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April 3, 2013

Via Hand-Delivery

Mr. Jeff DeRouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602

RE: *Petition of Air Voice Wireless LLC For Designation as an Eligible
Telecommunications Carrier in the Commonwealth of Kentucky*

Dear Mr. DeRouen:

Please find enclosed for filing an original and ten (10) copies of Air Voice Wireless LLC's Petition for Designation as an Eligible Telecommunications Carrier in the Commonwealth of Kentucky.

Should you have any questions regarding the enclosed, please contact me at your convenience.

Regards,



Matthew Malone

C: File

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PUBLIC SERVICE
COMMISSION

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

IN THE MATTER OF:)

PETITION OF AIR VOICE WIRELESS, LLC)
FOR DESIGNATION AS AN ELIGIBLE)
TELECOMMUNICATIONS CARRIER)
IN THE COMMONWEALTH OF)
KENTUCKY)
_____)

Case No. _____

PETITION OF AIR VOICE WIRELESS, LLC
FOR DESIGNATION AS AN ELIGIBLE TELECOMMUNICATIONS CARRIER
IN THE COMMONWEALTH OF KENTUCKY

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April 2, 2013

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COMMONWEALTH OF KENTUCKY

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FOR DESIGNATION AS AN ELIGIBLE)	
TELECOMMUNICATIONS CARRIER)	
IN THE COMMONWEALTH OF)	
KENTUCKY)	
_____)	

PETITION OF AIR VOICE WIRELESS, LLC
FOR DESIGNATION AS AN ELIGIBLE TELECOMMUNICATIONS CARRIER
IN THE COMMONWEALTH OF KENTUCKY

I. INTRODUCTION

AIR VOICE WIRELESS, LLC (“Air Voice” 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 Kentucky Public Service Commission (the “Commission”), hereby submits this Petition for Designation as an Eligible Telecommunications Carrier (“ETC”) in the Commonwealth of Kentucky. Air Voice seeks ETC designation solely to provide Lifeline service to qualifying Kentucky consumers; it will not seek access to funds from the federal or state Universal Service Funds (“USF”) for the purpose of participating in the Link-Up program or providing service to high cost areas.³ As demonstrated

¹ 47 U.S.C. § 214(e)(2)

² 47 C.F.R. §§ 54.101-54.207.

³ Air Voice will seek reimbursement from the federal USF and the Kentucky USF. Given that Air Voice only seeks 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.

herein, and as certified in Exhibit 1 to this Petition, Air Voice meets all the statutory and regulatory requirements for designation as an ETC in the Commonwealth of Kentucky, including the new requirements outlined in the FCC's *Lifeline and Link Up Reform Order*.⁴ Rapid grant of Air Voice's request, moreover, would advance the public interest because it would enable the Company to commence much needed Lifeline services to low-income Kentucky residents as soon as possible. Accordingly, the Company respectfully requests that the Commission expeditiously approve this Petition for ETC designation.

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*").

II. BACKGROUND

A. Company Overview

Air Voice is a Michigan Limited Liability Company.⁵ Its principal office is located at 2425 Franklin Road, Bloomfield Hills, Michigan 48302. Air Voice is a provider of commercial mobile radio service (“CMRS”) throughout the United States. Air Voice provides prepaid wireless telecommunications services to consumers by using the AT&T Wireless (“AT&T”) network on a wholesale basis. Air Voice obtains from AT&T the network infrastructure and wireless transmission facilities to allow the Company to operate as a Mobile Virtual Network Operator (“MVNO”). Air Voice has been designated as an ETC in Michigan. Air Voice currently has applications for ETC designation pending with Indiana, Pennsylvania, and Wisconsin, and is awaiting designation as an ETC by the FCC for the states of Alabama, Connecticut, Delaware, District of Columbia, Florida, New Hampshire, New York, North Carolina, Tennessee, Texas and Virginia; no such petitions have been denied. Air Voice does not have a holding company, operating company or any affiliates.

Air Voice’s prepaid wireless services are affordable, easy-to-use, and attractive to low-income and lower-volume consumers. The Company’s wireless service provides them with access to emergency services and a reliable means of communication that can be used both at home and while traveling to remain in touch with friends and family, as well as for contacting prospective employers. Air Voice offers simple prepaid calling plans, a variety of additional features, basic easy-to-use handsets, upgraded full feature handsets and high-quality customer service. Air Voice has established itself as a leader in the non-Lifeline prepaid market and intends to be a leader in the

⁵ Air Voice was organized in the State of Michigan on May 7, 1999.

Lifeline prepaid marketplace by offering Lifeline consumers the same exceptional value that it offers to its non-Lifeline customers.

Given its pricing and marketing strategy and the demographics of other, similar MVNOs' customers, Air Voice anticipates that many of its customers will be from low-income backgrounds and will not previously have enjoyed access to wireless service because of economic constraints, poor credit history, or sporadic employment. Air Voice does not conduct credit checks or require customers to enter into long-term service contracts as a prerequisite to obtaining wireless service. By providing affordable wireless plans and quality customer service to consumers who are otherwise unable to afford them, or were previously ignored by traditional carriers, Air Voice will expand the availability of wireless services to many more consumers, which is the principal reason that Congress created the universal service program.

B. Proposed Lifeline Offering

Air Voice has the ability to provide all services and functionalities supported by the universal service program, as detailed in Section 54.101(a) of the FCC's Rules (47 C.F.R. § 54.101(a)) throughout Kentucky. The Company's Lifeline service offering will provide customers with the same features and functionalities enjoyed by all other Air Voice prepaid customers, with one notable exception: prepaid Lifeline services will not require payment of an out-of-pocket fee by subscribers, but instead, Air Voice will receive support from the Lifeline program as compensation for providing those services.

Air Voice will provide its Lifeline service under the brand designation "Feel Safe Wireless." As summarized in Exhibit 2, the Company's proposed Lifeline rate plan includes a free phone and 250 free voice minutes each month. Unused minutes expire at the end of the last day of their cycle. The account is then automatically replenished with the next month's 250 free voice minutes. If a subscriber runs out of minutes, they have the option to purchase additional

voice minutes billed at \$.10 per minute. This plan includes nationwide coverage and access to voice mail, call waiting, three way calling, call forwarding and Caller ID features at no cost. There is no additional charge for toll calls or calls to Air Voice customer care. Calls to 911 are free, regardless of service activation or availability of minutes. Lifeline customers also have the option, for an additional fee, to purchase the text and data plans that are available to all Air Voice customers. Air Voice'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.

C. Plan Enrollment

Consumers will be signed up in person through retail agents or directed, via company literature, collateral or advertising, to a toll-free telephone number and to the Company's website. The website will contain a link to information regarding the Company's Lifeline service plans, including a detailed description of the benefit and the program and income eligibility criteria. Air Voice will have direct contact with all customers applying for Lifeline service, either in person through its employees, agents or representatives, via the Company's website, via the telephone (including facsimile) or mail. Air Voice will provide Lifeline-specific training to all personnel, whether employees, agents or representatives at authorized locations, that interacts with actual or prospective consumers with respect to obtaining, changing or terminating its Lifeline services. Air Voice understands and acknowledges its responsibility for the acts and omissions of its employees, agents and representatives.⁶ As such, Air Voice will only enroll applicants at retail locations at which Air Voice has an agency agreement with the retailer. Air Voice will require all agent retailers to have all employees responsible for lifeline

⁶ See Order at ¶110.

enrollment complete the standard Air Voice representative training.

