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February 28, 2011

RECEIVED

MAR 01 2011

PUBLIC SERVICE
COMMISSION

VIA FEDERAL EXPRESS

Mr. Jeffrey R. DeRouen
Kentucky Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, KY 40601

**RE: Case No. 2010-00478—Petition of i-wireless, LLC. for Designation as Eligible
Telecommunications Carrier—Responses to Commission Staff Data Requests and
Motion for Confidential Treatment**

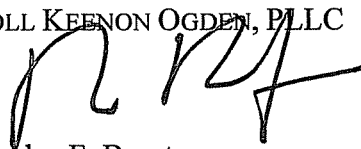
Dear Mr. DeRouen:

Enclosed please find an original and ten copies each of i-wireless, LLC's Responses to Commission Staff's First Data Request. The response to Request 12 is confidential. One copy is included with a Petition for Confidential Treatment

Please acknowledge receipt of this filing by placing your file-stamp on the extra copies and return to me via the enclosed self-addressed, postage paid envelope. Thank you.

Sincerely yours,

STOLL KEENON OGDEN, PLLC


Douglas F. Brent

DFB: jms
Enclosures

113950.138216/667895.1

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

IN THE MATTER OF:)
)
 PETITION OF I-WIRELESS, LLC)
 FOR DESIGNATION AS AN ELIGIBLE)
 TELECOMMUNICATIONS CARRIER)
 IN THE COMMONWEALTH OF)
 KENTUCKY FOR THE LIMITED)
 PURPOSE OF OFFERING LIFELINE)
 SERVICE TO QUALIFIED HOUSEHOLDS)

Case No. 2010-00478

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**PUBLIC SERVICE
COMMISSION**

**I-WIRELESS, LLC's PETITION
FOR CONFIDENTIAL TREATMENT**

i-wireless, llc ("i-wireless" or the "Company") by counsel, for its Petition for Confidential Treatment filed pursuant to 807 KAR 5:001, Section 7 and KRS 61.878(1), state as follows:

BACKGROUND

By this Petition, i-wireless requests that the Public Service Commission ("Commission") grant confidential protection to i-wireless' response to Commission Staff Request No. 12, which asks the Company to disclose the number of customers presently served.

GROUND FOR PETITION

The Kentucky Open Records Act exempts from disclosure certain commercial information, including records generally recognized as confidential or proprietary, which if openly disclosed would permit an unfair commercial advantage to competitors of the entity that disclosed the records. KRS 61.878(1)(c). CMRS is perhaps the most competitive segment of the modern telecommunications business. Potential customers often have five or more carriers to

choose from. This reality is acknowledged by Kentucky law, which states the provision of CMRS in Kentucky is market-based and not subject to regulation. KRS 278.54611(1). As the market is, without question, highly competitive, i-wireless' disclosures related to market penetration are highly confidential trade secret information subject to protection under the Kentucky Open Records Act.

The Commission has taken the position that the statute and the regulation require the party requesting confidentiality to demonstrate actual competition and the likelihood of competitive injury if the information is disclosed. That requirement is easily met here. i-wireless competes not only against other Commercial Mobile Radio Service ("CMRS") providers and/or MVNOs like Tracfone, AT&T Wireless, Verizon Wireless, Cricket Communications and T-Mobile, but also with voice and unregulated broadband offerings of cable providers and wireline providers like BellSouth Telecommunications and Windstream. Consumers choose providers based on a variety of factors, including their subjective impression about the marketplace success of particular carriers. Thus, public disclosure of proprietary information could easily cause competitive injury to i-wireless, particularly if the information were to be used selectively by a competitor. Moreover, the Commission has long recognized the highly competitive nature of CMRS as a reason to provide confidential treatment to information submitted to the Commission by CMRS providers. *See, e.g., In the Matter of: ACC of Kentucky LLC's Petition for Confidential Protection*, Case No. 99-184 (January 24, 2000) (confidential treatment for intrastate gross revenue reports). More recently, the Commission extended blanket protection for all wireless carriers' access line count information submitted with monthly TRS and TAP reports. *Petition of the Kentucky Commission on the Deaf and Hard of Hearing*, Case No. 2007-00464 (April 16, 2009). Obviously, the confidential and proprietary business

information for which confidential protection is sought in this case is precisely the sort of information that was at issue in Case No. 2007-00464 and meant to be protected by KRS 61.878(1)(c)1.

