the universal service program, as detailed in 47 C.F.R. § 54.101(a), throughout Florida. TEMPO intends to be a leader in the prepaid marketplace by offering consumers exceptional value and competitive amounts of voice and broadband usage. TEMPO commits that its Lifeline-supported voice services will meet or exceed the minimum service standards set forth in 47 C.F.R. § 54.408, including as such standards are updated going forward. TEMPO'S Lifeline-supported broadband services will also meet the minimum service standards set forth in 47 C.F.R. § 54.408 for mobile broadband internet access services, including for service speed and data usage allowance, as such standards are updated going forward. To the extent TEMPO provides devices for use with Lifeline-supported broadband service, such devices will meet the equipment requirements set forth in 47 C.F.R. § 54.408(f), and TEMPO will not impose an additional or separate tethering charge for mobile data usage below the minimum standard.

Attached hereto as Exhibit 6 is a summary table of the Company's proposed Lifeline service offerings. Customers will be able to purchase additional minutes or data as needed. All plans will include nationwide domestic long-distance at no extra per-minute charge, and TEMPO will not assess any usage for access to its free customer services (611). Emergency (911) calls will be free, regardless of service activation or availability of minutes, and will not count against the customer's airtime. The Company's Lifeline offering will provide feature-rich mobile connectivity for qualifying subscribers without the burden of credit checks or service contracts. TEMPO's prepaid offering will be an attractive alternative for consumers who need the mobility, security, and convenience of a wireless phone, but who are concerned about usage charges or long-term contracts.

F. TEMPO Will Comply with Lifeline Certification and Verification Requirements

Customers interested in obtaining information on the Lifeline program will be directed to a toll-free telephone number and to the Company's website, which will contain information regarding the Company's Lifeline service plans, including a description of the Lifeline program and eligibility criteria. Customers must then apply directly through the National Lifeline Eligibility Verifier ("National Verifier"), which they may do online or by submitting all required documentation to the National Verifier by mail. Customers may download a copy of the application form from the Internet (either from the National Verifier's or Company's website) or request that a copy be mailed to them. TEMPO utilizes the standard Lifeline application forms as required by FCC rules, and thus complies with the disclosure and information collection requirements in 47 C.F.R. § 54.410(d).³¹ TEMPO will certify and verify initial and continued consumer eligibility in accordance with 47 C.F.R. § 54.410, and will notify the applicant that the prepaid service must be personally activated by the subscriber and the subscriber must use their service every thirty (30) days. TEMPO further confirms that it will not provide a consumer with an activated device and will not activate a Lifeline service unless or until it has confirmed that the consumer is a qualifying low-income household pursuant to 47 C.F.R. § 54.409, and completed the required eligibility determination and certification requirements of 47 C.F.R. §§ 54.410, 54.404-54.405. Processing of consumers' applications and determination of eligibility will be performed by the National Verifier.

³¹ *FCC Wireline Competition Bureau Provides Guidance on Universal Forms for the Lifeline Program*, WC Docket No. 11-42, Public Notice, "Wireline Competition Bureau Provides Guidance on Universal Forms for the Lifeline Program," DA 18-161 (rel. Feb. 20, 2018). The standard application/certification forms are available on USAC's website (*See* USAC, Lifeline Forms, <http://www.usac.org/li/tools/forms/default.aspx>).

G. Prevention of Waste, Fraud and Abuse

The FCC has taken steps to further curb abuse in the Lifeline program by establishing the National Verifier, which transfers the responsibility of eligibility determination away from Lifeline providers. TEMPO will rely on the National Verifier to determine initial and ongoing eligibility of Florida Lifeline subscribers. The National Verifier queries the National Lifeline Accountability Database (“NLAD”) for every enrollment to determine whether a prospective subscriber is currently receiving a Lifeline service from TEMPO or any other ETC, and whether anyone else living at the prospective subscriber’s residential address is currently receiving Lifeline service. TEMPO thus complies with the requirements of section 54.404 of the FCC’s rules. In addition, Company personnel emphasize the “one Lifeline service per household” restriction in their direct sales contacts with potential customers.

Consistent with federal regulations, the Company will not seek USF reimbursement for new subscribers until they have personally activated the service, either by initiation and/or actual use of the service, and will de-enroll any subscriber that has not used the Company’s Lifeline service as set forth in 47 C.F.R. § 54.407(c)(2). An account will be considered active if the authorized subscriber establishes usage, as “usage” is defined by 47 C.F.R. § 54.407(c)(2), during the specified timeframe, currently a period of thirty (30) days, or during the notice period set forth in 47 C.F.R. § 54.405(e)(3), currently a period of fifteen (15) days. In accordance with 47 C.F.R. § 54.405(e)(3), TEMPO will provide the subscriber advanced notice, using clear, easily understood language, that the subscriber’s failure to use the Lifeline service within the notice period will result in service termination for non-usage. Customers that have been deactivated may participate in the Company’s Lifeline service in the future by reapplying and re-establishing eligibility.

H. TEMPO Will Comply with Reporting Requirements

TEMPO will provide the Commission a copy of its annual certifications and Lifeline recertification results pursuant to 47 C.F.R. § 54.416 (i.e., FCC Form 555), as well as a copy of its annual report filed pursuant to 47 C.F.R. § 54.422 (i.e., FCC Form 481), and will comply with applicable Commission reporting requirements for Lifeline ETCs.

I. TEMPO Will Comply With Regulations Imposed By The Commission

By this Petition, TEMPO hereby asserts its willingness and ability to comply with the rules and regulations that the Commission may lawfully impose upon the Company's provision of service contemplated by this Petition. Upon Commission request, TEMPO is prepared to answer questions or present additional testimony or other evidence about its services within the state. TEMPO commits that 100% of federal universal service funds will flow through directly to Lifeline customers. In accordance with 364.105 F.S., TEMPO will offer Transitional Lifeline service, and TEMPO will participate in the Lifeline Promotion Process required by Florida administrative code 25-4.0665(3).

VI. DESIGNATION OF TEMPO AS AN ETC WOULD PROMOTE THE PUBLIC INTEREST

One of the principal goals of the Act, as amended by the Telecommunications Act of 1996, is "to secure lower prices and higher quality services for American telecommunications consumers and encourage the rapid deployment of new telecommunications technologies" to all citizens, regardless of geographic location or income.³² Designation of TEMPO as an ETC in Florida will further that public interest. Whether because of financial constraints, poor credit history, or intermittent employment, many low-income consumers often lack the countless choices available

³² *Telecommunications Act of 1996*, Pub. L. No. 104-104, 110 Stat. 56.

to most consumers and thus have yet to reap the full benefits of the intensely competitive wireless market.

The instant request for ETC designation must be examined in light of the Act’s goal of providing low-income consumers with access to telecommunications services. The primary purpose of universal service is to ensure that consumers—particularly low-income consumers—receive affordable and comparable telecommunications services. The FCC has in recent years expanded the Lifeline program to cover broadband services, noting that “Only half of all households in the lowest income tier subscribe to a broadband service and 43 percent say the biggest reason for not subscribing is the cost of the service,” and “Of the low income consumers who have subscribed to mobile broadband, over 40 percent have to cancel or suspend their service due to financial constraints.”³³ Given this context, designating TEMPO as an ETC would significantly benefit low-income consumers eligible for Lifeline services in Florida—the intended beneficiaries of universal service.

A. Advantages of TEMPO’s Service Offering

TEMPO offers a unique, easy to use, competitive, and highly affordable wireless telecommunications service, which benefits qualified consumers who either have no other service alternatives or who choose a wireless prepaid solution in lieu of more traditional service. The public interest benefits of TEMPO’s wireless service include larger calling areas (as compared to traditional wireline carriers), the convenience and security afforded by mobile service, and a generous amount of voice and broadband access included without cost (after application of the Lifeline support), as well as free access to caller ID, call waiting, and Voicemail features, and access to 911 services regardless of the number of voice minutes remaining on the Lifeline

³³ See *Lifeline Modernization Order* ¶ 2.

consumer's plan. These no cost to consumer services and low-cost minutes are an invaluable resource for cash-strapped consumers, and the prepaid nature of the service also provides an alternative for "unbanked" consumers.

TEMPO's Lifeline offerings compare favorably with those of other competitive ETCs, and provide Lifeline customers with voice minutes, unlimited text messages, and a data allotment (meeting the voice and broadband minimum service standards), at no net cost to the customer after application of Lifeline support. TEMPO's Lifeline offering will be provided over T-Mobile's 4G LTE network. TEMPO's prepaid wireless service is likely to be an especially attractive option for low-income consumers because it alleviates customer concerns regarding hidden costs, varying monthly charges and long-term contract issues.

In today's market, consumers, including qualified Lifeline customers, view the portability and convenience of wireless service not as a luxury, but as a necessity. Mobile service allows children to reach their parents wherever they may be, allows a person seeking employment greater ability to be contacted by potential employers, and provides end users with the ability to contact emergency service providers regardless of location. Mobile service often also serves as a key bridge in closing the homework gap for students who live in rural areas with limited access to broadband.

Without question, prepaid wireless services have become essential for low-income customers, providing them with value for their money, access to emergency services on wireless devices, and a reliable means of contact for prospective employers, social service agencies or dependents. Providing TEMPO with the authority necessary to offer discounted Lifeline service to those without wireless service—or most in danger of losing service altogether—undoubtedly promotes the public interest.

B. The Benefits of Competitive Choice

The FCC has acknowledged the benefits to consumers of being able to choose from among a variety of telecommunications service providers for more than three decades.³⁴ Increasing customer choice promotes competition and innovation, thus spurring other carriers to target low-income consumers with service offerings tailored to their needs, ultimately resulting in improved services to consumers. Designation of TEMPO as an ETC will help ensure that quality services are available at “just, reasonable, and affordable rates” as envisioned in the Act.³⁵ Introducing TEMPO into the market as an additional wireless ETC provider will afford low-income Florida residents a wider choice of providers and available services while creating a competitive marketplace as ETCs compete for a finite number of Lifeline-eligible customers. Increasing the competitive marketplace of providers has the potential to effectively increase the penetration rate and reduce the number of individuals not connected to the PSTN.

C. Impact on the Universal Service Fund

With Lifeline, ETCs only receive support for customers they obtain. The amount of support available to an eligible subscriber is exactly the same whether the support is given through a company such as TEMPO or the Incumbent LEC operating in the same service area. The number of persons eligible for Lifeline support is the same regardless of the number of ETCs; thus, TEMPO will only increase the amount of USF Lifeline funding in situations where it obtains Lifeline customers not already enrolled in another ETC’s Lifeline program. By implementing the safeguards set forth in the *Lifeline and Link Up Reform Order* and utilizing the NLAD and National Verifier, the likelihood that TEMPO’s customers are not eligible or are receiving duplicative

³⁴ See, e.g., *Specialized Common Carrier Services*, 29 FCC Rcd 870 (1971).

³⁵ See 47 U.S.C. § 254(b)(1).

support either individually or within their household is greatly minimized. TEMPO's ability to increase the Lifeline participation rate of qualified low-income individuals will further the goal of Congress to provide all individuals with affordable access to telecommunications service, and thus any incremental increases in Lifeline expenditures are far outweighed by the significant public interest benefits of expanding the availability of affordable wireless services to low-income consumers.

VII. CONCLUSION

Based on the foregoing, designation of TEMPO as an ETC in the State of Florida satisfies the requirements of Section 214(e)(2) of the Act and is in the public interest.

WHEREFORE, TEMPO respectfully requests that the Commission promptly designate TEMPO as an ETC in the State of Florida for the purpose of participating in the Lifeline program.

Respectfully submitted,

/s/ Lance J.M. Steinhart

Lance J.M. Steinhart
Managing Attorney
Lance J.M. Steinhart, P.C.
1725 Windward Concourse, Suite 150
Alpharetta, Georgia 30005
(770) 232-9200 (Phone)
(770) 232-9208 (Fax)
E-Mail: lsteinhart@telecomcounsel.com

Attorneys for Tempo Telecom, LLC

April 19, 2024

EXHIBIT 1

Certification

STATE OF TEXAS)
)
COUNTY OF DALLAS)

I, Alex Valencia, the Chief Compliance Officer of Tempo Telecom, LLC (“TEMPO”), hereby state upon oath and affirmation of belief and personal knowledge that the matters, facts and statements set forth in the foregoing Petition are true to the best of my knowledge and belief; that TEMPO meets all the statutory and regulatory requirements for designation as an ETC in the State of Florida; and that TEMPO will comply with the service requirements applicable to the low-income support it receives.


Alex Valencia (Page 18, 2024 13:54 CDT)

Alex Valencia
Chief Compliance Officer
Tempo Telecom, LLC

EXHIBIT 2

FL secretary of state authority

M12000007102

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

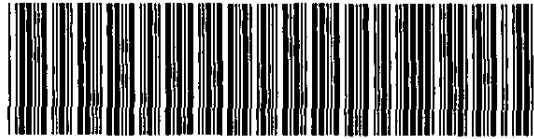
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

T. CLINE
DEC 20 2012
EXAMINER

FILED
2012 DEC 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 464795 7157446

AUTHORIZATION :

Spudde man

COST LIMIT : \$ 125.00

ORDER DATE : December 18, 2012

ORDER TIME : 1:50 PM

ORDER NO. : 464795-005

CUSTOMER NO: 7157446

FOREIGN FILINGS

NAME: NOW COMMUNICATIONS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Becky Peirce -- EXT# 52919

EXAMINER: _____

2012 DEC 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Now Communications, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Georgia 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/07/2012 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3060 Peachtree Rd NE Ste 1060
Atlanta, GA 30305
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows

Birch Capital, LLC


3060 Peachtree Rd NE, Ste 1060

Atlanta, GA 30305

2012 DEC 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: telecommunications


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Christopher Bruce
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Now Communications, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company	_____
(Name)	
1201 Hays Street	_____
Florida Street Address (P.O. Box NOT ACCEPTABLE)	
Tallahassee	FL 32301
City/State/Zip	

2012 DEC 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company
By: 
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

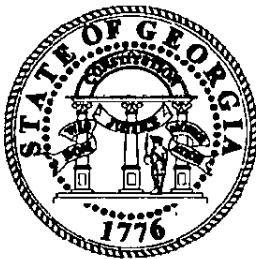
NOW COMMUNICATIONS, LLC

Domestic Limited Liability Company

was formed or was authorized to transact business on 12/07/2012 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 18th day of December, 2012

A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

2013 FOREIGN LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# M12000007102

Entity Name: TEMPO TELECOM, LLC

Current Principal Place of Business:

3060 PEACHTREE RD NE STE 1060
ATLANTA, GA 30305

Current Mailing Address:

3060 PEACHTREE RD NE STE 1060
ATLANTA, GA 30305

FEI Number: 46-1703228

Certificate of Status Desired: No

Name and Address of Current Registered Agent:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301-2525 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

Date

Authorized Person(s) Detail :

Title MGR
Name BIRCH CAPITAL, LLC
Address 3060 PEACHTREE RD NE STE 1060
City-State-Zip: ATLANTA GA 30305

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: CHRISTOPHER BUNCE FOR BIRCH CAPITAL, LLC MANAGER

04/16/2013

Electronic Signature of Signing Authorized Person(s) Detail

Date

EXHIBIT 3

FCC Compliance Plan

April 28, 2023

Via ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
Office of the Secretary
45 L Street, NE
Washington, DC 20554

RE: Tempo Telecom, LLC Second Updated Compliance Plan - Acquisition by Insight Mobile, Inc.; WC Docket Nos. 09-197, 11-42

Dear Ms. Dortch:

On July 25, 2022, Tempo Telecom, LLC (“Tempo” or the “Company”) filed its Updated Compliance Plan for wireless Lifeline services, outlining the measures it would take to comply with the Federal Communications Commission’s (“Commission’s”) Lifeline rules. The Wireline Competition Bureau (“Bureau”) approved the plan on September 21, 2022.¹ Enclosed, on behalf of Tempo and Insight Mobile, Inc. (“Insight Mobile”), is Tempo’s Second Updated Compliance Plan. Tempo is revising its approved Updated Compliance Plan to reflect a transaction, described in more detail in the Second Updated Compliance Plan, whereby Insight will acquire 100 percent ownership and control of Tempo. Tempo and Insight Mobile respectfully request that the Bureau expeditiously approve the Second Updated Compliance Plan.