The certification forms, a sample of which is attached as Exhibit A of Exhibit 3, the Company's FCC-Approved Compliance Plan, will explain in clear, easily understandable language that:

- (i) Lifeline is a federal benefit;
- (ii) Lifeline service is available for only one line per household;
- (iii) 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;
- (iv) households are not permitted to receive benefits from multiple providers;
- (v) that violation of the one-per-household requirement would constitute a violation of the FCC's rules and would result in the consumer's de-enrollment from the program, and potentially, prosecution by the United States government; and
- (vi) a Lifeline subscriber may not transfer his or her service to any other individual, including another eligible low-income consumer.

Air Voice's certification form will also require all consumers, at sign up and annually thereafter, to provide the information and certifications, under penalty of perjury, required by revised CFR § 54.410(d).⁷ See Exhibit 3 for more detailed enrollment information. Air Voice will annually re-certify the continued eligibility of all of its subscribers.

D. Prevention of Waste, Fraud and Abuse

Air Voice recognizes the importance of safeguarding the USF. Therefore, the Company has implemented the following 60-day non-usage policy in an effort to avoid waste, fraud, and abuse of the program. If no usage appears on an Air Voice Lifeline customer's account during any continuous 60-day period, Air Voice will promptly notify the customer that the customer is no longer eligible for Air Voice Lifeline service subject to a 30-day grace period. During the 30-day grace period, the customer's account will remain active, but Air Voice will engage in outreach efforts to determine whether the customer desires to retain the Company's Lifeline

⁷ See *Lifeline and Link Up Reform Order* page 227-29.

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, sending a text message and/or adding money to the account), Air Voice will deactivate Lifeline services for that customer. In addition, Air Voice will not seek to recover a USF subsidy for the minutes provided to the customer during the grace period or thereafter report that customer on its USAC Form 497 unless the customer reinitiates service.

To further protect the integrity of the USF, Air Voice has contracted with CGM, LLC of Roswell, Georgia, a lifeline service bureau, to edit all subsidy request data. CGM will process and validate the Company's subsidy data to prevent: (1) Duplicate Same-Month Lifeline Subsidies (Double Dip): any name/address that is already receiving a lifeline subsidy from the Company will be automatically prevented from receiving a second lifeline subsidy in that same month; and (2) Inactive lines receiving subsidy: CGM's systems compare all subsidy requests to underlying network status to ensure that subsidies are requested only for active lines. Through the processes described above, Air Voice ensures that it does not over-request from support funds.

E. The Commission Has Jurisdiction to Designate Wireless ETCs.

Section 214(e)(2) of the Act provides state public utility commissions with the "primary responsibility" for the designation of ETCs.⁸ 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.⁹ Therefore, the Commission has the authority to designate Air Voice as an

⁸ 47 U.S.C. § 214(e)(2).

⁹ See *Federal-State Joint Board on Universal Service, First Report and Order*, 12 FCC Rcd 8776, 8858-59, ¶ 145 (1997) ("USF Order").

ETC. 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). Air Voice 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 recently granted forbearance from enforcement of this facilities requirement to carriers seeking Lifeline-only ETC designation.¹⁰ 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 Air Voice. Therefore, the Commission has the authority under Section 214(e)(2) of the Act to grant Air Voice's request for designation as an ETC throughout the Commonwealth of Kentucky.

III. AIR VOICE SATISFIES THE REQUIREMENTS FOR DESIGNATION AS AN ETC

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 designate wireless ETCs.¹¹ Section 214(e)(1) of the Act and Section 54.201(d) of the FCC's

¹⁰ See *Lifeline and Link Up Reform Order* at ¶ 368.

¹¹ See *USF Order*, 8858-59, ¶ 145.

rules provide that applicants for ETC designation must be common carriers that will 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 forborne from the "own facilities" requirement. Applicants also must commit to advertise the availability and rates of such services.¹² As detailed below, Air Voice satisfies each of the above-listed requirements.

A. Air Voice 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 forborne from that requirement with respect to carriers such as Air Voice. 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:¹³

(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."

Air Voice will avail itself of the FCC's grant of blanket forbearance. In accordance with the *Lifeline and Link Up Reform Order*, Air Voice's Compliance Plan was approved by the FCC on December 26, 2012. A copy of its FCC-Approved Compliance Plan is attached hereto as

¹² See 47 U.S.C. § 214(e)(1) and 47 C.F.R. § 54.201(d)(2).

¹³ See *Lifeline and Link Up Reform Order* at ¶¶ 368, 373 and 379.

Exhibit 3. Air Voice commits to providing Lifeline service in Kentucky in accordance with the Compliance Plan.

B. Air Voice Is a Common Carrier

CMRS providers like Air Voice are treated as common carriers.¹⁴

C. Air Voice Will Provide All Required Services and Functionalities

Air Voice is able to provide all of the services and functionalities required by Section 54.101(a) and Section 54.202(a) of the FCC's Rules (47 C.F.R. § 54.101(a) and 47 C.F.R. § 54.202(a)) including the following:

1. Voice Grade Access to the Public Switched Telephone Network

Air Voice provides voice grade access to the public switched telephone network ("PSTN") through the purchase of wholesale CMRS services from AT&T.

2. Local Usage

As part of the voice grade access to the PSTN, an ETC must provide minutes of use for local service at no additional charge to end-users. The FCC has not specified a minimum amount of local usage that an ETC must offer.¹⁵ Air Voice provides its customers with minutes of use for local service at no additional charge.

3. Access to Emergency Services

Air Voice 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. Air Voice also complies

¹⁴ *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.").

¹⁵ *See e.g., In the Matter of Federal-State Joint Board on Universal Service*, Recommended Decision 15 FCC Rcd 7331 (2002).

with the FCC's regulations governing the deployment and availability of E911 compatible handsets.

4. Toll Limitation for Qualified Low-Income Customers

In its *Lifeline and Link Up Reform Order*, the FCC stated that toll limitation would no longer be deemed a supported service.¹⁶ "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."¹⁷ Nonetheless, Air Voice'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. Air Voice's service, moreover, is not offered on a distance-sensitive basis and local and domestic long distance minutes are treated the same. Air Voice will not seek reimbursement for toll limitation service.

5. Other Services

While no longer required by 47 C.F.R. § 54.101(a), Air Voice provides dual tone multi-frequency ("DTMF") signaling to expedite the transmission of call set up and call detail information throughout the network, single party service for the duration of each telephone call and not multi-party (or "party-line") services, access to operator services, the ability to make interexchange, or long distance, telephone calls, and access to directory assistance services by dialing "411" from the provided wireless handsets.

D. Air Voice Will Advertise the Availability of Supported Services

Air Voice 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) of the FCC's regulations and the rules adopted by this Commission, and in accordance with the requirements set forth in

¹⁶ See *Lifeline and Link Up Reform Order* at ¶ 367.

¹⁷ See *Lifeline and Link Up Reform Order* at ¶ 49.

the *Lifeline and Link Up Reform Order*.¹⁸ The Company will advertise its services in a manner reasonably designed to reach those likely to qualify for Lifeline service, using mediums for outreach which may include advertisements via newspapers, direct mail, event representation, radio, and the internet.¹⁹ The Company will engage in advertising campaigns specifically targeted to reach those likely to qualify for Lifeline service, promoting the availability of cost-effective wireless services to this neglected consumer segment. Air Voice may promote the availability of its Lifeline offering by distributing brochures at various state and local social service agencies, and may partner with nonprofit assistance organizations in order to inform customers of the availability of its Lifeline service. In addition, Air Voice intends to utilize its network of retail distribution partners to help promote the availability of its Lifeline plans, especially those retail outlets that are frequented by low-income consumers. Air Voice will provide retail distributors with signage to be displayed where Company products are sold, and with printed materials describing the Company's Lifeline program.