In *Hoy v. Kentucky Industrial Revitalization Authority*, 907 S.W.2d 766 (Ky. 1995), the Kentucky Supreme Court held that financial information submitted by General Electric Company with its application for investment tax credits was not subject to disclosure simply because it had been filed with a state agency. The Court applied the plain meaning rule to the statute, reasoning that “[i]t does not take a degree in finance to recognize that such information concerning the inner workings of a corporation is ‘generally recognized as confidential proprietary.’” *Id.* at 768.

The same analysis applies here. i-wireless is disclosing information concerning the number of customers it serves in Kentucky, as well as information about i-wireless’ marketing plans, retail partners and goals for 2011. Competitors of i-wireless or its marketing partners, none of which provide similar information to i-wireless, could use this information to make assumptions about the success of i-wireless in alternative marketing channels for wireless services. In addition, this information is capable of misinterpretation and deliberate misuse. A competitor of i-wireless, whether an incumbent local carrier, a CLEC, or another wireless carrier, could use this information to disparage i-wireless or attempt to paint i-wireless’ operations in a false light. This could include carriers that may or may not be disclosing information comparable to what i-wireless is providing to the Commission.

CONCLUSION

i-wireless is entitled to confidential protection for the information at issue and requests that the Commission confirm that ~~Exhibit B to this compliance filing~~ ^{Response NO. 12} will not be disclosed. If the Commission disagrees, however, it must hold an evidentiary hearing (a) to protect the due

process rights of i-wireless and (b) to supply the Commission with a complete record to enable it to reach a decision with regard to this matter. *Utility Regulatory Commission v. Kentucky Water Service Company, Inc.*, 642 S.W.2d 591, 592-94 (Ky. Ct. App. 1982).

Dated: February 28, 2011

Respectfully submitted,

By:



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Counsel for i-Wireless, LLC

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

IN THE MATTER OF:)
)
 PETITION OF I-WIRELESS, LLC)
 FOR DESIGNATION AS AN ELIGIBLE)
 TELECOMMUNICATIONS CARRIER)
 IN THE COMMONWEALTH OF)
 KENTUCKY FOR THE LIMITED)
 PURPOSE OF OFFERING LIFELINE)
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PUBLIC SERVICE
COMMISSION

**I-WIRELESS, LLC'S RESPONSE TO COMMISSION STAFF'S FIRST DATA
REQUESTS**

REQUEST 1. Kentucky currently requires that all Eligible Telecommunications Carriers ("ETCs") perform an audit of all customers receiving Lifeline benefits. Each customer must provide proof of eligibility. Does i-wireless agree to audit all Lifeline customers each year rather than conduct a yearly audit of only a sample of customers?

Responsible Party: Patrick McDonough

RESPONSE: Yes.

REQUEST 2. Has i-wireless begun the certification process for Public Safety Answering Points in Kentucky? If so, when did the process begin and when will it conclude?

Responsible Party: Patrick McDonough

RESPONSE: Yes. i-wireless has contacted the KY CMRS Board to obtain up-to-date contact information for each PSAP in Kentucky. The CMRS Board has offered to provide an introductory message to let PSAPs know i-wireless will seek certification from the PSAPs. However, further activity for certification must follow an expected FCC Order in WC Docket No. 09-197 approving i-wireless' proposed compliance plan. That plan was filed at the FCC on July 27, 2010 and the comment cycle closed in October. Given i-wireless' 911 traffic is treated the same as Sprint's (i-wireless' underlying carrier) traffic, the process should be streamlined. i-wireless has a letter from Sprint certifying that its customers' 911 calls are treated the same as calls from Sprint's own retail customers.

REQUEST 3. Explain the process by which i-wireless will verify the eligibility of Lifeline customers. Provide details about how and where Lifeline subscribers will be able to initiate service.