¹ *Wireline Competition Bureau Approves the Updated Compliance Plan of Tempo Telecom, LLC*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 22-991 (Sept. 21, 2022). Tempo’s Compliance Plan originally was filed in 2012 under the name of Birch Communications, Inc. (“Birch”) in support of Birch’s request to be designated as an ETC by the Commission. The Commission approved the Compliance Plan on August 8, 2012. See *Wireline Competition Bureau Approves the Compliance Plans of Birch Communications, Boomerang Wireless, IM Telecom, Q Link Wireless, and TAG Mobile*, Public Notice, DA 12-1286 (Aug. 8, 2012).

Current Tempo Operations

As discussed in the Second Updated Compliance Plan, Tempo operates, or is authorized to operate (insofar as required), as a Mobile Virtual Network Operator in 21 states, providing prepaid commercial mobile radio services to consumers utilizing the wireless networks of its underlying facilities-based providers. The Company is designated as an eligible telecommunications carrier (“ETC”) to provide Lifeline services to low-income consumers on a wireless basis in 21 states, and does not have ETC applications pending in any states.

Insight Mobile Transaction

Tempo is currently 100 percent owned by Lingo Management, LLC (“Lingo Management”). Pursuant to a Membership Interest Purchase Agreement (the “Agreement”), dated January 24, 2023, Lingo Management and Insight Mobile have agreed that Lingo Management will transfer 100 percent of the outstanding membership interests in Tempo to Insight Mobile (the “Transaction”).² The Transaction will be closed as soon as required regulatory approvals are obtained and other pre-closing conditions satisfied or waived. Following the consummation of the Transaction, Tempo will be a direct wholly-owned subsidiary of Insight Mobile.

Insight Mobile is a Delaware corporation with principal offices located at 12301 Wilshire Boulevard, Suite 303, Los Angeles, California 90025. Insight Mobile holds international Section 214 authority from the Commission to provide global facilities-based and resale service, but is not currently providing telecommunications services. The acquisition of Tempo by Insight Mobile, as contemplated by the Agreement, will benefit consumers throughout Tempo’s current and future operating territories. Insight Mobile is financially strong and is directly managed by a hands-on team which brings significant experience in the telecommunications and technology industries, as well as in the Lifeline services market. Insight Mobile’s extensive telecommunications experience and financial resources will be available to Tempo as it continues to grow and develop its business. This will facilitate improvements to Tempo’s operating efficiency, financial management, and strategic decision-making. As a result, Tempo will be able to compete more effectively in the wireless and broadband market sectors. At the same time, the Transaction holds no adverse effects for consumers as it will not lead to any loss of or reduction in services to Tempo’s customers, nor will it result in any change to the rates, terms and conditions associated with those services.³

² The January 24, 2023 Agreement was entered between Lingo Management and another company. However, pursuant to an assignment and assumption agreement between that company and Insight Mobile dated April 5, 2023, Insight Mobile is now the purchaser.

³ Future changes to Tempo’s service offerings and/or the rates, terms and conditions applicable to those offerings will be implemented consistent with applicable regulatory requirements.

Marlene H. Dortch
April 28, 2023
Page 3

This letter and attached Second Updated Compliance Plan are being filed electronically for inclusion in the public record of the above-referenced proceedings. Please contact the undersigned should you have any questions.

Respectfully submitted,

/s/ Alex Valencia
Alex Valencia
Chief Compliance Officer
Tempo Telecom, LLC
25925 Telegraph Road
Suite 210
Southfield, MI 48033
972-910-1720
alex.valencia@lingo.com

/s/ John J. Heitmann
John J. Heitmann
Debra McGuire Mercer
Nelson Mullins Riley & Scarborough LLP
101 Constitution Avenue, NW
Suite 900
Washington, DC 20001
(202) 689-2945
john.heitmann@nelsonmullins.com
debra.mercer@nelsonmullins.com

Counsel for Insight Mobile, Inc.

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

In the Matter of)	
)	
TEMPO TELECOM, LLC)	WC Docket No. 09-197
)	
Compliance Plan for Lifeline Service)	WC Docket No. 11-42
<hr/>		

SECOND UPDATED COMPLIANCE PLAN OF TEMPO TELECOM, LLC

Tempo Telecom, LLC (“Tempo” or the “Company”) and Insight Mobile, Inc. (“Insight Mobile”), through their undersigned counsel, hereby respectfully submit and request expeditious approval of Tempo’s Second Updated Compliance Plan outlining the measures it will take to implement the conditions imposed by the Federal Communications Commission (“Commission”) in its Lifeline Rules and Orders¹ and reflecting both immaterial and material changes in ownership of Tempo.²

¹ See *Lifeline and Link Up Reform and Modernization, Lifeline and Link Up, Federal-State Joint Board on Universal Service, Advancing Broadband Availability Through Digital Literacy Training*, WC Docket No. 11-42, WC Docket No. 03-109, CC Docket No. 96-45, WC Docket No. 12-23, Report And Order and Further Notice Of Proposed Rulemaking, FCC 12-11 (Feb. 6, 2012) (*2012 Lifeline Reform Order*); *Lifeline and Link Up Reform and Modernization et al.*, WC Docket No. 11-42, et al., Second Further Notice of Proposed Rulemaking, Order on Reconsideration, Second Report and Order, and Memorandum Opinion and Order, FCC 15-71 (2015); *Lifeline and Link Up Reform and Modernization, et al.*, WC Docket No. 11-42, et al., Third Report and Order, Further Report and Order, and Order on Reconsideration, FCC 16-38 (2016) (“*2016 Lifeline Reform Order*”); *Bridging the Digital Divide for Low-Income Consumers, Lifeline and Link Up Reform and Modernization, Telecommunications Carriers Eligible for Universal Service Support*, WC Docket Nos. 17-287, 11-42, and 09-197, Fifth Report and Order, Memorandum Opinion and Order and Order on Reconsideration, and Further Notice of Proposed Rulemaking, FCC 19-111 (rel. Nov. 14, 2019) (collectively, with 47 C.F.R. Part 54 (including but not limited to sections 54.101, 54.202 and 54.400-54.423), “Lifeline Rules and Orders”).

² After the transaction described herein, Tempo will be 100 percent owned by Insight Mobile. This Second Updated Compliance Plan is submitted in accordance Commission’s guidance regarding compliance plans. See *Wireline Competition Bureau Provides Guidance for the Submission of Compliance Plans Pursuant to the 2012 Lifeline Reform Order*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 12-314 (WCB Feb. 29, 2012) (“*2012 Public Notice*”).

INTRODUCTION

Both the Communications Act of 1934, as amended (the “Act”), and the Commission’s rules require a carrier seeking designation as an eligible telecommunications carrier (“ETC”) to offer the supported services using its own facilities or a combination of its own facilities and resale of another carrier’s services.³ In the *2012 Lifeline Reform Order*, however, the Commission decided to conditionally forbear from application of the Act’s facilities requirement for telecommunications carriers that seek limited ETC designation to participate in the Lifeline program.⁴ Specifically, the Commission determined that conditional forbearance from the facilities requirement would apply if the carrier: (1) complied with certain 911 requirements and (2) filed and received approval of a compliance plan providing specific information regarding the carrier’s service offerings and outlining the measures the carrier will take to implement the Commission’s requirements as well as safeguard against waste, fraud, and abuse.⁵

To continue to avail itself of the Commission’s conditional grant of forbearance from the facilities requirement, Tempo provides this Second Updated Compliance Plan. Specifically, Tempo’s Second Updated Compliance Plan provides information regarding Tempo’s current Lifeline service offerings and outlines the measures Tempo takes to implement the Commission’s Lifeline requirements as well as safeguard against waste, fraud, and abuse.

³ 47 U.S.C. § 214(e)(1); 47 C.F.R. § 54.201(d)(1).

⁴ See *2012 Lifeline Reform Order*, ¶ 368.

⁵ See *id.*. Subsequently, the Commission provided guidance for carriers submitting compliance plans pursuant to the *2012 Lifeline Reform Order*. See *2012 Public Notice*.

HISTORY OF TEMPO'S COMPLIANCE PLAN

Tempo's Compliance Plan originally was filed in 2012 under the name of Birch Communications, Inc. ("Birch") in support of Birch's request to be designated as an ETC by the Commission. The Commission approved the Compliance Plan on August 8, 2012.⁶

Via letter dated December 18, 2012, Birch notified the Commission that the prepaid wireless Lifeline service at issue in the Compliance Plan would be provided by a separate legal entity known as Now Communications, LLC ("Now Comm"). Now Comm committed to implement and comply with the previously-approved Compliance Plan, and notified the Commission that it adopted the Compliance Plan as its own. The Commission acknowledged these changes in corporate structure in a December 20, 2012 public notice, and confirmed that the previously-approved Compliance Plan applied to Now Comm.⁷

After the December 2012 filing, Now Comm changed its name to Tempo Telecom, LLC. Via letter dated September 17, 2013, Tempo notified the Commission it would implement and comply with the previously-approved Compliance Plan and adopt the Compliance Plan as its own. Tempo committed to using the same procedures and policies set forth in the approved Compliance Plan for its provision of prepaid wireless Lifeline service.⁸ Via letter dated January 9, 2014, Tempo re-confirmed that the previously-approved Compliance Plan applied to all

⁶ *Wireline Competition Bureau Approves the Compliance Plans of Birch Communications, Boomerang Wireless, IM Telecom, Q Link Wireless, and TAG Mobile*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 12-1286 (WCB Aug. 8, 2012).

⁷ *Wireline Competition Bureau Seeks Comment on Petitions for Designation as a Low-Income Eligible Telecommunications Carrier filed by Now Comm, Zing PCS, LTS, Odin Wireless, and TX Mobile*, WC Docket No. 09-197, Public Notice (WCB Dec. 20, 2012) ("The Wireline Competition Bureau has approved Birch's compliance plan, which will also apply to Now Comm.")

⁸ WC Docket Nos. 09-197, 11-42, Letter from Tempo Telecom, LLC (Sept. 17, 2013).

jurisdictions in which Tempo sought designation as an ETC.⁹ On July 25, 2022, Tempo filed its Updated Compliance Plan. The Commission approved the plan on September 21, 2022.¹⁰

COMPLIANCE PLAN

(1) Information about the carrier and the Lifeline plans it intends to offer:

(a) Names and identifiers used by the carrier, its holding company, operating company and all affiliates

Tempo is a Georgia limited liability company and wireless reseller that offers prepaid wireless services throughout the United States, and prepaid wireless Lifeline services in 21 states.¹¹ Tempo operates under the “Tempo” or “Tempo Telecom” name throughout the United States.

Tempo is a wholly-owned subsidiary of Lingo Management, LLC (“Lingo Management”), a Delaware limited liability company with a principal office at 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. Lingo Management is a holding company and does not provide any telecommunications services or hold authorizations from any state authority for the provision of telecommunications services. Lingo Management holds international Section 214 authority from the Commission on behalf of its operating subsidiaries, but does not provide any services.

⁹ WC Docket Nos. 09-197, 11-42, Letter from Tempo Telecom, LLC (Jan. 9, 2014).

¹⁰ *Wireline Competition Bureau Approves the Updated Compliance Plan of Tempo Telecom, LLC*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 22-991, at 1 (WCB Sept. 21, 2022). Tempo is filing this Second Updated Compliance Plan to advise the Commission of a transaction whereby Insight Mobile will acquire Tempo.

¹¹ These states are: Colorado, Georgia, Hawaii, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Minnesota, Missouri, Nebraska, Nevada, North Dakota, Ohio, Rhode Island, South Carolina, Utah, West Virginia, Wisconsin, and Wyoming.

B. Riley Principal Investments, LLC (“BRPI”), a Delaware limited liability company, holds 100 percent of Lingo Management.¹² BRPI is a holding company with a principal office at 30870 Russell Ranch Road, Suite 250, Westlake Village, CA 91362. BRPI is owned by B. Riley Financial, Inc., a publicly traded Delaware corporation (NASDAQ: RILY) and diversified financial services company that takes a collaborative approach to the capital raising and financial advisory needs of public and private companies and high net worth individuals. Bryant R. Riley, a U.S. citizen, beneficially owns approximately 20.8 percent of the shares of B. Riley outstanding as of March 28, 2022. BRPI does not provide telecommunications services or hold authorizations from any state or federal authority for the provision of telecommunications services.

In 2021, the Commission approved a transaction to increase BRPI’s ownership interest in Lingo Management to 80 percent (with Lingo holding the remaining 20 percent) (the “BR Transaction”).¹³ Prior to the BR Transaction, BRPI held a 40 percent interest in Lingo Management and Lingo held a 60 percent interest in Lingo Management. The BR Transaction closed on May 31, 2022.

Lingo Management also is the holding company for the following telecommunications carriers (the “Lingo Carriers”):

- Lingo Telecom, LLC (f/k/a Matrix Telecom, LLC): A Texas limited liability company providing local exchange, intrastate interexchange, interconnected Voice over Internet

¹² In the Updated Compliance Plan approved on September 21, 2022, BRPI held an 80 percent interest in Lingo Management and Lingo Communications, LLC (“Lingo”), a Georgia limited liability company held a 20 percent interest in Lingo Management. On February 24, 2023, BRPI acquired Lingo’s 20 percent interest in Lingo Management, thereby becoming its sole owner. Given that BRPI already held a controlling interest in BRPI, there was not transfer of control.

¹³ See *Notice of Domestic Section 214 Authorization Granted*, WC Docket No. 21-21, Public Notice Da 21-280 (WCB Mar. 8, 2021).

Protocol (“VoIP”), interstate, international, and/or broadband Internet access services to residential and small business customers in 49 states and the District of Columbia.

- Lingo Telecom of Virginia, LLC (f/k/a Matrix Telecom of Virginia, LLC): A Virginia limited liability company providing local exchange, intrastate interexchange, interconnected VoIP, interstate, and/or broadband Internet access services to residential and small business customers in Virginia.
- Lingo Telecom of the West, LLC: A Delaware limited liability company providing local exchange, intrastate interexchange, interconnected VoIP, and/or broadband Internet access services in the state of California. In connection with an internal corporate reorganization expected to occur in the next few months, this entity will be dissolved and its California customers will continue to be served by Lingo Telecom, LLC.
- Lingo Communications of Kentucky, LLC (“Lingo Kentucky”): A Georgia limited liability company providing local exchange, intrastate interexchange, interstate, and/or international services in certain areas of Kentucky.¹⁴
- BullsEye Telecom, Inc. (“BullsEye”), a Michigan corporation with a principal office at 25925 Telegraph Road, Suite 210, Southfield, MI 48033. BullsEye is a competitive provider of communications solutions, including traditional telephone, interconnected

¹⁴ Lingo Kentucky is a rural competitive local exchange carrier operating only in certain rural areas of Kentucky. *See, e.g., Lingo Communications of Kentucky, LLC Tariff F.C.C. No. 1*, WC Docket No. 20-245, Order (WCB Dec. 16, 2020).

VoIP, interstate, international, and/or broadband Internet access services, to business customers in the lower 48 states and the District of Columbia.¹⁵

Separate and apart from its holdings in Lingo Management, BRPI also holds ownership interests in:

- United Online, Inc.: A Delaware corporation that offers Internet access services to consumers under the NetZero and Juno brands, as well as email, Internet security, web hosting services, and other communications-related services in the District of Columbia and all 50 states.
- YMax Communications Corp.: A Delaware corporation that offers competitive local exchange and/or interexchange services in the District of Columbia and all 50 states except for Alaska and New Hampshire.
- magicJack SMB, Inc.: A Florida corporation that offers interconnected VoIP services in the District of Columbia and all 50 states except for Alaska.

As noted above, Tempo is currently 100 percent owned by Lingo Management. Pursuant to a Membership Interest Purchase Agreement (the “Agreement”), dated January 24, 2023, Lingo Management and Insight Mobile have agreed that Lingo Management will transfer 100 percent

¹⁵ The Commission approved the acquisition of BullsEye on June 14, 2022. *See generally, Domestic 214 Application Granted for the Transfer of BullsEye Telecom, Inc. to the Lingo Entities*, WC Docket No. 22-249, Public Notice, DA 22-632 (WCB June 14, 2022). BullsEye Telecom of Virginia, LLC, a wholly-owned subsidiary of BullsEye, is authorized to provide intrastate services in Virginia.

of the outstanding membership interests in Tempo to Insight Mobile (the “Transaction”).¹⁶ Pre- and post-close corporate structure diagrams are included as Exhibit A.