As Governor Beshear and the Commission emphasized when proclaiming September 13-19, 2010 as "Lifeline Awareness Week", statistics suggest there are many eligible customers who are not yet aware of the programs.²⁰ As of December 31, 2010, fewer than 20% of consumers eligible for Lifeline Services in Kentucky were being provided such services.²¹ Air Voice believes that its advertising and outreach efforts detailed above will result in increased participation in the Lifeline program.

¹⁸ See *Lifeline and Link Up Reform Order* at Section VII.F.

¹⁹ See attached Exhibit C of Exhibit 3, the Company's FCC-Approved Compliance Plan, for a sample advertisement.

²⁰ See http://psc.ky.gov/agencies/psc/press/092010/0914_r02.PDF

²¹ See attached Exhibit 4, 2010 Lifeline Participation Rates by State, which was obtained from USAC, an independent not-for-profit corporation designated as the administrator of the federal Universal Service Fund by the FCC. USAC administers USF programs for high cost companies serving rural areas, low-income consumers, rural health care providers, and schools and libraries.

E. Air Voice Requests Designation Throughout Its Service Area in Kentucky

Air Voice is not a rural telephone company as defined in Section 153(37) of the Act (47 U.S.C. § 153(37)). Accordingly, the Company is required to describe the geographic area(s) within which it requests designation as an ETC. Air Voice requests ETC designation in all exchanges where its underlying carrier, AT&T, has coverage.²² Air Voice understands that its service area overlaps with rural carriers in Kentucky, but maintains that the public interest factors described herein justify its 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. Therefore, its designation 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.”²³

F. Service Commitment Throughout the Proposed Designated Service Area

Air Voice provides service in Kentucky by reselling service which it obtains from its underlying facilities-based provider. The provider's network is operational and largely built out. Thus, Air Voice will be able to commence offering its Lifeline service to all locations served by its underlying carrier very soon after receiving approval from the Commission. Air Voice commits to comply with the service requirements applicable to the support that it receives.²⁴

²² A list of wire centers in which the Company requests ETC designation is attached hereto as Exhibit 5.

²³ 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).

²⁴ See *Lifeline and Link Up Reform Order* at page 208, revised § 54.202(a)(1)(i).

G. Inapplicability of Five-Year Network Improvement Plan

As set forth in the *Lifeline and Link Up Reform Order*, 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.²⁵

H. Ability to Remain Functional in Emergency Situations

In accordance with 47 CFR §54.202(a)(2), Air Voice, through its underlying carrier, has the ability to remain functional in emergency situations. Through its agreement with AT&T, Air Voice provides to its customers the same ability to remain functional in emergency situations as currently provided by AT&T to its own customers, including access to a reasonable amount of back-up power to ensure functionality without an external power source, the ability to reroute traffic around damaged facilities, and the capability of managing traffic spikes resulting from emergency situations.

I. Commitment to Consumer Protection and Service Quality

Under FCC guidelines, an ETC applicant must demonstrate that it will satisfy applicable consumer protection and service quality standards.²⁶ The Company commits to satisfying all such applicable state and federal requirements related to consumer protection and service quality standards. Specifically, Air Voice commits to comply with the Cellular Telecommunications and Internet Association's (CTIA) Consumer Code for Wireless Service.

J. Local Usage Requirement

An applicant for ETC designation is no longer required to demonstrate that it offers a

²⁵ See *Lifeline and Link Up Reform Order* at ¶ 386.

²⁶ See 47 C.F.R. § 54.202(a)(3).

local usage plan that is "comparable" to the plan offered by the ILEC in the relevant service territory.²⁷ Nevertheless, not only will the Company's offering be comparable to the underlying ILEC plans, but it also will exceed them in several respects. Air Voice will offer customers a certain amount of service free of charge. In contrast to the ILEC plans, which contain relatively small local calling areas, Air Voice customers can use these free minutes to place calls statewide (and even nationwide) because Air Voice does not constrict customers' use by imposing a local calling area requirement. Air Voice will also provide Lifeline customers with E911 capabilities and access to voice mail, caller I.D., and call waiting features at no cost. The very nature of the wireless phone, i.e. mobility, has a tremendous benefit to many consumers, a benefit to which a monetary value cannot be easily assigned.

K. Equal Access Requirement

The FCC's Rules no longer require an applicant for ETC status to acknowledge that the FCC may require it to provide equal access to long distance carriers in the event that no other ETC is providing equal access within the service area.²⁸

L. Air Voice is Financially and Technically Capable

Air Voice is financially and technically capable of providing Lifeline-supported services.²⁹ Air Voice has been providing prepaid wireless services since 1999 and is one of the largest prepaid wireless providers in the United States. Since 1999, Air Voice has provided services to more than one million consumers. The Company is privately held, has been profitable since inception, and has no outstanding debt. Air Voice, which maintains its headquarters and customer service center in Bloomfield Hills, Michigan, has approximately 5000 retail agents throughout the

²⁷ See *Lifeline and Link Up Reform Order* at page 208, revised § 54.202(a).

²⁸ See *id.*

²⁹ See *Lifeline and Link Up Reform Order* at ¶ 387.

United States. Its key management has been with the company since 1999 and has significant technical and managerial experience providing prepaid wireless services to consumers.³⁰ The Company operates as an MVNO and, thus, also relies on the technical expertise of its underlying carrier, AT&T. Currently, Air Voice provides services to more than 150,000 prepaid (non-Lifeline) customers in more than 20 states, with its largest markets in California, Indiana, Michigan, Pennsylvania and Texas.

M. Air Voice Will Comply with Certification and Verification Requirements

Section 54.410 of the FCC's Rules requires ETCs to certify and verify a Lifeline customer's initial and continued eligibility. Air Voice will certify and verify consumer eligibility in accordance with the FCC's requirements, as revised in the *Lifeline and Link Up Reform Order*,³¹ and applicable Commission rules.

N. Air Voice Will Comply With All Regulations Imposed By The Commission

By this Petition, Air Voice hereby asserts its willingness and ability to comply with all the rules and regulations that the Commission may lawfully impose upon the Company's provision of service contemplated by this Petition. Upon Commission request, Air Voice is prepared to answer questions or present additional testimony or other evidence about its services within the state. The Company is aware that there may be an audit of the use of universal service funds and that the eligible telecommunications service designation is reviewed annually by state commissions.

IV. DESIGNATION OF AIR VOICE AS AN ETC WOULD PROMOTE THE PUBLIC INTEREST

One of the principal goals of the Act, as amended by the Telecommunications Act of

³⁰ See Exhibit 6 for key management bios.

³¹ See *Lifeline and Link Up Reform Order* at section VI.C.2(a-b).

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 Air Voice as an ETC in Kentucky will further the public interest by providing Kentucky consumers, especially low-income consumers, with low prices and high quality services. Many eligible customers in Kentucky have yet to reap the full benefits of the intensely competitive wireless market. Whether because of financial constraints, poor credit history or intermittent employment, these consumers often lack the countless choices available to most consumers.

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. Given this context, designating Air Voice as an ETC would significantly benefit low-income consumers eligible for Lifeline services in the Commonwealth of Kentucky—the intended beneficiaries of universal service.