Responsible Party: Patrick McDonough

RESPONSE: Customers interested in obtaining information on the Lifeline program will be directed to a toll-free telephone number and to i-wireless' Access Wireless website, which will contain information regarding the Company's Lifeline service plans, including a detailed description of the program and state-specific eligibility criteria. Customers may then request that a Lifeline enrollment form be mailed to them, or they can download a form from the Internet or retrieve a form from i-wireless kiosks in Kroger stores. The applicant must return the signed enrollment form and all supporting documentation to the address provided by i-wireless. i-wireless has contracted with Solix, Inc. (formerly NECA Services, Inc.), a well-known, experienced and reputable firm experienced in dealing with USAC and USF administration, to assist in reviewing customer applications and verifying eligibility. Solix's process and application database ensures state eligibility criteria are met and that only one Lifeline phone per household is issued.

REQUEST 4. For those customers that choose the default plan with no out-of-pocket cost, how will i-wireless monitor the accounts of Lifeline customers to ensure that the customers are receiving the benefit of the service?

- A. For example, if a customer stops using his or her Lifeline i-wireless phone after six months, or if the wireless device is damaged so that it cannot be used, will i-wireless continue to credit the customer with minutes to his or her account?
- B. Under the scenario described above, will i-wireless continue to receive Universal Service Fund disbursements for the provision of service even if the service is not being used?

Responsible Party: Patrick McDonough

RESPONSE: In an effort to prevent waste, fraud, and abuse of the program, i-wireless has implemented the following non-usage policy: if no usage appears on a customer's account during any continuous 60-day period, i-wireless will promptly notify the customer that the customer is no longer eligible for i-wireless Lifeline service subject to a 30-day grace period. During the 30-day grace period, the customer's account will remain active, but i-wireless will engage in outreach efforts, including text messages to the customer's i-wireless phone, to determine whether the customer desires to remain on the Company's Lifeline service. If the customer's account does not show any customer-specific activity during the grace period (such as making or receiving a voice call, receiving or sending a text message, downloading data or adding money to the account), i-wireless will deactivate Lifeline services and cease seeking USF reimbursement for that customer at that time.

REQUEST 5. The Kentucky Universal Service Fund for Lifeline support is maintained by a fee of eight cents per access line per month from every wireline and wireless subscriber, which is collected by carriers. Does i-wireless collect this surcharge from any of its customers?

Responsible Party: Patrick McDonough

RESPONSE: i-wireless remits amounts equal to the surcharge that would apply on customer bills. Because prepaid customers do not receive a bill, the surcharge cannot be billed to a customer using the description ordered by the PSC in Adm. Case No. 360.

REQUEST 6. The Kentucky Telecommunications Relay Service and the Kentucky Telecommunications Access Program are supported by a surcharge, which is collected by carriers. Each fund is supported by a fee of two cents per access line per month from every wireline and wireless subscriber, which is collected by the carriers. Does i-wireless collect this surcharge from any of its customers?

Responsible Party: Patrick McDonough

RESPONSE: Yes. i-wireless includes the Kentucky TRS and TAP surcharges on bills for its monthly service customers.

REQUEST 7. Do i-wireless' customers pay the statewide wireless 911 fee?

Responsible Party: Patrick McDonough

RESPONSE: i-wireless remits \$0.75 per line per month to the CMRS Board.

REQUEST 8. Does i-wireless seek to receive Lifeline support from the Kentucky Universal Service Fund?

Responsible Party: Patrick McDonough

RESPONSE: Yes.

REQUEST 9. Provide a list of all states in which i-wireless operates.

Responsible Party: Patrick McDonough

RESPONSE: i-wireless has customers in 46 states and the District of Columbia. i-wireless has a physical retail presence (e.g., within Kroger stores) in every state *except* Alaska, Connecticut, Delaware, Hawaii, Iowa, Maine, Maryland, Massachusetts, Minnesota, Montana, North Dakota, New Hampshire, New Jersey, New York, Oklahoma, Rhode Island, South Dakota, Wisconsin, Wyoming and Vermont.

REQUEST 10.