(b) Detailed information demonstrating the carrier is financially and technically capable of providing the supported Lifeline service in compliance with the Commission’s rules

Commission rules require ETCs to demonstrate financial and technical capability to comply with Lifeline service requirements,¹⁷ and the Commission has requested such demonstrations also be included in compliance plans.¹⁸ The Commission has stated the “relevant considerations” for demonstrating that a carrier is financially and technically capable would be whether the carrier previously offered services to non-Lifeline consumers, how long the carrier has been in business, whether the carrier intends to rely exclusively on universal service fund disbursements to operate, whether the carrier receives funds from other sources, and whether the carrier has been subject to enforcement action or ETC revocation proceedings in other states.¹⁹

Tempo has successfully operated as a wireless reseller since 2012 and has been providing Lifeline services since 2013. Tempo’s affiliates have been operating as nationwide competitive local exchange carriers since at least 1996. Tempo has not been subject to an abnormal number of enforcement proceedings in the past ten years, and such proceedings generally have focused on a missed/late filing or payment. Tempo has never been subject to an ETC revocation proceeding in any state. Tempo’s Lifeline operations also have been audited by

¹⁶ The January 24, 2023 Agreement was entered between Lingo Management and another company. However, pursuant to an assignment and assumption agreement between that company and Insight Mobile dated April 5, 2023, Insight Mobile has taken the place of that company and is now the purchaser.

¹⁷ *Public Notice*, at 3.

¹⁸ 47 C.F.R. § 54.202(a)(4).

¹⁹ *2012 Lifeline Reform Order*, ¶ 388.

the Universal Service Administrative Company (“USAC”) and several states, and those audits have not disclosed any material non-compliance with Commission Lifeline requirements.

Financial support for Tempo’s continued operations will be enhanced by the Transaction whereby, subject to regulatory approval, Insight Mobile will acquire 100 percent of the membership interest in Tempo. Following the proposed change in Tempo’s ownership, the Company’s corporate and trade names and identifiers initially will remain unchanged, and any future changes to the Company’s name will comply with relevant laws governing customer notices. The Transaction will not result in any loss or impairment of service for any customer, and customers will continue to receive their existing services at the same rates, terms and conditions currently in effect. Moreover, the Transaction will neither eliminate any Lifeline market participants nor reduce the service choices available to Lifeline-eligible consumers.

Insight Mobile is a Delaware corporation with principal offices located at 12301 Wilshire Boulevard, Suite 303, Los Angeles, California 90025. Insight Mobile holds international Section 214 authority from the Commission to provide global facilities-based and resale service.²⁰ Insight Mobile is not currently providing telecommunications services. Shadi Aslemand, a United States citizen, owns 100 percent of Insight Mobile. Ms. Aslemand is also a 50 percent owner of Excess Telecom, Inc. (Excess Telecom), a California corporation that holds international Section 214 authority from the Commission to provide global facilities-based and resale services.²¹ Upon closing of the Transaction, Tempo will be affiliated with Excess Telecom which operates as a Mobile Virtual Network Operator (MVNO) and delivers domestic

²⁰ File No. ITC-214-20220314-00037, granted April 8, 2022.

²¹ File No. ITC-214-20150218-00049, granted March 13, 2015.

wireless voice services and broadband services to qualified low-income households nationwide and participates in the Affordable Connectivity Program.

With respect to technical expertise, Tempo has demonstrated its technical capabilities over the past 10 years of successful operation. Further, Tempo's partnerships with nationwide wireless carriers demonstrate Tempo is technically capable of providing prepaid wireless Lifeline service throughout its 21-state service territory. Initially, Tempo resold the wireless services of Sprint, and later added T-Mobile as an additional underlying carrier (Sprint and T-Mobile have since merged, and thus Tempo refers only to T-Mobile herein). T-Mobile provides Tempo with the underlying network infrastructure and wireless transmission facilities needed for Tempo to offer service as a MVNO.

Upon approval of the change in ownership, Insight Mobile's management team will be responsible for day-to-day oversight of Tempo's operations. However, the parties contemplate that Tempo's employees who are currently responsible for the Company's Lifeline service business will maintain their positions under Insight Mobile's ownership. Information about the key members of Insight Mobile's management team is attached as Exhibit B. Insight Mobile's management team has extensive experience in the telecommunications and technology industries, as well as in the Lifeline services market. Their collective expertise will guide the Company's decisions going forward and its adherence to this Second Updated Compliance Plan.²² As a result, the Transaction will bring together the full strength of Tempo's and Insight Mobile's experience in the telecommunications industry and business expertise. The resulting

²² Insight Mobile's management team currently hold dual roles at both Insight Mobile and Excess Telecom. Upon the closing of the Transaction, members of the management team will transition to full-time employment with Insight Mobile.

synergies will enable Tempo to achieve measurable growth at the same time as it develops improved operating efficiencies, both necessary components for the Company to thrive. Moreover, with access to Insight Mobile’s financial and technical resources, Tempo will be able to offer enhanced service offerings to all current and future end users, including those who are enrolled in the Lifeline program.

(c) Detailed information, including geographic locations, of the carrier’s current service offerings if the carrier currently offers service

Tempo currently offers prepaid wireless services on a nationwide basis. Tempo currently provides prepaid wireless Lifeline service in certain designated portions of the following 21 states: (1) Colorado; (2) Georgia; (3) Hawaii; (4) Indiana; (5) Iowa; (6) Kansas; (7) Kentucky; (8) Maryland; (9) Michigan; (10) Minnesota; (11) Missouri; (12) Nebraska; (13) Nevada; (14) North Dakota; (15) Ohio; (16) Rhode Island; (17) South Carolina; (18) Utah; (19) West Virginia; (20) Wisconsin; and (21) Wyoming.

(d) The terms and conditions of each Lifeline service plan offering, including rates, the number of minutes provided, and additional charges, if any, for toll calls

Tempo currently offers a “Lifeline Data Bundle” plan, which offers unlimited nationwide voice minutes, voicemail, unlimited nationwide text messages, and 4.5 GBs of data each month at no charge to an eligible consumer.²³ In addition, Tempo offers consumers the ability to purchase additional MBs or additional GBs of data at reduced rates (plus applicable taxes and fees). The Lifeline Data Bundle also provides an option to add international calling with per-

²³ Tempo’s Lifeline plan components may differ in some states in accordance with state-mandated requirements for Lifeline services, but all plans comply with the Commission’s minimum service standards for wireless Lifeline services.

minute pricing based on the country to be called, which is provided to the consumer when opting for this capability.

(e) All other certifications required under section 54.202 of the Commission's rules

Commission Rule 54.202 requires a common carrier seeking ETC designation to make certain certifications, and the Commission has requested such certifications be included in compliance plans.²⁴ Specifically, Rule 54.202 requires: (1) certification that the carrier will comply with the service requirements applicable to the support it receives;²⁵ (2) submission of a five-year plan for proposed improvements or upgrades to the carrier's network unless the carrier seeks Lifeline support only;²⁶ (3) demonstration of the carrier's ability to remain functional in emergency situations, including a demonstration that it has a reasonable amount of back-up power to ensure functionality without an external power source, is able to reroute traffic around damaged facilities, and is capable of managing traffic spikes resulting from emergency situations;²⁷ (4) demonstration the carrier will satisfy applicable consumer protection and service quality standards;²⁸ (5) demonstration the carrier is financially and technically capable of providing Lifeline service in compliance with the Commission's rules;²⁹ (6) submission of information describing the terms and conditions of the voice telephony plans offered to Lifeline

²⁴ 2012 Public Notice, at 3.

²⁵ 47 C.F.R. § 54.202(a)(1)(i).

²⁶ 47 C.F.R. § 54.202(a)(1)(ii).

²⁷ 47 C.F.R. § 54.202(a)(2).

²⁸ 47 C.F.R. § 54.202(a)(3).

²⁹ 47 C.F.R. § 54.202(a)(4).

subscribers;³⁰ and (7) submission of information describing the terms and conditions of broadband Internet access service plans offered to Lifeline subscribers.³¹

With respect to (1) above, Tempo provides Lifeline service only, and therefore certifies that it complies with the service requirements applicable to Lifeline support. Eligible voice telephony services must provide voice grade access to the public switched telephone network (“PSTN”) or its functional equivalent, minutes of use for local service provided at no additional charge, access to emergency 911 and enhanced 911 service in locations where implemented, and for qualifying low-income consumers, toll limitation service.³² Eligible broadband Internet access services must provide the capability to transmit and receive data by wire or radio from all or substantially all Internet endpoints, including any capabilities that are incidental to and enable the operation of the communications service, but excluding dial-up service.

Tempo’s Lifeline offering provides voice grade access to the PSTN, and includes unlimited local calling. In addition, Tempo’s Lifeline offering provides consumers with access to 911 and enhanced 911 to the extent local governments have implemented such services as explained further below. With respect to toll limitation service, the Commission eliminated the requirement to provide toll limitation services if the Lifeline offering provides a set amount of minutes that do not distinguish between toll and non-toll calls.³³ Thus, Tempo is not required to provide toll limitation service in connection with its Lifeline service offering because Tempo’s Lifeline plan offers unlimited voice calling within the United States. Similarly, Tempo’s Lifeline service offering provides consumers with the capability to transmit data to and receive

³⁰ 47 C.F.R. § 54.202(a)(5).

³¹ 47 C.F.R. § 54.202(a)(6).

³² 47 C.F.R. § 54.101(a)(1).

³³ *2012 Lifeline Reform Order*, ¶ 49.

data from all or substantially all Internet endpoints, and meets the minimum service standards for broadband Internet access service required by Commission rules.³⁴

With respect to (2) above, Tempo provides Lifeline-only service, and a five-year plan is not required for carriers offering supported services only under the Lifeline program.³⁵

With respect to (3) above, Tempo has the ability to remain functional in emergency situations. Tempo has been offering telecommunications services since 2012, and its affiliates have been offering telecommunications services since at least 1996. Thus, Tempo and its affiliated telecommunications carriers have significant experience with remaining functional in emergency situations. Tempo has disaster recovery contingency plans that include diverse/alternate routing, electronics redundancy, dual data centers geographically separated, and environmental controls for data and switching centers. Tempo's MVNO contract arrangements with T-Mobile also impose certain obligations on T-Mobile to ensure Tempo's prepaid wireless Lifeline service offering remains functional during emergency situations. As a large, nationwide wireless carrier, T-Mobile is subject to regulatory requirements to remain functional during emergency situations.³⁶ Tempo's MVNO agreements also contain certain quality of service guarantees.

With respect to (4) above, Tempo satisfies applicable consumer protection and service quality standards. Tempo complies with the Cellular Telecommunications and Internet

³⁴ 47 C.F.R. § 54.408(b). The current minimum service standards for mobile broadband is speed 3G or better and usage of 4.5 GB per month.

³⁵ 47 C.F.R. § 54.202(a)(1)(ii); *see also 2012 Lifeline Reform Order*, ¶ 386.

³⁶ Tempo is also familiar with the continuity and disaster response program T-Mobile has implemented, which addresses the need to remain functional during emergency situations.

Association's Consumer Code for Wireless Service to satisfy this requirement as permitted by the Commission's rules.³⁷

With respect to (5) above, Tempo is financially and technically capable of providing Lifeline service in compliance with the Commission's rules as explained in 1(b) above.

With respect to (6) and (7) above, information regarding Tempo's Lifeline service plan is set forth in (1)(d) above. Commission rules also allow a carrier to provide a link to a public Website outlining the Lifeline service plan.³⁸ Information regarding Tempo's Lifeline service plan is available at: <https://mytempo.com/lifeline-wireless/>.

(2) A detailed explanation of how the carrier will comply with the Commission's rules relating to determinations of subscriber eligibility for Lifeline services, including all of the consumer eligibility, consumer enrollment, and re-certification procedures

Tempo has been offering Lifeline services for nearly 10 years, and is therefore intimately familiar with the Commission's procedures for confirming consumer eligibility, enrolling eligible customers, recertification, activation, and usage.

Consumer Eligibility

Tempo has implemented detailed policies and procedures to ensure its Lifeline customers are eligible to receive Lifeline service under the Commission's rules. Tempo does not provide Lifeline service – and does not provide an activated device – to any consumer until Tempo has confirmed the consumer meets the eligibility requirements established by the Commission for receipt of Lifeline services.³⁹ Specifically, a consumer must meet one of the following requirements to be eligible for Lifeline service: (1) the consumer's household income is at or

³⁷ 47 C.F.R. § 54.202(a)(3).

³⁸ 47 C.F.R. § 54.202(5), (6).

³⁹ 47 C.F.R. § 54.409.

below 135 percent of the Federal Poverty Guidelines currently in effect for a household of that size; or (2) the consumer (or the consumer's dependents or household) receives benefits from certain federal assistance programs.⁴⁰ Tempo relies solely on the Lifeline National Verifier for establishing a prospective customer's eligibility for Lifeline service.⁴¹

Enrollment

Prospective Lifeline customers can contact Tempo via its website or toll-free customer service number to start the process of receiving Lifeline services from Tempo.⁴² Tempo relies on the USAC-standard application and certification form, and thus Tempo's processes comply with Commission rules for subscriber eligibility determinations and certifications.⁴³ If the customer has not pre-qualified via the Lifeline National Verifier, Tempo first directs the customer to the Lifeline National Verifier so the customer can confirm its eligibility for Lifeline service and obtain an approved application ID from the Lifeline National Verifier.

Once the customer's eligibility has been confirmed by the Lifeline National Verifier (and the customer has obtained an approved application ID), Tempo takes two additional steps to prevent duplicate Lifeline subsidies. First, Tempo reviews its own service records to ensure the potential customer is not currently receiving Lifeline service from Tempo. Second, Tempo checks the National Lifeline Accountability Database ("NLAD") to ensure the potential

⁴⁰ 47 C.F.R. § 54.409(a). Tempo also complies with any state-specific eligibility requirements applicable in its 21-state Lifeline service territory.

⁴¹ The Lifeline National Verifier also collects any needed documentation from the prospective customer.

⁴² At this time, Tempo is not using third-party dealer locations to sign-up prospective Lifeline customers. In the future, prospective customers may be able to begin the process of receiving Lifeline services from Tempo via a third-party dealer location.

⁴³ 47 C.F.R. § 54.410. Tempo representatives also orally explain the application and certification form to potential Lifeline customers if they choose to enroll over the phone.

customer is not currently receiving a Lifeline service from any other carrier.⁴⁴ When applicable, Tempo requires the prospective customer to complete the Independent Economic Household Worksheet via the Lifeline National Verifier. This USAC-developed form contains the following: (1) an explanation of the Commission's one-per-household rule; (2) a check box that an applicant can mark to indicate that he or she lives at an address occupied by multiple households; (3) a space for the applicant to certify that he or she shares an address with other adults who do not contribute income to the applicant's household and share in the household's expenses or benefit from the applicant's income, pursuant to the Commission's definition; and (4) the penalty for a consumer's failure to make the one-per-household certification when required.

Once Tempo has confirmed there is no duplicate service, Tempo enrolls the customer in the Lifeline program using NLAD's real-time interface (API), and submits all required information regarding the customer to NLAD.⁴⁵ Tempo does not enroll or claim reimbursement for a prospective customer if NLAD or the Lifeline National Verifier cannot verify the identity of the prospective customer or the prospective customer's status as non-deceased.⁴⁶

All Tempo representatives involved in the Lifeline enrollment process (both in-house and third-party)⁴⁷ are required to take a training course regarding the Commission's Lifeline rules

⁴⁴ Tempo also commits to promptly investigate any notification it receives from a state, the Commission, or USAC that one of its Lifeline customers is improperly receiving service.

⁴⁵ In addition, Tempo updates each subscriber's information in NLAD within ten (10) business days of any change, except for de-enrollment, which is updated within one (1) business day. *See* 47 C.F.R. § 54.404(b)(8), (10).

⁴⁶ 47 C.F.R. § 54.404(b).