A. Advantages of Air Voice’s Lifeline Offering

The public interest benefits of the Company’s wireless service include larger local calling areas (as compared to traditional wireline carriers), the convenience and security afforded by mobile telephone service, the opportunity for customers to control cost by receiving a preset amount of monthly airtime at no charge, the ability to purchase additional usage at flexible and affordable amounts in the event that included usage has been exhausted, 911 service and, where available, E911 service in accordance with current FCC requirements. The Company’s Lifeline customers will receive the same high-quality wireless services and exceptional customer service provided to all Company customers.

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

Air Voice's Lifeline program will provide low-income Kentucky residents with the convenience and security offered by wireless services—even if their financial position deteriorates. According to the U.S. Department of Labor Bureau, Kentucky's unemployment rate was 8.0% as of December 2012. The economic circumstances indicate that low-income individuals, now more than ever, can greatly benefit from the advantages offered by the Company's Lifeline service, thus allowing those adversely impacted by the failing economy or job loss to have access to a free wireless service to assist in emergency situations, facilitate job search efforts, and to maintain contact with family members.

It is also a commonly accepted fact that in today's market all 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 the ability to be contacted by potential employers, and provides end users with the ability to contact emergency service providers, regardless of location. Providing Air Voice with the authority necessary to offer discounted Lifeline services to those most in danger of losing wireless service altogether undoubtedly promotes the public interest.

Moreover, grant of Air Voice's Petition will serve the public interest in increasing the number of ETCs in Kentucky. By granting ETC status to Air Voice, the Commission will enable Air Voice to increase the number of Kentucky residents receiving Lifeline support, thereby increasing the amount of USF money flowing into Kentucky. In sum, ETC designation in the Commonwealth of Kentucky would enable Air Voice to provide all of the public benefits cited by the FCC in its analysis in the *Virgin Mobile Order*. Namely, Air Voice would provide "increased

consumer choice, high-quality service offerings, and mobility,”³³ as well as the safety and security of effective 911 and E911 services.³⁴

B. The Benefits of Competitive Choice

The benefits to consumers of being able to choose from among a variety of telecommunications service providers have been acknowledged by the FCC for more than three decades.³⁵ Designation of Air Voice as an ETC will promote competition and innovation, and spur other carriers to target low-income consumers with service offerings tailored to their needs and to improve their existing networks to remain competitive, resulting in improved services to consumers. Designation of Air Voice as an ETC will help assure that quality services are available at “just, reasonable, and affordable rates” as envisioned in the Act.³⁶ Introducing Air Voice into the market as an additional wireless ETC provider will allow low-income Kentucky 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 Air Voice or the Incumbent LEC operating in the same service area. Air Voice will only increase the amount of USF Lifeline funding in situations where it obtains Lifeline customers not enrolled in another ETC’s Lifeline program. By implementing the

³³ See *Virgin Mobile Order*, 24 FCC Rcd at 3395 ¶ 38.

³⁴ See *Id.* at 3391 ¶ 23.

³⁵ See, e.g., *Specialized Common Carrier Services*, 29 FCC Rcd 870 (1971).

³⁶ See 47 U.S.C. § 254(b)(1).

safeguards set forth in the *Lifeline and Link Up Reform Order*, Air Voice will minimize the likelihood that its customers are not eligible or are receiving duplicative support either individually or within their household. Significantly, the Company's designation as an ETC will not increase the number of persons eligible for Lifeline support. Air Voice'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. According to the FCC, "the additional choice and service options of another wireless reseller offering a service for low-income consumers represents a significant benefit for consumers and is in the public interest," and "A new entrant should incent existing wireless reseller ETCs to offer better service and terms to their customers, which provides additional evidence that forbearance in the context of the Lifeline program outweighs the potential costs."³⁷

V. ANTI-DRUG ABUSE CERTIFICATION

Air Voice certifies that no party to this Petition is subject to denial of federal benefits, including FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

VI. CONCLUSION

Based on the foregoing, designation of Air Voice as an ETC in the Commonwealth of Kentucky accords with the requirements of Section 214(e)(2) of the Act and is in the public interest.

WHEREFORE, Air Voice respectfully requests that the Commission promptly designate Air Voice as an ETC in the Commonwealth of Kentucky.

³⁷ See *Petition of i-wireless, LLC for Forbearance from 47 U.S.C § 214(e)(1)(A)*, Order, FCC 10-117 (rel. June 25, 2010) at ¶ 19.

Respectfully submitted this 2nd day of April,
2013.

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Attorneys for AIR VOICE WIRELESS, LLC

EXHIBIT 1

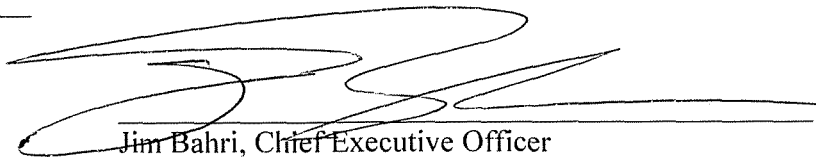
Certification of Jim Bahri, CEO of AIR VOICE WIRELESS, LLC

State of Michigan)
)
County of Oakland)

Certification

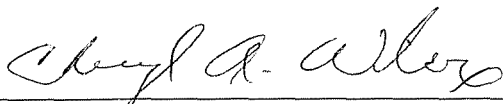
Personally appeared before the undersigned, an officer duly authorized to administer oaths, Jim Bahri, who first being duly sworn, deposes and states that he is the Chief Executive Officer of AIR VOICE WIRELESS, LLC, Applicant in this application, and has read the same and knows the contents thereof, and confirms that the statements made herein are true to the best of his knowledge and belief.

Dated: 3/4/13


Jim Bahri, Chief Executive Officer

Subscribed and sworn to before me this 4th day of March 2013.

(Notary Seal)


(Signature of person authorized to administer oath)

My Commission Expires: 1/04/2018

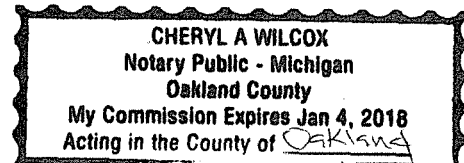


EXHIBIT 2

Proposed Lifeline Offering

250 Minute Plan

Minutes or SMS	250
Nationwide Calling	Included
Long Distance	Included
Voicemail	Included
Call Waiting	Included
3-Way Calling	Included
Call Forwarding	Included
Caller ID	Included

Additional Airtime

\$10 Refill Pin

Minutes	100
Voice Calls	\$0.10 per minute
Text Messaging	\$0.10 per message
Multimedia Messaging (MMS)*	\$0.10 per message
Data/Web*	\$0.33 per MB
International SMS	\$0.20 per outgoing message
International MMS	\$0.20 per outgoing message
International Calling	Rates vary per Country

\$20 Refill Pin (\$5 Bonus Added = \$25 worth of funds)

Minutes	250
Voice Calls	\$0.10 per minute
Text Messaging	\$0.10 per message
Multimedia Messaging (MMS)*	\$0.10 per message
Data/Web*	\$0.33 per MB
International SMS	\$0.20 per outgoing message
International MMS	\$0.20 per outgoing message
International Calling	Rates vary per Country

*Compatible phone required to use MMS and Data features

EXHIBIT 3

FCC-Approved Compliance Plan

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of the)	
)	
Telecommunications Carriers Eligible for Universal Service Support)	WC Docket No. 09-197
)	
Airvoice Wireless, LLC Petition for Forbearance from 47 U.S.C. § 214(e)(1)(A))	WC Docket No. 11-42
)	

AIRVOICE WIRELESS, LLC'S AMENDED COMPLIANCE PLAN

On March 2, 2012 Airvoice Wireless, LLC (“Airvoice” or “Company”) submitted its Compliance Plan to the Commission.¹ In the Compliance Plan, Airvoice detailed the measures it will take to implement the conditions imposed by the FCC in its Forbearance Order, released on February 6, 2012.² By this filing, Airvoice hereby further amends the Compliance Plan, providing additional information and/or clarifications. Airvoice respectfully requests expeditious approval of this plan so that it may, following designation as an ETC, provide critical Lifeline services to qualified low income customers.