- A. List all states in which i-wireless has received ETC status.
- B. List all pending ETC petitions, with docket numbers and the state in which the designation is requested.

Responsible Party: Patrick McDonough

RESPONSE: i-wireless has not yet received ETC status in any state, because its compliance plan is pending at the FCC, but has applications pending as follows:

Commission	Docket No.	State
FCC	WC 09-197	AL, CT, D.C., DE, NH, NY, NC, TN, VA
AZ	T-20538A-10-0332	AZ
AR	11-010-U	AR
CA	Advice Letter No. 1	CA
CO	10A-949T	CO
GA	25481	GA
IL	11-0073	IL
IN	41052-ETC-56	IN
KS	11-IWRZ-261-ETC	KS
KY	2010-00478	KY
MI	U-16465	MI
OH	11-0571-TP-UNC	OH
OR	UM 1509	OR
UT	10-2526-01	UT
WA	UT-101640	WA

REQUEST 11. Has i-wireless filed for ETC status in any state and subsequently withdrawn the petition or been denied ETC status? If so, list the state, docket number, and i-wireless' reason for seeking withdrawal of the petition for that state.

Responsible Party: Patrick McDonough

RESPONSE: i-wireless applied for ETC designation in Colorado in August 2010, in Docket No. 10A-552T. The Colorado 911 Authority Boards intervened to confirm whether i-wireless, as a prepaid carrier offering amounts of free service, would collect and remit the emergency telephone charge. i-wireless currently remits the charge for its retail customers and was prepared to certify that it would do so for its Lifeline customers. i-wireless withdrew its Colorado application in October 2010 and filed an updated application on December 9, 2010 with additional information assurances. i-wireless applied for ETC designation in Texas in September 2010, Docket No. 38725, but was required to withdraw its application because Texas required the FCC to approve the Company's compliance plan before it would render state approval.

REQUEST 12. How many Kentucky customers does i-wireless presently serve?

Responsible Party: Patrick McDonough

RESPONSE: This information is provided with a motion for confidential treatment.

REQUEST 13. If i-wireless receives ETC designation in Kentucky, approximately how long will it take for i-wireless to offer Lifeline service in the area in which it receives the ETC designation? Elaborate on any extenuating or special circumstances.

Responsible Party: Patrick McDonough

RESPONSE: i-wireless anticipates that it will take from 2 to 4 weeks in order to implement state specific processes and procedures for its Lifeline program in Kentucky.

REQUEST 14. Do i-wireless' customers have access to competitive directory assistance providers, as defined as by 47 C.F.R. 54.101(a)(8)? If not, explain why.

Responsible Party: Patrick McDonough

RESPONSE: Yes.

REQUEST 15. Does i-wireless understand that there may be an audit by the Commission of the use of universal service funds and that the eligible telecommunications service designation may be reviewed annually?

Responsible Party: Patrick McDonough

RESPONSE: Yes.

REQUEST 16. Has i-wireless been audited by other state utility commissions regarding its use of universal service funds? If so, list the state and the result of the audit.

Responsible Party: Patrick McDonough

RESPONSE: No.

REQUEST 17. Does i-wireless have any outstanding complaints at any state commissions or at the Federal Communications Commission (“FCC”)? Provide detailed documentation of any complaint filed with a state commission or at the FCC in the past three years.

Responsible Party: Patrick McDonough

RESPONSE: i-wireless has received 3 customer complaints with the FCC during the 5 years we have been in business. All were minor service complaints and were resolved. The most recent of the three, which was in the last three years, was a customer who complained that their initial phone and replacement phone were faulty. The customer was given a full refund.

REQUEST 18. Provide a description of i-wireless' corporate structure, with both names and titles. Also provide a list of i-wireless' owners or corporate officers and indicate if any are also owners, corporate officers, or employees of any other telecommunications companies.

Responsible Party: Patrick McDonough

RESPONSE: See attached Exhibit 1.

REQUEST 19. Will i-wireless seek toll limitation service reimbursement from Universal Service Administrative Company ("USAC") if granted ETC status? If so, provide a detailed list of the incremental costs it will be claiming, along with a detailed description to support the amounts to be claimed.