⁴⁷ At this time, Tempo does not utilize third-party dealers to enroll prospective customers in the Lifeline program, but could do so in the future. Tempo includes information regarding third-party representatives herein in the event Tempo uses such representatives in the future.

and to be registered with USAC prior to enrolling any customer in NLAD.⁴⁸ Tempo also conducts periodic audits and random checks of its Lifeline representatives to ensure compliance with Commission rules. Tempo does not offer or provide any commission or other compensation to enrollment representatives based on the number of consumers that apply for or are enrolled in the Lifeline program.⁴⁹

Annual Verification

Tempo's systems are capable of tracking and flagging the anniversary of a Lifeline customer's start date. Tempo uses the anniversary date to ensure its Lifeline customers re-certify their eligibility to participate in the Lifeline program once a year. Tempo Lifeline customers are re-certified within 12 months after the subscriber's service initiation date and within every 12 months thereafter by the Lifeline National Verifier as required under Commission rules.⁵⁰ The annual re-certification materials inform the subscriber it is being contacted to re-certify continuing eligibility for Lifeline, and if the subscriber fails to respond, it will be de-enrolled from the program as discussed below.

Activation and Usage

Once all eligibility determinations and documentation requirements are complete, Tempo ships the handset to the customer at the address listed on the enrollment form.⁵¹ Tempo requires the customer to take affirmative steps to "personally activate" the service by requiring the

⁴⁸ 47 C.F.R. § 54.406. Tempo also requires its representatives to engage in routine, ongoing training regarding Commission compliance requirements for Lifeline services.

⁴⁹ 47 C.F.R. § 54.406(b).

⁵⁰ 47 C.F.R. § 54.410(f).

⁵¹ If Tempo were to use third-party dealers in the future, the third-party representative may provide the handset to the customer during an in-person enrollment depending on handset availability.

customer to complete an outgoing call.⁵² If service is not initiated, Tempo does not consider the consumer to be enrolled in the Lifeline program and Tempo does not request Lifeline reimbursement until the subscriber personally activates its service.⁵³ After service activation, Tempo does not seek reimbursement for any Lifeline subscriber who has not used the service consistent with Commission usage requirements.⁵⁴

(3) A detailed explanation of how the carrier will comply with the forbearance conditions relating to public safety and 911/E911 access

Pursuant to the *2012 Lifeline Reform Order*, forbearance for non-facilities based ETCs is conditioned upon the ETC providing its Lifeline voice subscribers with 911/E911 access, regardless of activation status and availability of minutes, and providing its Lifeline voice subscribers with E911-compliant handsets and replacing, at no additional charge to the subscriber, any non-compliant handsets.⁵⁵ Tempo's prepaid wireless Lifeline service offering complies with the 911 requirements necessary for application of conditional forbearance.

Tempo provides access to 911/E911 services for all its customers, including its Lifeline customers. Tempo uses T-Mobile as its underlying network provider, which routes 911/E911 calls from Tempo's customers in the same manner as 911/E911 calls from T-Mobile's own customers.⁵⁶ To the extent that T-Mobile delivers 911/E911 calls in a given public safety answering point territory, this capability functions the same for Tempo and its customers.

⁵² *2012 Lifeline Reform Order*, ¶ 260.

⁵³ *2012 Lifeline Reform Order*, ¶ 257.

⁵⁴ 47 C.F.R. § 54.407(c)(2).

⁵⁵ *2012 Lifeline Reform Order*, ¶ 373.

⁵⁶ Tempo understands that it has an independent obligation to provide 911/E911 services as a wireless reseller, and utilizes its underlying contractual arrangements to meet that obligation. See *2012 Lifeline Reform Order*, n.989.

Tempo enables 911/E911 emergency calling services for all properly activated handsets regardless of whether the account associated with the handset is active or suspended. Further, all 911/E911 calls initiated from any Tempo handset are transmitted even if the account associated with the handset has no remaining minutes (which would not occur given Tempo's current Lifeline service plan offers unlimited voice minutes).

Tempo provides its Lifeline subscribers with E911-compliant handsets, and replaces, at no additional charge to the subscriber, any non-compliant handset. Tempo relies on underlying contractual arrangements with third-parties to provide handsets to consumers, and those contractual arrangements require the third-party to supply handsets that satisfy all Commission requirements. Thus, any Lifeline customer that obtains a handset from Tempo has an E911-compliant handset.

(4) A detailed explanation of how the carrier will comply with the Commission's marketing and disclosure requirements for participation in the Lifeline program

Tempo includes the following information regarding its Lifeline service on all relevant marketing materials: (1) it is a Lifeline-supported service; (2) Lifeline is a government assistance program; (3) the service is non-transferable; (4) only eligible consumers may enroll in the Lifeline program; (5) the Lifeline program is limited to one discount per household; and (6) documentation is necessary for enrollment in the Lifeline program.⁵⁷ Tempo ensures the Commission-required disclosures, any DBA names it uses, and details of the prepaid wireless Lifeline service offering are contained in all marketing materials.⁵⁸ This information is included in all print, audio, video, website, and electronic materials (including social networking) used to describe or enroll subscribers in Lifeline service. In addition, the standard

⁵⁷ 47 C.F.R. § 54.405(c).

⁵⁸ *2012 Lifeline Reform Order*, ¶¶ 274-282.

application/certification forms developed by USAC state that consumers who willfully make a false statement in order to obtain the Lifeline benefit can be punished by fine or imprisonment or can be barred from the program.⁵⁹

Tempo publicizes the availability of its prepaid wireless Lifeline service offering in a manner reasonably designed to reach those likely to qualify for the service.⁶⁰ Tempo utilizes the Commission's 2004 outreach guidelines for advertising its prepaid wireless Lifeline service offering.⁶¹ Specifically, Tempo utilizes outreach materials and methods designed to reach households that currently do not have telephone service, has developed advertising materials for non-English speaking populations within its service area, and coordinates its outreach efforts with relevant government agencies.

Tempo's advertising strategy for its prepaid wireless Lifeline service offering builds on its expertise in advertising its prepaid wireless service, and the advertising used by Tempo's telecommunications carrier affiliates. Tempo's advertising for its prepaid wireless Lifeline service offering includes, but is not limited to, targeted direct mail, advertisements in daily and weekly print periodicals, billboards, event sponsorship, bus advertising, radio advertising, and online search engines.

Tempo also coordinates with relevant state agencies, community outreach organizations, and non-profit organizations to make information available regarding Tempo's prepaid wireless Lifeline service offering in resource guides and other printed materials produced by those organizations, as well as in their offices or other locations visited by potential Lifeline-eligible

⁵⁹ 47 C.F.R. § 54.410(d)(1).

⁶⁰ 47 C.F.R. § 54.405(b).

⁶¹ *Lifeline and Link Up*, 19 FCC Rcd 8302, ¶¶ 45-48 (2004).

subscribers. In addition, Tempo markets its prepaid wireless Lifeline services through state, county, municipal and non-profit community action agencies, associations, and networks. These agencies support Lifeline-eligible individuals and families in obtaining support services, employment, employment training, life skills training, and other services. Tempo helps raise awareness of Lifeline services through the inclusion of Tempo Lifeline information in resource guides and other support materials (online and in printed materials issued by the agency) that are provided to Lifeline-eligible prospective customers. Tempo also raises awareness of its Lifeline services through sponsoring events held by these agencies.

- (5) A detailed explanation of the carrier’s procedures and efforts to prevent waste, fraud and abuse in connection with Lifeline funds, including but not limited to, procedures the carrier has in place to prevent duplicate Lifeline subsidies within its own subscriber base, procedures the carrier undertakes to de-enroll subscribers receiving more than one Lifeline subsidy per household, information regarding the carrier’s toll limitation service, if applicable, and the carrier’s non-usage policy, if applicable**

Throughout this Second Updated Compliance Plan, Tempo explains its procedures and efforts to prevent waste, fraud, and abuse. This section focuses on Tempo’s de-enrollment procedures, and how they prevent waste, fraud, and abuse. Tempo de-enrolls Lifeline customers for: no longer qualifying for Lifeline service; duplicative support; non-usage; failure to re-certify; and when requested by the Lifeline subscriber. As required by the Commission’s rules, Tempo updates NLAD with de-enrollment information within one (1) business day of de-enrollment.⁶²

De-Enrollment for Ineligibility

If Tempo has a reasonable basis to believe that one of its Lifeline customers no longer meets the eligibility criteria (either based on Tempo’s own knowledge or information supplied

⁶² 47 C.F.R. § 54.404(b)(10).

by a third-party), Tempo notifies the subscriber of the impending de-enrollment in writing and gives the subscriber thirty (30) days to demonstrate continued eligibility.⁶³ Any demonstration of eligibility from the subscriber must comply with the annual re-certification procedures set forth in the Commission's rules, including the submission of the USAC-created enrollment/certification form. A subscriber's failure to provide the requested documentation will result in de-enrollment within five (5) business days after the expiration of the subscriber's time to respond.

De-enrollment for duplicative support

Tempo understands that duplicative claims are wasteful and burden universal service and takes all necessary steps to swiftly de-enroll consumers found to be receiving duplicative federal Lifeline discounts. Upon notification from the Commission, a state, or USAC that a subscriber is receiving Lifeline service from another carrier, or more than one member of a household is receiving Lifeline service, Tempo de-enrolls the subscriber within five (5) business days.⁶⁴

De-enrollment for non-usage

Tempo de-enrolls any Lifeline customer whose service is inactive for a consecutive 30-day period after providing the customer with notice and a 15-day "cure" period.⁶⁵ After 30 consecutive days of non-usage (as defined in Commission rules), Tempo provides subscribers notice, using clear, easily understood language, to inform the subscriber that its failure to use the Lifeline service within the next 15 days will result in service termination on the 46th day (30

⁶³ 47 C.F.R. § 54.405(e)(1).

⁶⁴ 47 C.F.R. § 54.405(e)(2); *see also Lifeline and Link Up Reform and Modernization*, 26 FCC Rcd 9022, ¶ 15 (2011).

⁶⁵ 47 C.F.R. § 54.405(e)(3). Tempo provides the customer with notice via text message on day 7, day 14, and day 28 that failure to use the Lifeline service may result in service termination.

days of non-usage plus the 15-day “cure” period).⁶⁶ Despite a consumer’s “usage” (as defined in Commission rules), Tempo will continue to comply with its existing public safety obligations to transmit all 911/E911 calls regardless of subscriber inactivity even if Tempo is no longer providing Lifeline service to that consumer.⁶⁷ Tempo includes any subscribers de-enrolled for non-usage in its annual non-usage de-enrollment reports. Tempo also understands that it can only seek reimbursement for any subscriber that has used its Lifeline service within the last 30 days or who has cured its non-usage as described above.⁶⁸

De-enrollment for failure to re-certify

Tempo de-enrolls subscribers who do not respond to an annual re-certification request or fail to provide the required certification to the Lifeline National Verifier,⁶⁹ which is the entity responsible for annual re-certification of a subscriber’s Lifeline eligibility. Prior to de-enrolling a subscriber for failure to re-certify, subscribers receive written notice explaining that failure to respond to the re-certification request within sixty (60) days will result in the subscriber’s de-enrollment. Tempo de-enrolls the subscriber within five (5) business days after the expiration of the subscriber’s time to respond.

⁶⁶ Tempo provides the customer with notice via text message on day 30, day 35, and days 40-44 that failure to use the Lifeline service may result in service termination. Tempo then provides the customer with notice via text message on day 45 that the service will be disconnected for non-usage.

⁶⁷ 2012 Lifeline Reform Order, ¶ 262.

⁶⁸ 47 C.F.R. § 54.407(c)(2).

⁶⁹ 47 C.F.R. § 54.405(e)(4).

De-Enrollment by Subscriber

If a subscriber contacts Tempo and states the subscriber is no longer eligible for Lifeline or wishes to de-enroll for any reason, Tempo de-enrolls the subscriber within two (2) business days.⁷⁰ Subscribers can make this request either via customer service or online.

(6) Other requirements applicable to wireless Lifeline providers

Tempo complies with all current Commission rules governing the provision of prepaid wireless Lifeline services.

Handset Requirements

In the *2016 Lifeline Reform Order*, the Commission required providers of Lifeline-supported services offering both mobile broadband services and devices to provide their customers with handset devices that are Wi-Fi enabled.⁷¹ Lifeline customers also are entitled to a choice of at least one (1) device that is capable of being used as a hotspot.⁷² All handsets offered by Tempo to Lifeline customers are Wi-Fi enabled and at least 55 percent of Tempo's handsets offered to Lifeline customers are capable of being used as a hotspot as required under the rules.⁷³

Annual Reports and Certifications

Tempo submits its required annual reports and certifications to the Commission, including FCC Form 481 and FCC Form 555, as well as any other reports the Commission directs ETCs to file on a one-time or periodic basis.

⁷⁰ 47 C.F.R. § 54.405(e)(5).

⁷¹ *2016 Lifeline Reform Order*, ¶¶ 366-67.

⁷² 47 C.F.R. § 54.408(f)(3).

⁷³ 47 C.F.R. § 54.408(f)(3)(v) (requiring at least 45 percent of devices to be capable of being used as a hotspot from December 1, 2021 to November 30, 2022). Tempo will ensure that it meets the appropriate percentages required by the rules for December 1, 2022 going forward.

Reimbursement and Recordkeeping

Tempo ensures it has valid certification and recertification forms for each of the Lifeline subscribers for whom it seeks reimbursement.⁷⁴ Further, Tempo complies with the Commission's requirement to use the number of eligible Lifeline subscribers as of the snapshot date indicated by NLAD data to request reimbursement for its provision of Lifeline service.⁷⁵ Finally, Tempo maintains accurate records as directed by USAC and as required by Commission's rules.⁷⁶

⁷⁴ 47 C.F.R. § 54.407(d). Tempo relies upon the Lifeline National Verifier and/or its website to obtain initial certification and enrollment information. In addition, Tempo relies on USAC and/or the Lifeline National Verifier to recertify customers and obtain the necessary documentation associated with recertification. Tempo provides notice to its customers to assist them in the recertification process.

⁷⁵ 47 C.F.R. § 54.407(a).

⁷⁶ 47 C.F.R. § 54.417.

CONCLUSION

WHEREFORE, for the forgoing reasons, Tempo and Insight Mobile respectfully request that the Commission expeditiously approve Tempo's updated Compliance Plan.

Respectfully submitted,

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Counsel for Insight Mobile, Inc.