BACKGROUND

The Commission’s *Order* granted Airvoice’s request for forbearance from the Section 214(e)(1)(A) requirement that a carrier designated as an ETC for purposes of federal universal service support provide services, at least in part, over its own facilities, stating Airvoice may,

¹ Airvoice filed an Amended Compliance Plan on May 16, 2012.

² *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*, Report and Order and Further Notice of Proposed Rulemaking (February 6, 2012) (“*Order*”).

after meeting certain obligations set forth in the *Order*, seek ETC designation to offer discounted services to qualified low-income consumers through the universal service Lifeline program.³

The Commission's grant of forbearance is subject to the following conditions: (a) Airvoice providing its Lifeline customers with 911 and Enhanced 911 (E911) access regardless of activation status and availability of prepaid minutes; (b) Airvoice providing its Lifeline customers with E911-compliant handsets and replacing, at no additional charge to the customer, noncompliant handsets of existing customers who obtain Lifeline-supported service; (c) Airvoice complying with conditions (a) and (b) as of the date it provides Lifeline service; and (d) Airvoice filing and the Commission approving a compliance plan that details how Airvoice will comply with obligations in the *Order*, including procedures Airvoice will follow when enrolling Lifeline subscribers and requesting reimbursement; providing marketing and other materials that will be used for the initial and ongoing customer certifications, as described in Appendix C of the *Order*; as well as other steps to safeguard against waste, fraud and abuse in the Lifeline program; describes how and where Airvoice offers the service; and, a describes Airvoice's Lifeline service plans.

A. COMPLIANCE PLAN

Airvoice Wireless commits to comply with conditions that the Commission has set forth in the *Order*, the requirements described in this Compliance Plan, and any and all laws and regulations that govern the Lifeline-supported prepaid wireless service. Airvoice, offering its

³ *Id.*

wireless services under the brand designation of “Feel Safe Wireless”, does not have a holding company, operating company or any affiliates.⁴

Airvoice has been providing prepaid wireless services since 1999 and is one of the largest prepaid wireless providers in the United States. Since 1999, Airvoice has provided services to more than one million consumers. The Company is privately held, has been profitable since inception, has no outstanding debt and is financially capable of providing Lifeline service in accordance with the Commission’s rules. Airvoice, which maintains its headquarters and customer service center⁵ in Bloomfield Hills, Michigan, has approximately 5000 retail agents throughout the United States. Its key management has been with the company since 1999 and has significant technical and managerial experience providing prepaid wireless services to consumers.⁶ The Company operates as an MVNO and, thus, also relies on the technical expertise of its underlying carrier, AT&T. Currently, Airvoice provides services to more than 150,000 prepaid (non-Lifeline) customers in more than 20 states, with its largest markets in California, Indiana, Michigan, Pennsylvania and Texas.⁷

I. Access to 911 and E911 Services

Airvoice will provide all of its Lifeline subscribers with access to emergency calling services at the time the Lifeline service is initiated. Such 911 and E911 access will be available from Airvoice handsets regardless of the status of the subscriber account or the airtime balance associated with the handset. The Company’s current practice provides access to 911 and E911

⁴ Order at ¶ 390.

⁵ The customer service center is staffed with account and technical support representatives between the hours of 10 a.m. and 10 p.m. (EST). .

⁶ Order at ¶¶ 387-388.

⁷ Order at ¶ 379.

service to the extent that these services have been deployed by its underlying carrier, AT&T. Under current practice, access to such emergency services is still made available to subscribers whether their account is active, suspended, terminated, or has reached the minimum required airtime balance.

II. E911-Compliant Handsets

Airvoice will ensure that all handsets shipped to Lifeline service subscribers will be E911-compliant. All of the Company's mobile devices are 911 and E911-compliant. In the event that an existing subscriber has a noncompliant handset, the Company will immediately replace such device with an E911-compliant handset at no additional charge to the subscriber.

III. Certification of Lifeline Customers' Eligibility

A. Policy

Airvoice will comply with all certification and verification requirements for Lifeline eligibility by states where it is designated as an ETC. In states where there are no state imposed requirements, Airvoice will comply with the certification and verification procedures in effect in that state as reflected on the website of the Universal Service Administration Company. For any states which do not mandate Lifeline support and/or which do not have established rules of procedure in place, Airvoice will certify at the outset and will verify annually consumers' Lifeline eligibility in accordance with the Commission's requirements.

B. Certification Procedures

Airvoice will implement certification procedures that enable consumers to demonstrate their eligibility for Lifeline assistance by contacting Airvoice in person or via telephone, facsimile, or the Internet. At this time, approximately 80% of Airvoice's new customers apply for the benefit in person. Airvoice anticipates that 95% of its Lifeline customers will apply for

the benefit in person. The Application Form, attached as Exhibit A, is the same for each form of contact.

Airvoice's application form for its wireless service will identify that it is a "Lifeline" application. The application will indicate that Lifeline service is a government benefit, nontransferable and limited to one line per household (as defined therein). The Lifeline application form will require the provision of certain customer information, including, name, date of birth, last four digits of social security number or Tribal government identification number, permanent or temporary residential address (no P.O. boxes), billing address if different from the residential, telephone number and e-mail address (if available). The application form will list each of the qualifying federal and state programs and the applicant will be required to attest, with a checkmark, any program(s) in which they participate and provide proof of program participation.⁸ Alternatively, the applicant may elect to certify under penalty of perjury that their household income does not exceed the relevant threshold (e.g., 135% of the Federal Poverty Guidelines ("FPG") for federal default states). This election will require applicants to indicate the number of individuals in their household and provide proof of income-based eligibility.⁹

In addition, the Lifeline application form will include a certification section where the applicant must certify and sign under penalty of perjury that, among other statements, 1) the

⁸ Program eligibility may be demonstrated through the provision of "(1) the current or prior year's statement of benefits from a qualifying state, federal or Tribal program; (2) a notice letter of participation in a qualifying state, federal or Tribal program; (3) program participation documents (e.g., the consumer's Supplemental Nutrition Assistance Program (SNAP) electronic benefit transfer card or Medicaid participation card (or copy thereof); or (4) another official document evidencing the consumer's participation in a qualifying state, federal or Tribal program." In certain states, program eligibility may be confirmed through query of available databases. *Order* at ¶ 101.

⁹ *Id.* Income eligibility may be demonstrated through the provision of "prior year's state or federal tax return, Tribal tax return, current income statement from employer, paycheck stub, Social Security or Veterans Administration statement of benefits, retirement/pension statement of benefits, Unemployment/Workmen's Compensation statement of benefits, federal or Tribal notice letter of participation in General Assistance or a divorce decree, child support award or other official documentation containing income information."

applicant's representations are true and correct, 2) the applicant acknowledges that providing false or fraudulent information to receive Lifeline benefits is punishable by law, 3) the applicant participates in one or more of the eligible federal and state programs or has an income below the FPG, 4) their household will receive Lifeline-supported service only from Airvoice¹⁰, 5) that the applicant will be required to recertify eligibility annually and 6) the applicant understands, and consents to, that certain applicant information will be provided to the Lifeline benefit administrator. Penalties for perjury will be clearly-stated on the certification form, as required by the *Order*. Airvoice's Lifeline application will include, among others, the following certifications:

The information contained in my application is true and correct to the best of my knowledge and I acknowledge that willfully providing false or fraudulent information to receive Lifeline benefits is punishable by law and may result in my being barred from the program.