Responsible Party: Patrick McDonough

RESPONSE: No.

REQUEST 20. Will i-wireless seek Link-Up reimbursement from USAC if granted ETC status?
If so, list the amount per customer i-wireless would be claiming.

Responsible Party: Patrick McDonough

RESPONSE: No.

REQUEST 21. Will i-wireless seek Lifeline reimbursement from USAC if granted ETC status?
If so, list the amount per customer i-wireless would be claiming.

Responsible Party: Patrick McDonough

RESPONSE: Yes, i-wireless will seek \$10 in reimbursement per customer.

REQUEST 22. Will i-wireless seek Lifeline reimbursement from the Kentucky Universal Service Fund if granted ETC status? If so, list the amount per customer i-wireless would be claiming.

Responsible Party: Patrick McDonough

RESPONSE: See response to Request No. 8. i-wireless will request \$3.50 or the maximum amount permitted under the PSC's orders.

REQUEST 23. Does i-wireless maintain separate books/general ledgers for each state in which it operates? Where are the books/general ledgers for Kentucky customers maintained? Provide the physical address, office telephone number, and name and title of employee responsible for maintaining those books/general ledgers.

Responsible Party: Patrick McDonough

RESPONSE: No. We do have separate accounting for customers and revenues by state (used for tax and fee compliance) which are maintained at our headquarters in Newport Kentucky, One Levee Way, Suite 3104, Newport, KY 41071. The individual responsible for this information is Victoria Williams, Director of Asset Management, (513) 259-6420.

REQUEST 24. Provide the number of requests for service from potential customers in Kentucky that were unfulfilled by i-wireless in the previous calendar year.

Responsible Party: Patrick McDonough

RESPONSE: As i-wireless does not require credit checks, there isn't a reason to deny service. Moreover, i-wireless coordinates its retail presence with actual coverage areas for the Sprint network.

REQUEST 25. Provide the address (URL) to the i-wireless website, if there is one.

Responsible Party: Patrick McDonough

RESPONSE: As described in its petition, the URL is www.iwirelesshome.com

REQUEST 26. What recurring and nonrecurring costs will a new Lifeline customer incur from becoming an i-wireless customer over the period of a year?

Responsible Party: Patrick McDonough

RESPONSE: The i-wireless Lifeline Service Offering (see updated rate plan summary in Exhibit 2 attached hereto) is a free service and, as such, there are no recurring or nonrecurring costs to a customer. As noted in response to Request 20, i-wireless will not seek Linkup reimbursement because there is no nonrecurring charge to initiate this i-wireless Lifeline service. A Lifeline customer can upgrade their plan to one of the "Talk Plans" described on Exhibit 2 by putting their own money towards their service, but that is strictly up to the customer and for that out-of-pocket amount, they receive exceptional value in expanded service.

REQUEST 27. Provide the name of the person (with business title) and/or entity that will be filing the Form 497 with USAC if i-wireless obtains ETC status.

Responsible Party: Patrick McDonough

RESPONSE: The 497 will be filed by CGM, Inc. i-wireless contracted with CGM in order to ensure compliance with all regulations. The filing process at GCM will be supervised by i-wireless Director of Asset Management, Victoria Williams.

REQUEST 28. Does i-wireless provide service to its customers via a prepaid service? If so, what percentage of its customers receive their service via a prepaid service?

Responsible Party: Patrick McDonough

RESPONSE: Yes. Approximately 96% of i-wireless customers use prepaid service.

REQUEST 29. Have any owners, officers, or managers of i-wireless been involved in any bankruptcy proceedings? If so, provide details as to the name of the person, the date on which the petition was filed, the case number, and the name of the federal court district where the petition was filed.

Responsible Party: Patrick McDonough

RESPONSE: No.

REQUEST 30. Have any owners, officers, or managers of i-wireless been charged or convicted of a criminal offense during the last 10 years (either state or federal)? If so, provide details as to the name of the person, the dates of each charge, the case number, and the name of the state or federal court district where the charges or convictions occurred.

Responsible Party: Patrick McDonough

RESPONSE: No.