April 28, 2023

EXHIBIT A
Pre-Transaction

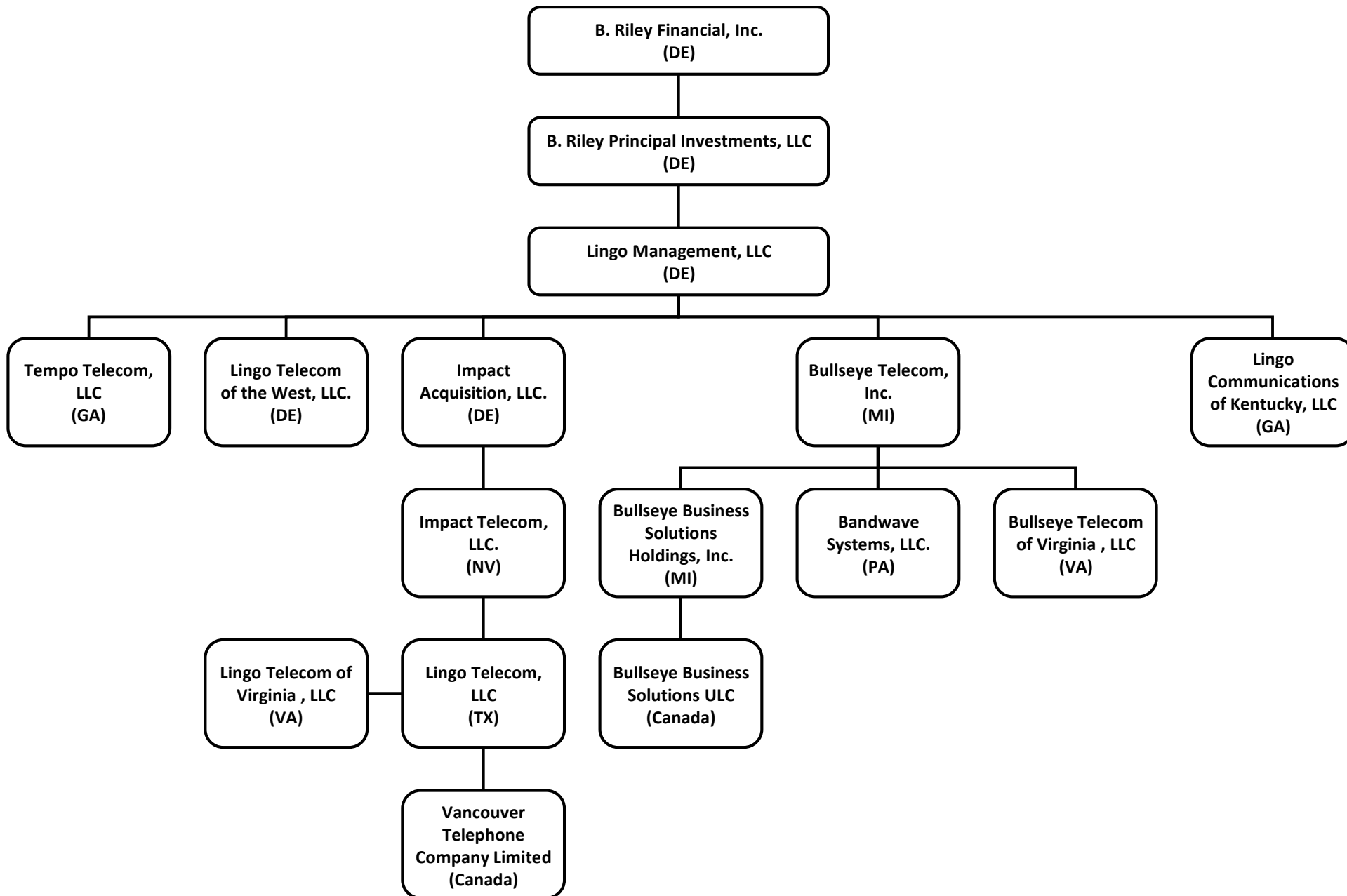


EXHIBIT A

Post-Transaction

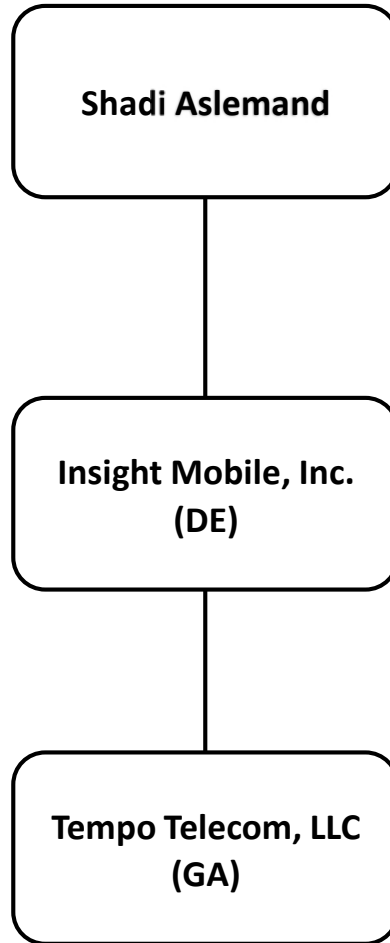


EXHIBIT B

Officer and Key Management Bios

John Ripley (Chief Operations Officer - Excess Telecom, Inc. and Insight Mobile, Inc.)

For the past 25 years John Ripley has worked with companies to build and execute high growth strategies that revolve around profitable, sustainable and efficient growth. As Excess Telecom's Chief Operations Officer ("COO"), John oversees strategic execution while managing all customer operations, field operations, compliance, legal, corporate operations, finance and accounting. John will have the same role at Insight Mobile.

After starting his career in finance and accounting with big tech companies such as Oracle and Microsoft, John pivoted to work with start-up and growth stage companies in the telecommunications, healthcare, technology and services industries. Prior to joining Excess Telecom as Chief Operations Officer in April 2022, John held executive leadership roles in the Lifeline and Emergency Broadband Benefit Program space since 2013 when he served as COO and Chief Financial Officer for IMMERGE, LLC. At IMMERGE, John managed a field operations and compliance team that oversaw the activities of more than 3,000 field agents spread across the United States. Under John's guidance, IMMERGE successfully launched, grew and managed one of the largest lifeline enrollment companies in the nation in a compliant-centric manner.

John also has worked extensively with companies and regulators to develop and execute growth strategies in other highly regulated industries including healthcare, energy and banking. This broad set of experience provides John with the skillset needed to manage both Excess and Insight toward a compliance-centric, customer focused path of sustainable, profitable growth.

Andrew Whitelock (Chief Compliance Officer – Excess Telecom, Inc. and Insight Mobile, Inc.)

Over the past 25 years, Andrew Whitelock has developed and led compliance and risk management programs in a variety of for-profit and non-profit companies. As Excess Telecom's Chief Compliance Officer, Andrew directs the activities of the company's compliance program, manages regulatory compliance and overseas risk management practices. Andrew will have the same role at Insight Mobile.

Andrew began his career contracting with medical providers and hospitals to build a comprehensive healthcare delivery network serving low-income and disadvantaged populations in Los Angeles. He joined L.A. Care Health Plan in 1998 and progressed from provider contracting to regulatory compliance, and then account executive managing two key corporate partnerships. In 2005, Andrew became the Director of Government Contracts with Molina Healthcare of California and was the Associate Vice President of Government Contracts when he departed in 2012 to become the Compliance Officer at SCAN Health Plan. Prior to joining Excess Telecom, Andrew was SCAN's Chief Risk Executive. Andrew has experience managing

diverse teams with a wide scope of responsibilities. As the Chief Risk Executive at SCAN, he managed four departments with sixty-five staff members and an annual budget of \$11M.

Andrew has broad experience identifying and mitigating enterprise risks. He has worked extensively with state and federal regulators to manage monitoring and auditing activities; review proposed regulations and policies; and demonstrate compliance with program requirements. Proactively managing enterprise risks is core to Andrew's leadership role with both Excess Telecom and Insight Mobile.

Andrew is a graduate of the University of Southern California ("USC") with Bachelor of Arts degrees in history and biological sciences. He also holds a Master of Science in international development and non-profit management from USC, and a Master of Business Administration from Pepperdine University.

Ryan Moxom (Vice President, Operations – Excess Telecom, Inc. and Insight Mobile, Inc.)

Ryan Moxom is Excess Telecom's Vice President Operations. In this role, Ryan oversees all field operations for the company, including agent training and onboarding, customer support and customer engagement programs. Ryan will have the same role at Insight Mobile.

Ryan's telecommunications experience includes being a Program Manager at the Universal Service Administrative Company for the Lifeline program, managing Lifeline compliance matters for Verizon, and Director of Regulatory Compliance for StandUp Wireless, a Lifeline and Affordable Connectivity Program provider. In his most recent role, Ryan was a Lead Product Marketing Manager with AT&T Inc.

Ryan is a graduate of the University of Florida with a Bachelor of Arts degree in Economics. He also holds a Juris Doctor degree from the University of Georgia School of Law. Ryan has been a member of the Georgia Bar since 2014.

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

In the Matter of)	
)	
BIRCH COMMUNICATIONS, INC.)	WC Docket No. 09-197
)	
Compliance Plan)	WC Docket No. 11-42
)	
)	
Petition for Designation as an Eligible Telecommunications Carrier pursuant to Section 214(e)(6) of the Communications Act for Lifeline Support Only)	
)	
)	
)	

COMPLIANCE PLAN OF BIRCH COMMUNICATIONS, INC.

Birch Communications, Inc. (“Birch”), by its attorneys, respectfully submits its Compliance Plan to be associated with its Petition for designation as an eligible telecommunications carrier (“ETC”) pursuant to Section 214(e)¹ of the Communications Act of 1934, as amended (the “Act”), and Section 54.201² of the rules and regulations of the Federal Communications Commission (“Commission”), which was filed on April 27, 2012 in the above-referenced matters. Birch seeks ETC designation for Lifeline support only to provide prepaid wireless services under the “NOW Communications” brand name in the non-rural areas of the following states: Alabama, Florida, North Carolina, and Tennessee (the “Designated Service Area”).³

¹ 47 U.S.C. § 214(e).

² 47 C.F.R. § 54.201.

³ Birch is reviewing whether a separate legal entity should be established for the provision of its prepaid wireless Lifeline service or whether the service should be provided through one of the existing Birch entities, such as Birch Telecom of the South, Inc. (FCC Filer ID 820616), which is a subsidiary of Birch and operates as a certificated carrier in Alabama, Florida, North Carolina, and Tennessee. More information on Birch’s corporate structure is set forth herein.

Both the Act and the Commission's rules require a carrier seeking ETC designation to offer the supported services using its own facilities or a combination of its own facilities and resale of another carrier's services.⁴ In the *Lifeline Reform Order*, however, the Commission decided to conditionally forbear from application of the Act's facilities requirement to all telecommunications carriers that seek limited ETC designation to participate in the Lifeline program.⁵ Specifically, the Commission determined that conditional forbearance from the facilities requirement would apply if the carrier: (1) complied with certain 911 requirements and (2) filed and received approval of a compliance plan providing specific information regarding the carrier's service offerings and outlining the measures the carrier will take to implement the obligations contained in the *Lifeline Reform Order* as well as further safeguards against waste, fraud and abuse as the Wireline Competition Bureau may deem necessary.⁶

To avail itself of the Commission's conditional grant of forbearance from the facilities requirement, Birch provides this Compliance Plan in accordance with the requirements of the *Lifeline Reform Order*⁷ and the *Public Notice* issued by the Wireline Competition Bureau on February 29, 2012.⁸ Specifically, Birch's Compliance Plan provides information regarding Birch's planned Lifeline service offerings and outlines the measures Birch will take to implement the obligations contained in the *Lifeline Reform Order* as well as further safeguards

⁴ 47 U.S.C. § 214(e)(1); 47 C.F.R. § 54.201(d).

⁵ *Lifeline Reform Order* ¶ 368.

⁶ *Lifeline Reform Order* ¶ 368.

⁷ WC Docket Nos. 11-42, 03-109, 12-23 and CC Docket No. 96-45, *Lifeline and Link Up Reform and Modernization, et al.*, FCC 12-11, Report and Order and Further Notice of Proposed Rulemaking, ¶ 368 ("*Lifeline Reform Order*").

⁸ WC Docket Nos. 09-197, 11-42, *Wireline Competition Bureau Provides Guidance for the Submission of Compliance Plans Pursuant to the Lifeline Reform Order*, Public Notice, DA 12-314 (rel. Feb. 29, 2012) ("*Public Notice*").

against waste, fraud and abuse. To that end, Birch provides the information requested in the *Public Notice*, which indicated compliance plans should contain the following:

(1) Information about the carrier and the Lifeline plans it intends to offer:

(a) names and identifiers used by the carrier, its holding company, operating company and all affiliates;

Birch is a competitive local exchange carrier (“CLEC”) and interexchange carrier (“IXC”), and since 1996 has been providing high-quality, cost-effective integrated communications services and related information technology services to residential and small and medium-sized business (“SMB”) customers. Today, Birch offers a variety of products, services and tailored solutions including local voice, long distance voice, broadband Internet, converged Internet Protocol (“IP”) solutions, and related telecommunications and IT services.

Birch is a Georgia corporation with headquarters located at 3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305 and 2300 Main Street, Suite 340, Kansas City, MO 64108. Birch has authority to provide interstate and international telecommunications services from the Commission.⁹ Birch’s wholly-owned subsidiary, Birch Communications of Virginia, Inc., operates pursuant to Birch’s international 214 authority and is registered to provide interstate telecommunications services.¹⁰ Birch’s wholly-owned subsidiary, Birch Telecom, Inc., has authority to provide international telecommunications services.¹¹ The following wholly-owned subsidiaries of Birch Telecom, Inc. operate pursuant to Birch Telecom Inc.’s international authority and also provide interstate telecommunications services: Birch Telecom of the South, Inc., Birch Telecom of the West, Inc., Birch Telecom of the Great Lakes, Inc., Birch Telecom of Missouri, Inc., Birch Telecom of Oklahoma, Inc., Birch Telecom of Texas Ltd., LLP, Birch

⁹ IB File No. ITC-214-19970926-00584, FCC Filer ID 815113.

¹⁰ FCC Filer ID 828502.

¹¹ IB File No. ITC-214-19990701-00441.

Telecom of Kansas, Inc., Birch Communications of the Northeast, Inc., Ionex Communications, Inc., Ionex Communications South, Inc., and Ionex Communications North, Inc.¹² Each of these subsidiaries also operates under the D/B/A name of “Birch Communications,” and certain of Birch’s subsidiaries also serve customers under the brand name “NOW Communications.”¹³ Customers purchasing Birch’s prepaid wireless Lifeline service offering will see the “NOW Communications” logo.¹⁴

The Birch family of companies either offer service or are certificated to offer telecommunications services as CLECs and intrastate IXC in the following 38 states: Alabama, Arkansas, California, Colorado, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, New Jersey, New Mexico, New York, North Carolina, North Dakota, Nebraska, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Virginia, Washington, Wisconsin, and Wyoming. The Birch family of companies currently serves approximately 118,000 customers throughout Birch’s 38-state territory.

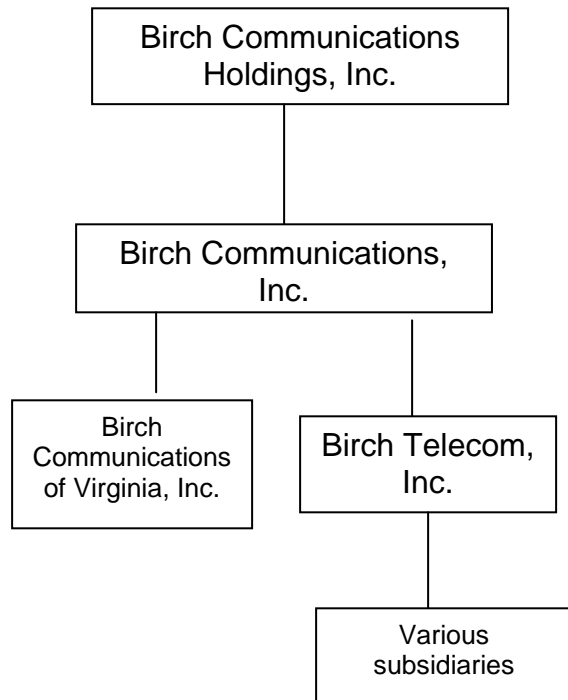
Birch Communications Holdings, Inc. (“Birch Holdings”) owns a 100% voting and equity interest in Birch. Birch Holdings is a Georgia corporation whose principal business is

¹² Birch Telecom of the South, Inc. (FCC Filer ID 820616), Birch Telecom of the West, Inc. (FCC Filer ID 827985), Birch Telecom of the Great Lakes, Inc. (FCC Filer ID 826636), Birch Telecom of Missouri, Inc. (FCC Filer ID 819422), Birch Telecom of Oklahoma, Inc. (FCC Filer ID 820061), Birch Telecom of Texas LTD LLP (FCC Filer ID 819948), Birch Telecom of Kansas, Inc. (FCC Filer ID 807993), IONEX Communications, Inc. (FCC Filer ID 815376), Birch Communications of the Northeast, Inc. (FCC Filer ID 828483), Ionex Communications South, Inc. (FCC Filer ID 808443), Ionex Communications North, Inc. (FCC Filer ID 815082).

¹³ These subsidiaries are Birch Telecom of the South, Inc., Birch Telecom of Missouri, Inc., Birch Telecom of Kansas, Inc., Birch Telecom of Oklahoma, Inc., and Birch Telecom of Texas Ltd., L.L.P. Birch acquired the use of the “NOW Communications” trade name in an earlier asset acquisition.

¹⁴ Birch is reviewing whether a separate legal entity should be established for the provision of its prepaid wireless Lifeline service or whether the service should be provided through one of the existing Birch entities, such as Birch Telecom of the South, Inc. (FCC Filer ID 820616), which is a certificated carrier in Alabama, Florida, North Carolina, and Tennessee.

telecommunications holdings. The address for Birch Holdings is 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305. Below is Birch's organizational chart:



The following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in Birch Holdings: (1) Holcombe Green, a U.S. citizen, owns a 66% voting and equity interest in Birch Holdings and (2) R. Kirby Godsey, a U.S. citizen, owns a 32% voting and equity interest¹⁵ in Birch Holdings. The business address¹⁵ for both Mr. Green and Mr. Godsey is 3060 Peachtree St., NW, Suite 1060, Atlanta, GA 30305. None of the entities or individuals holding an interest in Birch or Birch Holdings hold any interests in other telecommunications-related entities.