Initial Here

I am a current recipient of the program indicated above, or have an annual income at or below 135% of the Federal Poverty Guidelines, and I have provided the documentation of eligibility.

Initial Here

I certify that no other member of my household is receiving a Lifeline supported service from any other landline or wireless company such as Assurance, Safelink or Reachout Wireless.

Initial Here

I understand that my Feel Safe Lifeline service is non-transferrable. I may not transfer my service to any individual, including another eligible low-income consumer.

Initial Here

¹⁰ In situations where there are multiple households sharing an address, the applicant must complete a separate document which includes "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..., and (4) the penalty for a consumer's failure to make the required one-per-household certification." *Order* at ¶ 78.

I acknowledge, and consent to, that certain information including my name, date of birth, last four digits of my social security number or Tribal government identification number, temporary, permanent and billing address, telephone number and e-mail address will be provided to Lifeline administrator.

Initial Here

Applicant's Signature: _____ Date: _____

Certification is good for up to one (1) year from the date of signing. This certification must be updated annually to avoid program termination.

Consumers will be signed up in person through retail agents or directed, via company literature, collateral or advertising, to a toll-free telephone number and to Airvoice's website. The website will contain a link to information regarding the Company's Lifeline service plans, including a detailed description of the benefit and the program and income eligibility criteria. Airvoice will have direct contact with all customers applying for Lifeline service, either in person through its employees, agents or representatives, via the Company's website, via the telephone (including facsimile) or mail. Airvoice will provide Lifeline-specific training to all personnel, whether employees, agents or representatives at authorized locations, that interacts with actual or prospective consumers with respect to obtaining, changing or terminating its Lifeline services. Airvoice understands and acknowledges its responsibility for the acts and omissions of its employees, agents and representatives.¹¹ As such, Airvoice will only enroll applicants at retail locations at which Airvoice has an agency agreement with the retailer. Airvoice will require all agent retailers to have all employees responsible for lifeline enrollment complete the standard Airvoice representative training. By establishing these agency agreements

¹¹ Order at ¶110.

with all retail outlets, Airvoice meets the “deal directly” requirement adopted in the TracFone Forbearance Order.

In retail settings, consumers will interact with one or more of Airvoice’s Lifeline trained agents or representatives (collectively the “AAR”). The AAR will provide the applicant with printed information describing Airvoice’s Lifeline program, including eligibility requirements and enrollment instructions. The AAR will also verbally explain the Lifeline benefit (a non-transferable government benefit, limited to one-per-household) and the qualification (income or program based), documentation (i.e. government issued identification, proof of program eligibility, address, three months of pay stubs, tax returns, benefit statements etc.) and certification requirements (i.e. penalty of perjury, one-per-household etc.) of the program. Once the AAR has determined that the applicant is a candidate for Lifeline service, the applicant will be asked to provide one form of government issued identification (driver’s license, identification card, or passport)¹² and to complete the Lifeline application.¹³ The AAR will review the application and all supporting documentation. The AAR will confirm if the applicant or any other individual at the stated address, as confirmed and sanitized by the Melissa Data program, is currently receiving Lifeline service from Airvoice. The applicant’s name, address, DOB and last four digits of social security number are also crosschecked against any other providers serviced

¹² A copy of the identification will be retained by Airvoice if the applicant is approved for service.

¹³ Airvoice employs two real time software programs during the application process. Specifically, Airvoice utilizes the Melissa Data program to validate the residential address provided by the applicant. <http://www.melissadata.com/> (retrieved May 15, 2012). The BeQuick Fusion program allows Airvoice to crosscheck for duplicates within Airvoice’s existing customer database and to establish customer accounts in real time. <http://www.bqsoft.com/2012/05/1455/> (retrieved May 15, 2012). Additionally, Airvoice has engaged CGM, LLC, a software firm servicing telecom providers. <http://www.cgmlc.net/> (retrieved May 15, 2012).

by CGM, LLC.¹⁴ The AAR will also review any available federal or state databases to determine if the applicant is receiving a Lifeline benefit from another provider. If the applicant is not currently receiving a Lifeline benefit, the application will be approved, a customer account will be created immediately (via BeQuick), and the applicant will be provided with a handset. The AAR will guide the customer through the activation of the handset and completion of the initial outgoing call.

To complete the enrollment, an AirVoice quality assurance manager (AQAM) will independently review each application, and all documentation supporting identity and eligibility within the CGM enrollment application review queue. The CGM review queue will allow the AQAM to view and confirm the captured image of the government issued ID and the proof of eligibility documentation, assuring that they match the information entered on the enrollment form. Once the AQAM has verified the enrollment, the image of proof of eligibility will be deleted. Only enrollments that successfully complete this two-step process (AAR and AQAM) will be submitted for reimbursement. This ensures that an Airvoice employee directly oversees and finalizes every Lifeline enrollment.

Customers who do not complete the application process in person must return the signed application and copies of supporting documentation to the Company by mail, fax, email or other electronic transmission. The Company will accept electronic signatures that meet the requirements of the Electronic Signatures in Global and National Commerce Act, 15 USC 7001-7006, and any applicable state laws and may verify signatures via interactive voice response systems. Processing of consumers' applications, including review of all application forms,

¹⁴ Additionally, Airvoice has engaged CGM, LLC, a software firm servicing the billing needs of telecom providers. <http://www.cgmlc.net/> (retrieved May 15, 2012).

crosschecking all databases and relevant documentation, will be performed under Airvoice's supervision by personnel experienced in the administration of the Lifeline program. Airvoice will ensure that all required documentation is taken care of properly by using, when available, state-specific compliance checklists. Once the application has been approved, a handset will be mailed, requiring a signature upon delivery, to the applicant at their residential address. The applicant must contact Airvoice customer service to confirm receipt of the handset, and provide last four digits of Social Security number as proof of identity, prior to having handset activated.

The application process for applying for a Lifeline benefit via telephone is similar to the retail setting described above. Applicants will be informed by an ACSR of the qualification, documentation and certification requirements for the Lifeline benefit and may be directed to the Company's website for additional information. The ACSR will employ a script similar to that provided hereto as Exhibit B. The ACSR will determine, based on the applicant's responses and a crosscheck of all databases, if they qualify for the Lifeline benefit. If the applicant qualifies for the Lifeline benefit, they will be obligated to provide (via facsimile, email, text or U.S. mail) copies of the supporting documentation prior to final approval for service.¹⁵ Upon final approval, a handset will be mailed, requiring a signature upon delivery, to the applicant at their residential address. The applicant must contact Airvoice customer service in order to confirm receipt of the handset. Customer service will assist in the activation of the handset and completion of the initial outgoing call. In the event the applicant does not qualify, the ACSR will explain the reason for denial of service.

¹⁵ In the future, the conversation between the ACSR and the applicant, specifically the applicant's responses to the certification statements, may, in some instances, may be recorded, through the use of an interactive voice response system ("IVR"), as supporting documentation.