REQUEST 31. Identify any civil litigation in which any i-wireless owner, officer, or manager has been deposed or has been a plaintiff, a defendant, or a witness within the last 10 years.

Responsible Party: Patrick McDonough

RESPONSE: i-wireless has not been involved in civil litigation, nor has its 50% owner Genie, Inc. As discussed in the petition, i-wireless is 50% owned by the Kroger Company, which operates approximately 2,500 supermarkets in the United States, reports more than \$75 billion in annual revenue, is publicly traded, and may be involved in a variety of legal actions throughout the country. i-wireless respectfully directs the staff to the publicly available SEC filings of the Kroger Company, *e.g.*, its 2010 Form 10-K for additional information about this owner of i-wireless.

RESPONSE:

REQUEST 32. If a Lifeline customer enrolls in either of the optional plans whereby the customer must pay a monthly fee, describe the process which i-wireless will employ if a customer does not pay his or her monthly fee.

Responsible Party: Patrick McDonough

A. Is there a grace period for making payment?

RESPONSE: No.

B. Would the customer have to re-enroll in Lifeline if they do not make payment for a month?

RESPONSE: No. The customer would default back to the base Lifeline service and continue to enjoy uninterrupted service. Customers may opt back into their previous monthly service package, if they so desire, without any extra fees.

C. Are Lifeline customers charged a reconnection fee?

RESPONSE: No, i-wireless does not charge connection fees in any situation, ever.

REQUEST 33. Does i-wireless use agents or other retailers to market and sell its service? Provide a list.

Responsible Party: Patrick McDonough

RESPONSE: Yes. i-wireless uses Kroger to market and sell its services.

REQUEST 34. Describe the process that I-wireless intends to use to sign up customers for Lifeline. Will i-wireless verify the customer's eligibility in the designated programs?

Responsible Party: Patrick McDonough

RESPONSE: See response to Request 3 above.

REQUEST 35. Will i-wireless be willing to advertise Lifeline and Link-Up availability in languages other than English? If so, name the other languages.

Responsible Party: Patrick McDonough

RESPONSE: Advertising will be in English and, where it makes sense based on demographics, Spanish.

REQUEST 36. Does i-wireless have any telecommunications facilities used to provide service? If so, give a description and location.

Responsible Party: Patrick McDonough

RESPONSE: No. Moreover, per the FCC's grant of forbearance to i-wireless (order attached as Exhibit 3 to i-wireless' Petition), the Company is not required to have any telecommunications facilities used to provide service in order to obtain ETC designation for the purposes of participating in the Lifeline program.

REQUEST 37. Will i-wireless be using any subcontractors (operations, call centers, etc.) to provide the required services? If so, provide the name of each company and the physical address.

Responsible Party: Patrick McDonough

RESPONSE: i-wireless contracts with a high quality, U.S. domestic customer care group:

**Sykes Enterprises, Incorporated
1721 South Sykes Street
Bismarck, ND 58504**

REQUEST 38. Does i-wireless understand that Kentucky does not allow consumers to qualify for Lifeline under the income guidelines?

Responsible Party: Patrick McDonough

RESPONSE: Yes.

REQUEST 39. I-wireless states in its application that the FCC granted its petition for forbearance. I-wireless also attached, as Exhibit 4, the response and compliance plan that it filed with the FCC. Has that plan been approved by the FCC?

Responsible Party: Patrick McDonough

RESPONSE: No. i-wireless' compliance plan, which was filed in July of 2010, is currently pending with the FCC. *See* Response to Request No. 2.

REQUEST 40. I-wireless states in its application at page 5 that it will apply a discount of \$15 to any i-wireless rate plan. Given that the reimbursement amount available to ETCs is less than \$15, how did i-wireless arrive at giving a \$15 discount, and how will that discount be funded?

Responsible Party: Patrick McDonough

RESPONSE: In order to present a highly competitive Lifeline Offering, i-wireless will give customers the option of 150 free minutes, which, at ten cents per minute, would cost \$15 in support. i-wireless contends that the customer should have the option to apply their support dollars to the Company's retail rate plan that best meets their needs (excluding text only plans). i-wireless will seek reimbursement from the federal USF for \$10.00, from the KY USF for up to \$3.50, and will fund the remainder of the discount out-of-pocket.