¹⁵ R. Kirby Godsey holds his percentage through his individual holdings and through the R. Kirby Godsey 2008 Grantor Retained Annuity Trust.

(b) detailed information demonstrating that the carrier is financially and technically capable of providing the supported Lifeline service in compliance with the Commission’s rules;

The Commission has stated that the “relevant considerations” for demonstrating that a carrier is financially and technically capable would be whether the applicant previously offered services to non-Lifeline consumers, how long the applicant has been in business, whether the applicant intends to rely exclusively on universal service fund disbursements to operate, whether the applicant receives funds from other sources, and whether the applicant has been subject to enforcement action or ETC revocation proceedings in other states.¹⁶ Birch has been operating as a CLEC/IXC since 1996, and currently operates in 38 states. In addition to the other services it offers, Birch has been providing wireline Lifeline services in 18 states as a non-ETC reseller using resold services obtained from AT&T for numerous years. Birch serves approximately 1800 wireline Lifeline customers at this time as a non-ETC reseller. Birch does not, and will not, rely on universal service fund disbursements to operate - the majority of Birch’s funds to operate will come from the non-Lifeline services it provides throughout its 38-state territory. Birch has not been subject to an abnormal number of enforcement proceedings given the significant number of customers it serves and the more than 15 years it has been offering service.

With respect to the prepaid wireless Lifeline service, Birch will resell the wireless services of Sprint, which provides wholesale capacity to wireless resellers. Like several other prepaid wireless providers, Sprint will provide Birch with the network infrastructure and wireless transmission facilities needed for Birch to offer service as a Mobile Virtual Network Operator (“MVNO”). Sprint is a large, nationwide carrier, and serves several other MVNOs offering

¹⁶ *Lifeline Reform Order* ¶ 388.

wireless Lifeline products.¹⁷ Birch's partnership with Sprint further demonstrates that Birch is technically capable of providing a prepaid wireless Lifeline service.

(c) detailed information, including geographic locations, of the carrier's current service offerings if the carrier currently offers service;

Please see Birch's response to 1(a) above. Birch currently provides local, toll, domestic long distance, and international long distance as a CLEC/IXC in the 38 states listed above. Birch also provides broadband Internet, converged IP solutions, and related telecommunications and IT services throughout its 38-state service territory.

(d) the terms and conditions of each Lifeline service plan offering, including rates, the number of minutes provided, and additional charges, if any, for toll calls; and

At this time, Birch plans to offer the following prepaid wireless Lifeline plan at no charge to an eligible customer:

Basic Plan Prepaid Wireless Lifeline Plan

Wireless handset (there are several handset options) - at least one free choice and the possibility of additional choices¹⁸

250 nationwide minutes per month

Voicemail

National texting, with each text sent or received counting as 1 minute

911 and E911 access as available

Option to purchase additional minutes anytime during the month that carry over for 2 months

Option for international calling with per-minute pricing based on the country to be called, which will be provided to the consumer when opting for this capability

¹⁷ Based on filings made with the Commission, it appears Sprint also provides underlying MVNO services to other carriers such as PlatinumTel, i-wireless, and CAL Communications, which also have sought ETC designation from the Commission.

¹⁸ Birch is still considering which handsets will be offered, but all handsets will be compliant with all applicable Commission requirements. Handsets will be offered for free in conjunction with the prepaid wireless Lifeline product. Based upon market availability and handset prices, the consumer may have a choice of handsets. Birch is continuing to evaluate the possibility of offering premium handsets at an additional cost, but a free handset will always be offered to every prepaid wireless Lifeline subscriber.

Additional minutes

Minutes	Price
200	13.95
250	16.95
300	19.95
400	25.95
900	49.95

Available minutes are nationwide, and there are no additional charges for toll calling.

(e) all other certifications required under newly amended section 54.202 of the Commission’s rules.

Section 54.202 of the Commission’s rules requires a common carrier seeking ETC designation to: (1) certify that it will comply with the service requirements applicable to the support that it receives;¹⁹ (2) submit a five-year plan for proposed improvements or upgrades to the applicant’s network unless the applicant is seeking Lifeline support only;²⁰ (3) demonstrate its ability to remain functional in emergency situations, including a demonstration that it has a reasonable amount of back-up power to ensure functionality without an external power source, is able to reroute traffic around damaged facilities, and is capable of managing traffic spikes resulting from emergency situations;²¹ (4) demonstrate that it will satisfy applicable consumer protection and service quality standards;²² (5) demonstrate it is financially and technically capable of providing Lifeline service in compliance with the Commission’s rules;²³ and (6) submit information describing the terms and conditions of the voice telephony plans offered to

¹⁹ 47 C.F.R. § 54.202(a)(1)(i).

²⁰ 47 C.F.R. § 54.202(a)(1)(ii).

²¹ 47 C.F.R. § 54.202(a)(2).

²² 47 C.F.R. § 54.202(a)(3).

²³ 47 C.F.R. § 54.202(a)(4).

Lifeline subscribers, including details on the number of minutes provided as part of the plan, additional charges for toll calls (if any), and rates for each such plan.²⁴

Birch has addressed (5) and (6) above in (1)(b) and (1)(d), and the five-year plan required under (2) is no longer applicable given that Birch seeks designation for Lifeline support only.²⁵

With respect to (1), Birch seeks ETC designation for Lifeline support only, and therefore certifies that it will comply with the service requirements applicable to Lifeline support.

With respect to (3), Birch has the ability to remain functional in emergency situations. Birch has been offering telecommunications services since 1996, and thus has significant experience with remaining functional in emergency situations. As a CLEC/IXC, Birch is currently subject to the Commission's outage reporting rules, as well as the back-up power and outage requirements in the states in which Birch operates. As a successful, profitable CLEC for over 15 years Birch has disaster recovery contingency plans that include diverse/alternate routing, electronics redundancy, dual data centers geographically separated, and environmental controls for data and switching centers. Birch will apply these same measures to its prepaid wireless Lifeline service offering to the extent there is an emergency situation affecting Birch's operations. Birch's MVNO contract arrangement with Sprint also imposes certain obligations on Sprint to ensure Birch's prepaid wireless Lifeline service offering remains functional during emergency situations.²⁶ As a large, nationwide wireless carrier, Sprint is subject to regulatory

²⁴ 47 C.F.R. § 54.202(a)(5).

²⁵ *Lifeline Reform Order* ¶ 386.

²⁶ While Sprint will provide the underlying wireless services to Birch, Birch will provide billing services associated with the prepaid wireless Lifeline product to the Birch end user customer. The Birch billing system will be served by two geographically separate data centers for back-up redundancy, one currently located in Macon, Georgia and the other in Emporia, Kansas.

requirements to remain functional during emergency situations.²⁷ Birch's MVNO agreement with Sprint also contains certain quality of service guarantees.

With respect to (4), Birch will satisfy applicable consumer protection and service quality standards. As a CLEC/IXC, Birch is currently subject to the consumer protection and service quality standards promulgated by the Commission and the states in which Birch operates. Birch will apply these same practices to its prepaid wireless Lifeline service product, and will comply with the Cellular Telecommunications and Internet Association's Consumer Code for Wireless Service to satisfy this requirement as permitted by the Commission's rules.²⁸

(2) A detailed explanation of how the carrier will comply with the Commission's new rules relating to determinations of subscriber eligibility for Lifeline services, including all of the consumer eligibility, consumer enrollment, and re-certification procedures, as required by Section VI and Appendix C of the *Lifeline Reform Order*, and a copy of the carrier's certification form.

Birch currently offers wireline Lifeline services as a non-ETC reseller. Birch is therefore intimately familiar with the Commission's procedures for confirming consumer eligibility, enrolling eligible customers, re-certifying eligibility at regular intervals, and recordkeeping. Birch plans to build on that expertise in offering its prepaid wireless Lifeline service offering as an ETC.

Set forth as Attachment A is an initial draft of Birch's prepaid wireless Lifeline enrollment and certification forms. Birch is continuing to refine these documents and will make any necessary changes to the extent the FCC or the Universal Service Administrative Company ("USAC") issue additional guidance on the language to be contained on enrollment and certification forms.

²⁷ Birch is also familiar with the continuity and disaster response program Sprint has implemented, which addresses the need to remain functional during emergency situations.

²⁸ 47 C.F.R. § 54.202(a)(3).

Consumer Eligibility

Under its current procedures for its wireline Lifeline offering (as a non-ETC reseller), Birch utilizes the Texas Low Income Database Administrator database to verify and document a Texas consumer's eligibility for Lifeline service. Where available, Birch will utilize state-level databases to verify eligibility for its prepaid wireless Lifeline service offering until a national database is available. Where state-level database technology is not available, potential customers will send their proof of eligibility documentation directly to Birch (either via facsimile, U.S. mail, or electronic mail). In some states, Birch utilizes third-party retailers or sales offices to sign-up new subscribers, and eligibility information can be provided in-person by the potential subscriber. Eligibility information provided by potential consumers will be reviewed by appropriate Birch personnel pursuant to Birch's internal policies for review of Lifeline eligibility documents. As part of confirming a potential customer's eligibility, Birch will also confirm that there is no Lifeline duplication using the process discussed under (5) below.

Detailed information regarding the documents provided by the potential customer and Birch's review of the documentation will be included in the customer's account information as kept in Birch's internal recordkeeping system. Any actual documentation provided by the potential customer will be destroyed or returned to the customer upon request.²⁹

Enrollment and Certification

Once Birch determines a potential customer is eligible to receive a Lifeline service product, Birch will proceed to enroll the customer in its prepaid wireless Lifeline program and obtain the necessary certifications under the Commission's rules. In its current wireline Lifeline service offering (as a non-ETC reseller), Birch utilizes third-party verification (or "TPV") to

²⁹ *Lifeline Reform Order* ¶ 101.

enroll customers and confirm their certification for Lifeline eligibility in addition to paper forms. Birch plans to utilize TPV for its prepaid wireless Lifeline service product, which the Commission has recognized is an acceptable method for obtaining such information,³⁰ as well as utilize paper forms for enrollment.

First, Birch will obtain the relevant contact information from the potential customer: (a) full name; (b) full residential address; (c) whether the residential address is permanent or temporary; (d) billing address if different than residential; (e) date of birth, (f) last 4 digits of Social Security Number; (g) if qualifying under federal or state assistance program, which program; and (h) if qualifying under income-based criteria, the number of individuals in the household. Next, Birch will utilize its TPV script or the paper form to address each of the certifications required under the Commission's rules. The certifications will be addressed through individual questions, each to be answered by the customer before moving any further in the TPV script³¹ or each to be initialed by the customer on the paper form:

- Certifying, under penalty of perjury, that the consumer meets the Lifeline eligibility requirements because either the household receives benefits from a qualifying state or federal assistance program (and naming the program) or has income at or below 135% of the Federal Poverty Guidelines;
- Certifying, under penalty of perjury, that the consumer has presented documentation to Birch that accurately represents the consumer's household income or participation in the program;

³⁰ *Lifeline Reform Order* ¶ 169.

³¹ The customer will be required to answer "Yes" to these questions on the recorded TPV to enroll in Birch's prepaid wireless Lifeline program. TPV recordings are searchable by confirmation number and primary telephone number assigned to the customer. TPV confirmation numbers will be stored in the order and account notes associated with the customer.

- Certifying, under penalty of perjury, that the consumer will notify Birch within 30 days when it is no longer eligible for Lifeline service, whether because the consumer no longer qualifies, it has another Lifeline supported service, or for any other reason;
- Certifying, under the penalty of perjury, that the information the consumer is providing to Birch is true and correct to the best of its knowledge;
- Certifying, under the penalty of perjury, that the consumer understands that providing false or fraudulent information to receive Lifeline benefits is punishable by law;
- Certifying, under penalty of perjury, that the consumer understands it will be required to annually re-certify its continued eligibility for Lifeline at any time and that failure to do so will result in the termination of the consumer's Lifeline benefits;
- Certifying, under penalty of perjury, that the consumer will provide its new address to Birch within 30 days of moving;
- Certifying, under penalty of perjury, that the consumer will be required to verify its temporary address every 90 days if the subscriber provides a temporary residential address when initially enrolling;
- Certifying, under penalty of perjury that the subscriber's household is receiving no more than one Lifeline-supported service, that the consumer receives Lifeline-supported service only from Birch, and to the best of the consumer's knowledge no one else in the subscriber's household is receiving a Lifeline-supported service;
- Certifying that the consumer understands that Lifeline is a government benefit and consumers who willfully make false statements in order to obtain the benefit can be punished by fine or imprisonment or can be barred from the program;

- Certifying that the consumer understands that Lifeline is a non-transferrable benefit, and that an eligible Lifeline subscriber may not transfer its phone service to anyone else, not even someone who is also eligible;
- Certifying that the consumer understands that non-usage of its prepaid wireless Lifeline service from Birch for any consecutive 60-day period of time will result in de-enrollment and deactivation of the service; and
- Certifying that the consumer understands that (a) Lifeline is a federal benefit; (b) Lifeline service is available for only one line per household; (c) a household is defined for purposes of the Lifeline program as any individual or group of individuals who live together at the same address and share income and expenses; (d) a household is not permitted to receive Lifeline benefits from multiple providers; and (e) violation of the one-per-household rule constitutes a violation of Commission rules and will result in the consumer's de-enrollment from the program and could result in criminal prosecution by the United States government.

Birch will ensure its TPV script and paper documentation is written in clear, easily understood language. Birch will retain its TPV recordings and copies of its paper enrollment/certification documentation for at least five (5) years.

Annual Re-Certification

Birch's systems are capable of tracking and flagging the anniversary of a Lifeline customer's start date. Birch plans to utilize this anniversary date to ensure its Lifeline customers re-certify their eligibility to participate in the Lifeline program once a year. Birch will utilize state-level databases or the national database to the extent available to re-certify customers. Until that time, Birch plans to contact its prepaid wireless Lifeline customers via written

notification, and is exploring the ability to utilize text messaging, automated voicemail, and TPV re-certification procedures. Any customers that do not re-certify within the 30-day window will be de-enrolled from Birch's prepaid wireless Lifeline service within five (5) business days after the expiration of the subscriber's time to respond to Birch's re-certification efforts as required by Commission's rules, which is explained in more detail below.³² Birch will retain any TPV recordings, paper forms, copies of text message, or other documentation for re-certification for at least five (5) years.

(3) A detailed explanation of how the carrier will comply with the forbearance conditions relating to public safety and 911/E-911 access.

Birch's prepaid wireless Lifeline service offering will comply with the 911 requirements outlined in the *Lifeline Reform Order* necessary for application of conditional forbearance. Birch will provide its prepaid wireless Lifeline subscribers with 911 and E911 access regardless of activation status and availability of minutes. Birch will also provide its Lifeline subscribers with E911-compliant handsets and replace, at no additional charge to the subscriber, any non-compliant handset. Birch will rely on its contractual arrangement with Sprint to provide 911 and E911 services to consumers, as well as obtain the handsets to be provided to consumers.³³ Birch's MVNO arrangement with Sprint specifically addresses 911/E911 services and requires Sprint to supply handsets that satisfy all Commission requirements.

³² 47 C.F.R. § 54.405(e)(4).

³³ Birch understands that it has an independent obligation to provide 911 and E911 services as a wireless reseller, and will utilize its underlying contractual arrangement with Sprint to meet that obligation. *See, e.g.*, 47 C.F.R. § 20.18(m); *Lifeline Reform Order* at n.989.

(4) A detailed explanation of how the carrier will comply with the Commission’s marketing and disclosure requirements for participation in the Lifeline program;

Birch will publicize the availability of its prepaid wireless Lifeline service offering in a manner reasonably designed to reach those likely to qualify the service.³⁴ Birch will utilize the Commission’s 2004 outreach guidelines for advertising its prepaid wireless Lifeline service offering.³⁵ Specifically, Birch will utilize outreach materials and methods designed to reach households that currently do not have telephone service, will develop advertising materials for non-English speaking populations within its service area, and will coordinate its outreach efforts with relevant government agencies.