The online application process requires an applicant to review the qualification, documentation and certification requirements as they move through progressive screens on the Company's website. The website will provide in clearly written and easily distinguishable language all the requisite information defined in the *Order*, including but not limited to, that Lifeline is a non-transferable government benefit, limited to one-per-household, with household clearly defined, requires supporting documentation and ongoing recertification obligations and is subject to penalties and imprisonment for fraud. Hereto, the applicant will be required to submit copies of supporting documentation to the Company prior to the receipt of a handset and provision of service. Once the applicant's application has been approved, a handset will be mailed, requiring a signature upon delivery, to the applicant at their residential address. The applicant must contact Airvoice customer service in order to confirm receipt of the handset. Customer service will assist in the activation of the handset and completion of the initial outgoing call. In the event the applicant does not qualify, Airvoice will notify the applicant in writing regarding the reason for denial of service.

Airvoice shares the Commission's concern about abuse of the Lifeline program and is thus committed to the safeguards stated herein, with the belief that the procedures it will implement will prevent Airvoice customers from engaging in such abuse of the program, inadvertently or intentionally. As indicated above, and prior to initiating service for a customer, the Company will confirm the identity, residential address and program eligibility of each applicant. Prior to requesting a subsidy, Airvoice will process and validate Airvoice's subsidy data and confirm that each consumer's handset has been activated and is in use to prevent: (1) Duplicate Same-Month Lifeline Subsidies ("Double Dip," i.e., any household that is already receiving a Lifeline subsidy from Airvoice will be automatically prevented from receiving a

second lifeline subsidy in that same month); and (2) Inactive lines receiving subsidy (i.e., systems compare all subsidy requests to underlying network status to ensure that subsidies are requested only for active lines).

Notwithstanding the foregoing with respect to program or income eligibility, for states that require Airvoice to enroll subscribers identified by the state or as eligible in a state or federal database, Airvoice may continue to rely on the state or federal identification or database. Where Airvoice can access a state or federal database to make determinations about customer eligibility, the Company is not required to obtain further documentation but will note in its records what data was relied upon to confirm the customer's eligibility for Lifeline and the date it reviewed such data. Where a state agency or third-party administrator is responsible for the initial determination of eligibility, Airvoice will rely on the state identification or database.

C. Annual Verification Procedures

As required by the Commission's *Order*, Airvoice will require every consumer enrolled in the Lifeline program to verify on an annual basis that they 1) continue to be eligible for Lifeline service, 2) only receive Lifeline service from Airvoice, and 3) to the best of his or her knowledge, no one else at the subscriber's household is receiving a Lifeline supported service.¹⁶ Airvoice will re-certify the eligibility of its Lifeline subscriber base (if any) as of June 1, 2012 by the end of 2012 and report those results to USAC by January 31, 2013. Airvoice will notify each participating Lifeline consumer prior to their service anniversary date that they must confirm their continued eligibility in accordance with the applicable requirements. This notification will

¹⁶ Airvoice customer service representatives are available, toll free, to respond to any questions (including recertification and status changes) and requests for de-enrollment. Additionally, de-enrollment may be requested in person at any of Airvoice's retail agent locations.

be mailed via the U.S. Postal Service to the address the subscriber has on record with Airvoice. Airvoice will also notify customers in advance of their anniversary date via a free text message. The mailed notice will explain the actions the customer must take to retain Lifeline benefits, when Lifeline benefits may be terminated, and how to contact Airvoice to complete the verification. Customers will have 30 days to complete the form, certify under penalty of perjury that they continue to be eligible for Lifeline service, receive Lifeline service only from Airvoice, and return the form to Airvoice by mail. Anyone who does not respond to the mailing, certifying their continued eligibility, will be removed from the Lifeline program. Certification may also be obtained through an IVR system or a text message. In states where a state agency or third party has implemented a database that carriers may query to re-certify eligibility, the Company will query the database and maintain a record of what data was used to re-certify eligibility and the date of re-certification.

Currently, customers will be required to complete the verification process by mail; however, Airvoice may offer additional options, such as web-based methods, in the future. Such verification will be required in order for the consumer to continue to receive free Lifeline service or to purchase prepaid airtime from the Company at the discounted rate only available to those customers who are enrolled in its Lifeline program. The Company will notify subscribers in writing of service termination for not responding to the annual certification within 30 days. Anyone who does not respond has 30 days to demonstrate that his or her Lifeline service should

not be terminated; or will otherwise be de-enrolled within five days following the 30-day recertification period.¹⁷

IV. Additional Measures to Prevent Waste, Fraud, and Abuse

A. Non-usage Policy

Airvoice will implement a non-usage policy whereby it will identify Lifeline customers that have not used the Company's Lifeline service for 60 days, and cease to claim Lifeline reimbursements for such customers if they do not use their service within a 30-day grace period following the initial 60-day non-usage period. Specifically, if no usage appears on an Airvoice Lifeline customer's account during any continuous 60-day period, Airvoice will promptly notify the customer that the customer is no longer eligible for Airvoice Lifeline service subject to a 30-day grace period. During the 30-day grace period, the customer's account will remain active, but Airvoice will engage in outreach efforts to determine whether the customer desires to retain 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, sending a text message and/or adding money to the account), Airvoice will deactivate Lifeline services for that customer.¹⁸ In addition, Airvoice will not seek to recover a Federal Universal Service Fund subsidy for the minutes provided to the customer during the grace period or thereafter report that customer on its USAC Form 497 unless the customer reinitiates service.

¹⁷ As indicated in Section IV (C), Airvoice will update the requisite databases within one day of de-enrollment. Additionally, the Company will provide de-enrollment information (in month-to-month detail) to the Commission on an annual basis. *Order* at ¶ 206.

¹⁸ *Id.*

B. Customer Education with Respect to Duplicates

To supplement its verification and certification procedures, and to better ensure that customers understand the Lifeline service restrictions with respect to duplicates, Airvoice will implement measures and procedures to prevent duplicate Lifeline benefits being awarded to the same household. These measures entail additional emphasis in written disclosures as well as live due diligence.

- a) Call Center Scripts – Airvoice will emphasize the “one Lifeline phone per household” restriction through its interaction with the potential customer at the call center. (See Exhibit B)
- b) Marketing, Advertising and Website Content – Airvoice, in its marketing materials, will reinforce the limitation of one Lifeline phone per household. The following statement will appear in conspicuous place in bold font in an offsetting color, minimum 10 point font, to ensure it is not overlooked. (See Exhibit C – sample marketing materials).

Note: LIMIT ONE LIFELINE PHONE PER HOUSEHOLD (Either Wireline or Wireless Service).

This statement will also appear on the company’s website during the customer information/education cycle. At the point on its website when a customer inputs his/her zip code to verify that Airvoice offers service in their area, Airvoice would display the above message in the section where the website explains the service.

C. Cooperation with state and federal regulators

Airvoice has and will continue to cooperate with federal and state regulators to prevent waste, fraud and abuse, including:

- Providing state commissions (PUC), the FCC or USAC upon request with data that will enable that state, the FCC or USAC to determine whether some consumers are enrolled in more than one Lifeline program. Specifically, Airvoice agrees to make available state-specific customer data, including name and address, upon request to each state PUC where it operates, the FCC or USAC for the purpose of permitting the PUC, FCC or USAC to determine whether an existing Lifeline customer receives Lifeline service from another carrier, and will participate in such a duplicate resolution process, provided that costs for participation are reasonable or defrayed through the universal service contribution mechanisms;
- Promptly investigate any notification that it receives from a state PUC, the FCC or USAC that one of its customers already receives Lifeline service from another carrier;
- Immediately deactivate a customer's Lifeline service and no longer report that customer on USAC Form 497 if Airvoice's investigation, a state, the FCC or USAC concludes that the customer receives Lifeline services from another carrier in violation of the Commission's regulations and that Airvoice's Lifeline service should be discontinued such as a de-enrollment notification pursuant to the FCC's June 17, 2011 Report and *Order* (Section III, B.).
- Airvoice agrees to comply with all certification requirements when submitting for reimbursements from USAC.¹⁹

V. Lifeline Rate Plans

Airvoice offers the following rate plan, which is free to eligible Lifeline subscribers.²⁰

¹⁹ See, for example, *Order* at ¶¶ 125-128.