REQUEST 41. I-wireless states that it will resell the service of Sprint. Please provide a detailed map depicting the service area in Kentucky along with a table listing Common Language Location Identifier Codes of all areas to which service will be provided in Kentucky.

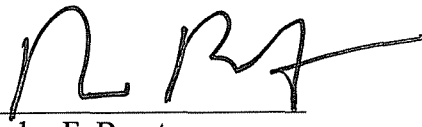
Responsible Party: Patrick McDonough

RESPONSE: *See* attached Exhibit 3, which depicts the i-wireless service area. As an MVNO that does not directly interconnect with any wireline carriers, i-wireless is unable to identify specific CLLI codes that may correspond with the signal contours or licensed service area of its underlying wireless carrier. As discussed in response to Request 24, i-wireless coordinates its retail presence with actual coverage areas for the Sprint network.

Respectfully submitted this 28th day of February, 2011.

By: /s/ Lance J.M. Steinhart
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Attorneys for i-wireless, LLC



EXHIBIT 1

i-wireless – Corporate Structure & List of Officers

As of February 21, 2011

Corporate structure: 50% owned by The Kroger Co. and 50% owned by Genie, Inc.

Corporate officers:	Paul McAleese	President and CEO
	John Willis	COO
	Andy Kaiser	CFO
	Pat McDonough	VP and General Manager, Lifeline Division
	Chris Vogt	VP of Business Development
	Mike Grisi	VP of Sales
	Steve Abbott	VP and Controller
	Don Daniels	VP of Marketing

None of the owners or officers of i-wireless are owners, officers or employees of any other telecommunications company.

EXHIBIT 2

i-wireless, LLC Proposed Lifeline Rates

Option 1: Lifeline 150 Minutes Plan*

150 anytime minutes per month

(additional usage priced at 10 cent minutes and 10 cent text messages)

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

**includes:*

- Free handset
- Free Voicemail, Caller-ID, and call waiting
- Free incoming text messages
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free balance inquiries
- Up to 150 minutes can be rolled over to following month
- Customer can earn additional free minutes through Kroger Free Minute Loyalty Program

Option 2: Lifeline 250 Minutes Plan*

250 anytime minutes per month

(additional usage priced at 10 cent minutes and 10 cent text messages)

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

**includes:*

- Free handset
- Free Voicemail, Caller-ID, and call waiting
- Free calls to 911 emergency services
- Free balance inquiries

***additional charges apply for:*

- incoming text messages (charge per text: 10 cents; one text message decrements one minute of use)
- calls to Customer Service (minutes decrement from customers 250 minutes)

****additional restrictions:*

- Minutes cannot be rolled over to next month
- Customer not eligible to earn additional minutes through the Kroger Free Minute Loyalty Program

Option 3: Lifeline \$15 Retail Discount Plan*

Lifeline eligible customers may choose any i-wireless monthly retail plan (excluding text only plans) at a \$15 discount. The following retail monthly plans will be available as of February 2011:

Talk Plans (monthly)

- 200 anytime minutes, unlimited text messages, and 200 megabytes of data (web browsing and e-mail on capable phones) (additional usage priced at 10 cent minutes)
Net cost to Lifeline customer: **\$10** (plus applicable taxes and fees)
- 1,000 minutes, unlimited text messages and 500 megabytes of data (web browsing and e-mail on capable phones) (additional usage priced at 10 cent minutes)
Net cost to Lifeline customer: **\$25** (plus applicable taxes and fees)
- Unlimited talk, unlimited text messages and 2.5 gigabytes of data (web browsing and e-mail on capable phones)
Net cost to Lifeline customer: **\$40** (plus applicable taxes and fees)

**includes:*

- Free handset
- Free Voicemail, Caller-ID and call waiting
- Free incoming text messages
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free balance inquiries
- Up to 1500 minutes can be rolled over to next month
- Customer can earn additional free minutes through Kroger Free Minute Loyalty Program

EXHIBIT 3



i-wireless coverage area