Birch’s advertising strategy for its prepaid wireless Lifeline service offering will build on its expertise in advertising its wireline Lifeline product currently offered as a non-ETC reseller. Birch’s advertising for its prepaid wireless Lifeline service offering will include, but not be limited to, targeted direct mail, advertisements in daily and weekly print periodicals, billboards, and radio advertising. Birch will also coordinate with relevant state agencies, community outreach organizations, and non-profit organizations to make information available regarding Birch’s prepaid wireless Lifeline service offering in resource guides and other printed materials produced by those organizations, as well as in their offices or other locations visited by potential Lifeline-eligible subscribers. Birch has existing relationships with these organizations in connection with its current wireline Lifeline service offering. Birch will also advertise through online search engines and third-party referral agents/dealers. As required under the *Lifeline Reform Order*, Birch will ensure the Commission-required disclosures, any DBA names it uses,

³⁴ 47 C.F.R. § 54.405(b).

³⁵ *Lifeline and Link Up*, 19 FCC Rcd 8302, ¶¶ 45-48 (2004).

and details of the prepaid wireless Lifeline service offering are contained in all marketing materials.³⁶

(5) A detailed explanation of the carrier’s procedures and efforts to prevent waste, fraud and abuse in connection with Lifeline funds, including but not limited to, procedures the carrier has in place to prevent duplicate Lifeline subsidies within its own subscriber base, procedures the carrier undertakes to de-enroll subscribers receiving more than one Lifeline subsidy per household, information regarding the carrier’s toll limitation service, if applicable, and the carrier’s non-usage policy, if applicable.

Prior to enrolling a Lifeline customer, Birch will take two steps to prevent duplicate Lifeline subsidies within its own subscriber base. First, Birch will review its own service records to ensure the potential customer is not currently receiving a Lifeline service from Birch. Second, Birch will utilize available state-level databases and the national database to be created to ensure the potential customer is not currently receiving a Lifeline service from any other carrier. Birch will promptly investigate any notification it receives from a state, the Commission, or USAC that one of its Lifeline customers is improperly receiving service. Birch will also update any required databases within one (1) business day of de-enrolling a consumer.³⁷

De-enrollment for failure to re-certify. Birch will also re-check its internal databases and available state-level or federal databases as part of its annual re-certification process. Birch will issue a letter separate from the invoice to all subscribers, requesting them to recertify and noticing the subscriber that failure to respond within 30 days will trigger de-enrollment. The subscriber will be given the option to mail or fax back the re-certification form. The subscriber will also be given the option to complete their recertification form online, over the phone with TPV, or by mail. If the subscriber fails to respond with their completed form and documentation of eligibility by the 30th day of the notice period, Birch will de-enroll the customer by taking the

³⁶ *Lifeline Reform Order ¶¶ 274-282.*

³⁷ *Lifeline Reform Order ¶ 257.*

following steps: Birch will place a Local Service Request (“LSR”) with the supporting local exchange carrier to remove the Lifeline USOC to prevent further credits; remove the credit supplied by Birch to the end user from the billing system; and the credit may only be reapplied if customer goes through certification process again.

De-enrollment for duplicative support. Birch understands that duplicative claims are wasteful and burden the fund, and will take all necessary steps to swiftly de-enroll consumers found to be receiving duplicative federal Lifeline discounts. Upon notification from the Commission, a state, or USAC that a subscriber is receiving Lifeline service from another carrier, or more than one member of a household is receiving Lifeline service, Birch will de-enroll the subscriber within five business days.³⁸ To the extent de-enrollment is necessary due to duplicative support, Birch will take the following steps to de-enroll a customer: Birch will immediately place a LSR with the supporting local exchange carrier to remove the Lifeline USOC to prevent further credits; remove the credit supplied by Birch to the end user from the billing system; and have a company policy in place that the credit may only be reapplied if the customer goes through certification process again. Birch will not seek reimbursement for any de-enrolled subscriber following the date of that subscriber’s de-enrollment.

De-enrollment for non-usage. As part of its de-enrollment procedures, Birch will comply with the Commission’s 60-day non-usage policy. Specifically, Birch will not consider a consumer to be enrolled, and Birch will not seek reimbursement for that consumer, until the consumer activates its service in the first instance.³⁹ Further, Birch will de-enroll and not seek

³⁸ 47 C.F.R. § 54.405(e)(2); *see also Lifeline and Link Up Reform and Modernization*, 26 FCC Rcd 9022, ¶ 15 (2011).

³⁹ 47 C.F.R. § 54.404(b)(10).

reimbursement for any consumer whose service is inactive for a consecutive 60-day period.⁴⁰

Birch will define “usage” consistent with Commission rules. Specifically, the following activities will constitute “usage” of Birch’s prepaid wireless Lifeline service: (1) completion of an outbound call; (2) purchase of minutes to add to the subscriber’s service plan; (3) answer of an incoming call from a party other than Birch or its representative; and (4) response to direct contact from Birch and confirmation that the consumer seeks to continue receiving the Lifeline service.⁴¹ Birch will run usage reports for each customer to determine non-usage over a period of 60 consecutive days. Despite a consumer’s “usage” as defined herein and in the Commission’s rules, Birch will continue to comply with its existing public safety obligations to transmit all wireless 911 calls regardless of subscriber inactivity even if Birch is no longer providing Lifeline service to that consumer.⁴²

When a customer has been identified for de-enrollment for non-usage, a letter will be sent to the customer, and the customer will have 30 days to respond. Birch will allow 15 calendar days for mail delivery and handling, and a 30-day notice period thereafter. Birch will run usage monitoring reports on the customers who have been noticed and de-enroll the customer if usage is not reflected on their account by the 30th day. On the 31st day, Birch will de-enroll the customer by placing a LSR with the supporting local exchange carrier to remove the Lifeline USOC to prevent further credits and remove the credit supplied by Birch to the end user from the billing system.

⁴⁰ *Lifeline Reform Order* ¶ 257.

⁴¹ 47 C.F.R. § 54.407(c)(2); *Lifeline Reform Order* ¶ 261.

⁴² *Lifeline Reform Order* ¶ 262.

CONCLUSION

WHEREFORE, for the forgoing reasons, Birch respectfully requests that the Commission expeditiously approve its Compliance Plan and designate it as an ETC for the provision of prepaid wireless Lifeline services in the states of Alabama, Florida, North Carolina, and Tennessee.

Respectfully submitted,

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Dated: May 7, 2012

Its Attorneys

Attachment A
to
Compliance Plan

Draft Enrollment and Certification Form

*Now You're Talking*TM



Lifeline Certification

Three easy steps:

- (1) Complete certification form (on page 1);
- (2) Locate documentation of your participation in a qualifying program (documentation requirements are on page 2)
- (3) Fax, or mail the completed certification form and document to NOW Communications (contact information on page 2).

If you have any questions please contact NOW customer service at

[TBD]

This signed application is required to enroll you in the Lifeline program in your state. This application is only for the purpose of verifying your participation in these programs and will not be used for any other purpose. See reverse for documentation requirements and submission instructions.

Things to know about the Lifeline Program:

- (1) Lifeline is a Federal benefit that is not transferrable to any other person;
- (2) Lifeline service is available for only one line per household. A household cannot receive benefits from multiple providers;
- (3) A household is defined, for purposes of the Lifeline program, as any individual or group of individuals living at the same address that share income and expenses; and,
- (4) Violation of the one-per household rule is not permitted under federal rules and will result in the subscriber's de-enrollment from the program and possible criminal prosecution by the U.S. Government.

First Name: _____ MI: _____ Last Name: _____ Date of Birth: _____
Last Four Digits of Social Security Number or Tribal ID Number: _____ Contact Telephone Number: _____

Residential Address:

Must be a street address (not a P.O. Box) and your principal residence.

Address Line 1: _____

Address Line 2: _____

City, State and Zip: _____

This address is: Permanent Temporary A shared, multi-household residence

If temporary, your address must be certified or updated every 90 days.

Billing Address:

May contain a P.O. Box.

Check here if the billing address is the residential address.

Address Line 1: _____

Address Line 2: _____

City, State and Zip: _____

I hereby certify that I qualify to participate in at least one of the following programs (*check all that apply*):

Please see the related documentation requirements on the reverse side.

- (Initial) _____ Supplemental Nutrition Assistance Program (SNAP) formerly known as Food Stamps
- _____ Supplemental Security Income (SSI)
- _____ Federal Public Housing Assistance (FPHA) or Section 8
- _____ Low Income Home Energy Assistance Program (LIHEAP)
- _____ National School Lunch Program's free lunch program
- _____ Temporary Assistance for Needy Families (TANF)
- _____ Medicaid

Tribal Land Residents Only: I hereby certify that I reside on federally recognized tribal lands and that I qualify to participate in at least one of the programs listed above or the following programs (*check all that apply*):

- (Initial) _____ Bureau of Indian Affairs General Assistance
- _____ Tribally administered Temporary Assistance for Needy Families (TTANF)
- _____ Head Start (only participants that qualified based on meeting the income qualifying standard)
- _____ Food Distribution Program on Indian Reservation (FDPIR)

I hereby certify that my household income is at or below 135% of the Federal Poverty Guidelines; there are _____ members in my household.

Please see the Federal Poverty Guidelines and the related documentation requirements on the reverse side.

(Initial) _____
I certify, under penalty of perjury: Initial by Each Certification

The information provided in this application is true and correct to the best of my knowledge; I acknowledge that willfully providing false or fraudulent information in order to receive Lifeline service is punishable by fine or imprisonment, termination of all Lifeline benefits, and being barred from participating in the Lifeline program.

I acknowledge that non-usage over a consecutive 60-day period will result in my de-enrollment from this Lifeline service.

I am eligible for Lifeline service through participation in the qualifying program(s) or meeting the income requirements as identified above.

I have provided documentation of eligibility for Lifeline service, unless otherwise specifically exempted from providing such documentation.

I will inform NOW within 30 days of any potential change in eligibility, including, but not limited to: (i) a move or change of address; (ii) any change in participation in the programs identified above or change in income or household members; (iii) receiving Lifeline service from another provider; or (iv) any other change that would affect my eligibility for Lifeline service.

I have provided the address where I currently reside and, if a temporary address has been provided, then I acknowledge that NOW will attempt to verify my address every 90 days, and, if I do not respond to verification attempts within 30 days, then my Lifeline service will be terminated.

My household will receive only one Lifeline benefit and, to the best of my knowledge, no one in my household is currently receiving Lifeline service from any other provider.

I acknowledge that I will be required to annually re-certify eligibility and may be required to re-certify continued eligibility for Lifeline at any time and failure to re-certify will result in the termination of Lifeline benefits or other penalties.

I authorize NOW and its agents to access any records (including financial records) required to verify my statements herein and to confirm my eligibility for Lifeline service. I authorize government agencies and their authorized representatives to discuss with and/or provide information to NOW and its agents verifying my participation in public assistance programs that qualify me for Lifeline service.

APPLICANT SIGNATURE: _____

DATE: _____

FOR OFFICE USE ONLY Company Representative Name: _____

Documentation Verified: _____

Representative Signature: _____

Date: _____

DOCUMENTATION REQUIREMENTS

You are required to provide proof of your participation in the programs you identified or proof of your qualifying income.

IF YOU ARE QUALIFYING BASED ON ELIGIBILITY TO PARTICIPATE IN A PROGRAM, YOU MUST PROVIDE COPIES OF ONE OR MORE OF THE FOLLOWING DOCUMENTS:

- (1) current or prior year's statement of benefits from qualifying assistance program;
- (2) notice or letter of participation in a qualifying assistance program;
- (3) program participation documents; or
- (4) official document demonstrating receipt of benefits from a qualifying assistance program.

IF YOU ARE QUALIFYING BASED ON INCOME, YOU MUST PROVIDE COPIES OF ONE OR MORE OF THE FOLLOWING DOCUMENTS:

Prior year's state, federal or tribal tax return, a Social Security benefits statement, a Veterans Administration benefits statement, a Federal or tribal notice letter of participation in Bureau of Indian Affairs General Assistance, a Retirement/Pension benefit statement, a divorce decree or child support document, an Unemployment/Workers Compensation benefits statement, a current income statement from employer or paycheck stub. If you provide documentation other than your prior year's state, federal, or tribal tax return, you must submit three consecutive months worth of the same type of document within the current calendar year.

135% FEDERAL POVERTY GUIDELINES - 2012	
Members of Household	Household Income must be at or below
1	\$ 15,080
2	\$ 20,426
3	\$ 25,772
4	\$ 31,118
5	\$ 36,464
6	\$ 41,810
7	\$ 47,156
8	\$ 52,502
For every additional member of your household, add \$4,950	

SUBMITTED DOCUMENTS WILL BE RETURNED BY YOUR REQUEST OR DESTROYED BY NOW COMMUNICATIONS.

SUBMISSION INSTRUCTIONS

THIS FORM MUST BE COMPLETED IN ITS ENTIRETY AND CAN BE SUBMITTED BY:

MAIL

NOW Communications

[TBD]

FAX

[TBD]

IF YOU HAVE QUESTIONS, PLEASE CALL [TBD] FOR ASSISTANCE.

NOTICES

[Space reserved for additional notices or information postings, including state specific notices or carrier information]

NOW Communications offers Lifeline and Link Up services only in areas where it has been designated as an Eligible Telecommunications Carrier.

EXHIBIT 4

Coverage Area

T-Mobile Coverage

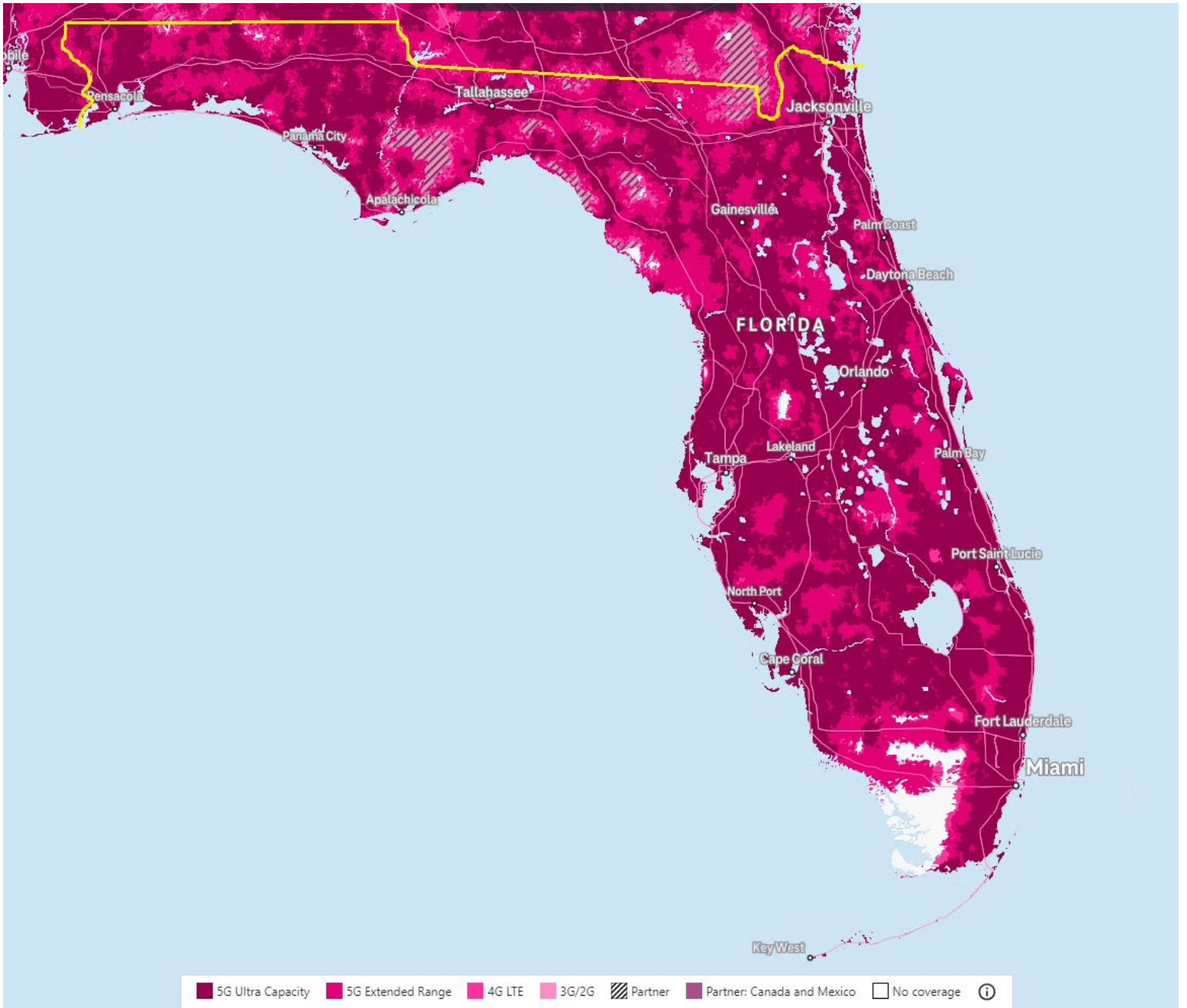
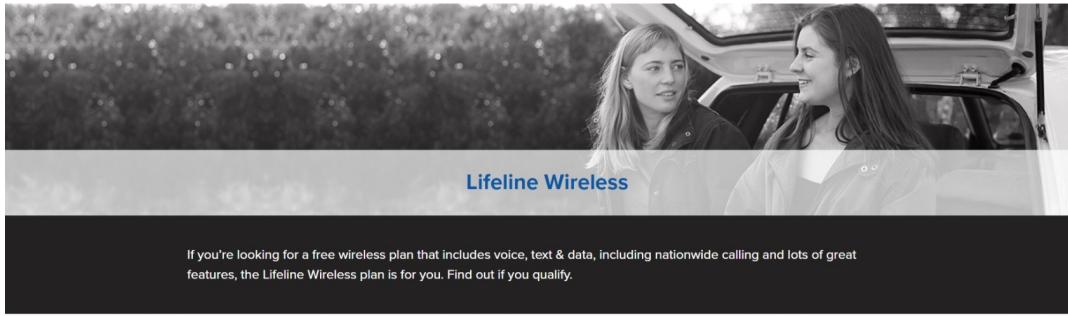


EXHIBIT 5

Sample Advertisement



Lifeline Wireless

If you're looking for a free wireless plan that includes voice, text & data, including nationwide calling and lots of great features, the Lifeline Wireless plan is for you. Find out if you qualify.

Lifeline Wireless Plans Free Monthly Minutes.

If you receive government benefits, you may qualify!

Lifeline wireless plans are now available in the states of Colorado, Georgia, Hawaii, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Minnesota, Missouri, Nebraska, Nevada, North Dakota, Ohio, Rhode Island, South Carolina, Utah, West Virginia, Wisconsin, and Wyoming!

The Tempo Lifeline wireless plan is a Lifeline supported service, a government assistance program. Only eligible customers may enroll in the program. Service is limited to one discount per household, consisting of either home phone or wireless service. Rules and forms of documentation necessary for enrollment are listed below. Service is non-transferable.

Tempo Telecoms Lifeline plan(s) are in full compliance with all FCC minimum service standards for both voice and data services.

	Monthly Minutes	Text Messages	GBs (Data)	Price
Lifeline Data Bundle	Unlimited	Unlimited	4.5	FREE
Learn More				

Colorado residents: Lifeline 900 prepaid plan is available for \$32.95 with 900 anytime minutes that can be used for voice, text or data.

South Carolina residents: 300 minute Lifeline Data Bundle available with 300 free anytime minutes.

Additional Minutes Plans

	Quantity	Units	Type	Price
Top-Up 250	250	Minutes	Calling	\$5
Top-Up 500	500	MB	Data	\$10
Top-Up 1000	1	GB	Data	\$15

* Taxes and fees not included. Prices subject to change.

Forms of documentation necessary for enrollment: All subscribers will be required to demonstrate eligibility based at least on (1) Household income at or below 135% of Fed Poverty guidelines for a household of that size; OR (2) the household's participation in a qualifying federal or Tribal program, (a) current or prior year's statement of benefits from a qualifying federal or Tribal program, (b) a notice letter of participation in a qualifying federal or Tribal program, (c) program participation documents (e.g., consumers SNAP card, Medicaid card, or copy thereof), (d) other official document [evidencing the consumer's participation in a qualifying federal or Tribal program.

Income eligibility: prior year's state, federal or Tribal tax return, current income statement from an employer or paycheck, Social Security statement of benefits, Veterans Administration statement of benefits, Retirement/pension statement of benefits, Unemployment/Workmen's Comp statement of benefits, Federal or Tribal notice letter of participation in General Assistance, Divorce decree, child support award, or other official document containing income information for at least three (3) months time.

IMPORTANT: Consumers who willfully make a false statement in order to obtain the Lifeline benefit can be punished by fine or imprisonment or can be barred from the program.

For Colorado residents: For unresolved questions or complaints you may contact the External Affairs Section of the Colorado Public Utilities Commission, Consumer Affairs, 1560 Broadway, Suite 250, Denver, CO 80202, Phone 303-894-2070 or 800-456-0858, Fax 303-894-2532 or by email to dora_puc_complaints@state.co.us.

For Georgia residents: Unresolved complaints concerning Lifeline service can be directed to the Georgia Public Service Commission's Consumer Affairs Unit at 404-656-4501 or 800-282-5813.

For Kansas residents: As a designated telecommunications carrier eligible to receive universal service support, Tempo Telecom is proud to offer the Lifeline in the state of Kansas. We will provide discounts off one service activation and on basic monthly service for residential customers who qualify for income-assisted programs. To determine if you qualify for Kansas Lifeline service, customers may call 1-833-998-3676. For unresolved questions or complaints you may contact the Kansas Corporation Commission, Office of Public Affairs and Consumer Protection, at KCC - Consumer Protection, 1500 SW Arrowhead Road, Topeka, KS 66604 or toll-free 1-800-662-0027 or in Topeka 785-271-3140. Hearing or speech impaired TDD Kansas Relay Center 1-800-766-3777.

For Nebraska residents: To apply for Nebraska Lifeline please complete the USAC application and IEH forms found on the USAC Lifeline Program Website (USAC-2018-LL-IEH.pdf) and mail to USAC Lifeline Support Center P.O. Box 7051 London, KY 40742. You must also complete the Citizen Attestation AttestationForm_CR.pdf and mail to NTAP Department P.O. BOX 94927, Lincoln, NE 68509. You must complete and mail all 3 documents to the designated addresses. NTAP can be reached by phone at 1-800-526-0017

Order Tempo Now [833.998.3676](tel:833.998.3676)

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[Terms and Conditions](#)
[Lifeline Terms and Conditions](#)
[Other Notices & Requirements](#)

EXHIBIT 6

Proposed Lifeline Offering

NON-TRIBAL LIFELINE DATA BUNDLE

Unlimited Voice anytime minutes per month

Unlimited Nationwide text messages

4.5 GB data per month

no rollover

Net cost to Lifeline customer: **\$0**

TRIBAL LIFELINE BUNDLE

Unlimited Voice anytime minutes per month

Unlimited Nationwide text messages

15 GB data per month

no rollover

Net cost to Lifeline customer: **\$0**

Information regarding TEMPO's Lifeline service plan including additional airtime is available

at: <https://mytempo.com/lifeline-wireless/>

All packages include:

- Free calls to TEMPO Customer Service
- Free calls to 911 emergency services
- Free access to Voicemail, Caller-ID, and Call Waiting features
- Voice minutes may be used for Domestic Long Distance at no extra cost

EXHIBIT 7

Key Management Bios

Ananth Veluppillai

Chief Executive Officer

Ananth Veluppillai serves as Tempo Telecom's Chief Executive Officer, in addition to being CEO of Lingo Management and a member of its Board. Ananth also serves as the Chief Operating Officer of B. Riley Principal Investments (an owner of Lingo). Ananth has over 28 years of experience in telecommunications and held various leadership positions, including serving as the COO of Global Operations for Tech Mahindra's Network Services unit and COO of LCC International, Inc., that provided consulting services in Wireless and Wireline telecommunication networks around the world. Ananth holds B.S. in Electrical Engineering from the University of Maryland at College Park.

Christine Tarrago

Chief Financial Officer

Christine Tarrago is the Chief Financial Officer at Tempo Telecom and Lingo Management with more than +25 years of global financial executive leadership. Prior to joining BullsEye, Christine Tarrago served among others as CFO of private equity backed organizations. Before that, she had leadership positions at Siemens and Alstom. Originally from Europe, she graduated with a BA and MBA from the University of Augsburg, Germany, started her career in Europe where she worked in public accounting on large international publicly listed companies in Germany, France, and Spain. She is fluent in four languages and is a registered CPA in the State of Illinois.

Alex Valencia

Chief Compliance Officer

Alex Valencia serves as Chief Compliance Officer for Tempo Telecom and Lingo Management and is a 20+ year veteran of the telecom industry. Alex oversees the Company's government and legal affairs, including corporate governance and directs all regulatory policies. Prior to joining Lingo, Alex served as VP of Regulatory Affairs for Impact Telecom. He holds an LLM in International and Comparative Law from Notre Dame Law School, a Juris Doctorate from Gonzaga University School of Law, and Bachelor of Arts degrees in Political Science and Latin America Studies from Southern Methodist University.

John Ripley (Chief Operations Officer - Excess Telecom, Inc. and Insight Mobile, Inc.)

For the past 25 years John Ripley has worked with companies to build and execute high growth strategies that revolve around profitable, sustainable and efficient growth. As Excess Telecom's Chief Operations Officer ("COO"), John oversees strategic execution while managing all customer operations, field operations, compliance, legal, corporate operations, finance and accounting. John will have the same role at Insight Mobile.

After starting his career in finance and accounting with big tech companies such as Oracle and Microsoft, John pivoted to work with start-up and growth stage companies in the telecommunications, healthcare, technology and services industries. Prior to joining Excess Telecom as Chief Operations Officer in April 2022, John held executive leadership roles in the Lifeline and Emergency Broadband Benefit Program space since 2013 when he served as COO and Chief Financial Officer for IMMERGE, LLC. At IMMERGE, John managed a field operations and compliance team that oversaw the activities of more than 3,000 field agents spread across the United States. Under John's guidance, IMMERGE successfully launched, grew and managed one of the largest lifeline enrollment companies in the nation in a compliant-centric manner.

John also has worked extensively with companies and regulators to develop and execute growth strategies in other highly regulated industries including healthcare, energy and banking. This broad set of experience provides John with the skillset needed to manage both Excess and Insight toward a compliance-centric, customer focused path of sustainable, profitable growth.

Andrew Whitelock (Chief Compliance Officer – Excess Telecom, Inc. and Insight Mobile, Inc.)

Over the past 25 years, Andrew Whitelock has developed and led compliance and risk management programs in a variety of for-profit and non-profit companies. As Excess Telecom's Chief Compliance Officer, Andrew directs the activities of the company's compliance program, manages regulatory compliance and oversees risk management practices. Andrew will have the same role at Insight Mobile.

Andrew began his career contracting with medical providers and hospitals to build a comprehensive healthcare delivery network serving low-income and disadvantaged populations in Los Angeles. He joined L.A. Care Health Plan in 1998 and progressed from provider contracting to regulatory compliance, and then account executive managing two key corporate partnerships. In 2005, Andrew became the Director of Government Contracts with Molina Healthcare of California and was the Associate Vice President of Government Contracts when he departed in 2012 to become the Compliance Officer at SCAN Health Plan. Prior to joining Excess Telecom, Andrew was SCAN's Chief Risk Executive. Andrew has experience managing diverse teams with a wide scope of responsibilities. As the Chief Risk Executive at SCAN, he managed four departments with sixty-five staff members and an annual budget of \$11M.

Andrew has broad experience identifying and mitigating enterprise risks. He has worked extensively with state and federal regulators to manage monitoring and auditing activities; review proposed regulations and policies; and demonstrate compliance with program requirements.

Proactively managing enterprise risks is core to Andrew's leadership role with both Excess Telecom and Insight Mobile.

Andrew is a graduate of the University of Southern California ("USC") with Bachelor of Arts degrees in history and biological sciences. He also holds a Master of Science in international development and non-profit management from USC, and a Master of Business Administration from Pepperdine University.

Ryan Moxom (Vice President, Operations – Excess Telecom, Inc. and Insight Mobile, Inc.)

Ryan Moxom is Excess Telecom's Vice President Operations. In this role, Ryan oversees all field operations for the company, including agent training and onboarding, customer support and customer engagement programs. Ryan will have the same role at Insight Mobile.

Ryan's telecommunications experience includes being a Program Manager at the Universal Service Administrative Company for the Lifeline program, managing Lifeline compliance matters for Verizon, and Director of Regulatory Compliance for StandUp Wireless, a Lifeline and Affordable Connectivity Program provider. In his most recent role, Ryan was a Lead Product Marketing Manager with AT&T Inc.

Ryan is a graduate of the University of Florida with a Bachelor of Arts degree in Economics. He also holds a Juris Doctor degree from the University of Georgia School of Law. Ryan has been a member of the Georgia Bar since 2014.

EXHIBIT 8

Service Quality and Consumer Protection

The Company is committed to satisfying all applicable state and federal requirements related to consumer protection and service quality standards.

The Company complies with the Cellular Telecommunications and Internet Association's (CTIA) Consumer Code for Wireless Service.

1. Disclose Rates and Terms of Service – These are fully disclosed in advertising as well as on the Company's website.
2. Make Coverage Maps Available – Coverage maps are available on the Company's website.
3. Provide contract terms – the Company does not employ contracts.
4. Allow a trial service – Since Lifeline customers receive free service, there is no commitment to the service on their part. If the service does not suit their needs, they can cancel service at any time without penalty.
5. Provide Specific Disclosure in advertising – All Company advertising, including its website, fully discloses charges and service parameters.
6. Separately Identify Carrier Charges from Tax on Billing Statements – the Company does not render billing statements to its prepaid customers, but for every transaction they make, service charges vs. taxes are fully described.
7. Provide Customers with the Right to Terminate Service Upon Changes to Their Contract – As mentioned, we don't employ contracts so this provision does not apply. Customers can, however, cancel service at any time without penalty.
8. Provide Ready Access to Customer Service – Customers can call customer service for free by dialing 611 or an 800 number. These numbers are disclosed on the Company's website and in advertising and customer welcome materials.
9. Promptly Respond to Customer Inquiries and Complaints from Government Agencies – We promptly respond to all complaints. If a customer care representative cannot help a customer, we have an escalation process. The Company is committed to resolving customer questions, concerns and complaints in a swift and satisfactory manner.
10. Privacy Policy – The Company protects the privacy of customer information in accordance with applicable federal and state laws. Our privacy policy is available, via link, on every page of the Company's website.
11. Provide Consumers with Free Notifications for Voice, Data and Messaging Usage, and International Roaming – Because the Company's service is prepaid, customers are not able to incur overage charges. However, the Company provides, at no charge, (a) a notification to consumers of domestic wireless plans that include limited data allowances when consumers approach their allowance for data usage; (b) a notification to consumers of domestic voice and messaging plans that include limited voice and messaging allowances when consumers approach their allowance for those services; and (c) a notification to consumers without an international roaming plan/package whose devices have registered abroad and who may incur charges for international usage. The Company also clearly and conspicuously discloses tools or services that enable consumers to track, monitor and/or set limits on voice, messaging and data usage.

12. Abide by the following principles regarding the ability of customers, former customers, and individual owners of eligible devices to unlock phones and tablets, (“mobile wireless devices”) that are locked by or at the direction of the carrier –

- (1) Disclosure. The Company has posted on its website its clear, concise, and readily accessible policy on postpaid and/or prepaid mobile wireless device unlocking.
- (2) Postpaid Unlocking Policy. Not Applicable.
- (3) Prepaid Unlocking Policy. Upon request, the Company will unlock prepaid mobile wireless devices no later than one year after initial activation, consistent with reasonable time, payment or usage requirements.
- (4) Notice. The Company will clearly notify customers that their devices are eligible for unlocking at the time when their devices are eligible for unlocking or automatically unlock devices remotely when devices are eligible for unlocking, without additional fee. The Company reserves the right to charge non-customers/nonformer-customers with a reasonable fee for unlocking requests. Notice to prepaid customers may occur at point of sale, at the time of eligibility, or through a clear and concise statement of policy on the Company’s website.
- (5) Response Time. Within two business days after receiving a request, the Company will unlock eligible mobile wireless devices or initiate a request to the OEM to unlock the eligible device, or provide an explanation of why the device does not qualify for unlocking, or why the carrier reasonably needs additional time to process the request.
- (6) Deployed Personnel Unlocking Policy. The Company will unlock mobile wireless devices for deployed military personnel who are customers in good standing upon provision of deployment papers.

The Company reserves the right to decline an unlock request if it has a reasonable basis to believe the request is fraudulent or the device is stolen.