250 Free Minutes and a Free Phone: This plan includes a phone plus 250 free voice minutes.

Unused minutes expire at the end of the last day of their cycle. The account is then automatically replenished with the next month's 250 free voice minutes. If a subscriber runs out of minutes, they have the option to purchase additional voice minutes billed at \$.10 per minute. This plan includes nationwide coverage, voice mail, call waiting, three way calling, call forwarding and Caller ID. There is no additional charge for toll calls. Calls to 911 and Airvoice customer care are free. Lifeline customers also have the option, for an additional fee, to purchase the text and data plans that are available to all Airvoice customers.

VI. Geographic Service Area

Airvoice expects to apply for ETC status in the following states and to provide service to Lifeline eligible residents: Michigan, Wisconsin, Texas, Pennsylvania, California and the 10 Federal Jurisdiction States.

²⁰ Order at ¶ 390.

CONCLUSION

Airvoice submits that this amended Compliance Plan fully satisfies the conditions set forth in the Commission's *Order* granting forbearance to the Company. The aforementioned policies and procedures are in place to safeguard against misuse of the Company's Lifeline services, as well as to prevent waste, fraud, and abuse of the Lifeline program. Airvoice's procedures also ensure public safety by ensuring access to 911 and E911 services. Consequently, Airvoice respectfully requests that the Commission expeditiously approve this Compliance Plan so that Airvoice may begin providing the benefits of much-needed Lifeline service to qualifying low-income consumers.

Respectfully submitted,

AIRVOICE WIRELESS, LLC

/s/

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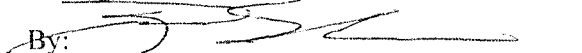
Its Counsel

December 7, 2012

VERIFICATION

I hereby verify that I have read the foregoing Airvoice Wireless, LLC Amended Compliance Plan; and that to the best of my knowledge, information and belief the information stated therein is true and accurate.

Airvoice Wireless, LLC

By: 

Title: CEO JIM BAHRI

Exhibit A

LIFELINE APPLICATION

FEEL SAFE WIRELESS LIFELINE APPLICATION



This signed authorization is required in order to enroll you in the Lifeline Program in your state. This authorization is only for the purpose of verifying your participation in these programs and will not be used for any other purpose. Service requests will not be processed until this form has been received and verified by our Company.

Things to know about the Lifeline Program:

1. Lifeline is a Federal Benefit.
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 who live together at the same address and share income and expenses.

Applicant Information:

First Name: _____ MI: _____ Last Name: _____ Date of Birth: Month (DOB) ____ Day ____ Year ____

Social Security Number (SSN – last four digits only) Or Tribal ID #: _____ Contact Telephone Number: _____

Residence Address (No P.O. Boxes, Must be your principal address): This address is Permanent Temporary Multi-Household

_____ Apt/Floor/Other _____ City: _____ State _____ Zip Code: _____

Billing Address (May Contain a P.O. Box)

_____ Apt/Floor/Other _____ City: _____ State: _____ Zip Code: _____

I hereby certify that I participate in at least one of the following programs: (Check all that apply)

- _____ Supplemental Nutrition Assistance Program (SNAP)
- _____ Supplemental Security Income (SSI)
- _____ Federal Public Housing Assistance
- _____ Low-Income Home Energy Assistance Program (LIHEAP)
- _____ National School Lunch Program
- _____ Temporary Assistance for Needy Families (TANF)
- _____ Medicaid

FOR OFFICE USE ONLY:
Company Representative: _____
Documentation Verified: _____
Representative Signature: _____
Date: _____
Is this a multi-family dwelling? _____

_____ I certify that my household income is at or below 135% of the Federal
(Initial Here) Poverty Guidelines (FPG). There are _____ individuals in my household.

You must provide documented proof of your participation in the above programs or your income.

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

- _____ 1. The information contained in my application remains true and correct to the best of my knowledge and I acknowledge that willfully providing false or fraudulent information to receive Lifeline benefits is punishable by law and may result in me being barred from the program.
- _____ 2. I am a current recipient of the program checked above, or have an annual household income at or below 135% of the FPG.
- _____ 3. I have provided documentation of eligibility if required to do so.
- _____ 4. I understand that I and my household can only have one Lifeline supported telephone service. Feel Safe Wireless has explained the one-per household requirement. I understand that violation of the one-per household requirement constitutes a violation of the FCC's rules and will result in my de-enrollment from the Lifeline Program, and could result in criminal prosecution by the United States Government.
- _____ 5. I attest to the best of my knowledge, that I and no one in my household is receiving a Lifeline supported service from any other land line or wireless company such as Assurance, Safelink or Reachout Wireless.
- _____ 6. I understand my Feel Safe Wireless Lifeline service is non-transferable. I may not transfer my service to any individual, including another eligible low-income consumer.
- _____ 7. I understand that if my service goes unused for sixty (60) days, my service will be suspended and subject to a thirty (30) day period during which I may use the service or contact Feel Safe Wireless to confirm that I want to continue receiving their service.
- _____ 8. I will notify Feel Safe Wireless within thirty (30) days if I no longer qualify for Lifeline. I understand this requirement and may be subject to penalties if I fail to notify my phone company. Specifically, I will notify my company if:
 - a. I cease to participate in the above federal or state program, or my annual household income exceeds 135% of the Federal Poverty Guidelines.
 - b. I am receiving more than one Lifeline supported service
 - c. I no longer satisfy the criteria for receiving Lifeline support
- _____ 9.) I will notify Feel Safe Wireless within thirty (30) days of moving. Additionally, if my address listed above is a temporary address, I understand that I must verify my address with Feel Safe Wireless every ninety (90) days. If I fail to respond to Feel Safe Wireless' address verification attempts within thirty (30) days, my Feel Safe Wireless Lifeline service may be terminated.
- _____ 10. Feel Safe Wireless has explained to me that I am required each year to re-certify my continued eligibility for Lifeline. If I fail to do so within thirty (30) days, it will result in the termination of my Feel Safe Wireless Lifeline service.
- _____ 11. I acknowledge, and consent to, that certain information, including my name, DOB, last four digits of SSN or Tribal government identification number, address, telephone number and e-mail will be provided to the Lifeline Administrator for purposes of determining duplicate services.

Applicants Signature

Date

Certification is good for up to one (1) year from the date of signing. This certification must be updated annually to avoid program termination.

Exhibit B

CALL CENTER SCRIPTS

1. Thank you for calling Airvoice Wireless, how may we assist you today?
2. I will be able to assist you in the enrollment process. I will need to ask you some questions to get started. Is that ok?
3. Is there anyone currently residing in the home that is receiving Lifeline benefits for wireless or home phone service from any other companies such as Assurance, Safelink or Reachout Wireless? Is this individual part of your household [explain definition of "household"¹⁹]?

If no, proceed to #4.

If yes, Lifeline service is only available to one person per residence. If you would like to receive Lifeline service from Airvoice Wireless, please contact your current Lifeline provider and cancel the service. Once you cancel that service, please contact us to set up your Airvoice Wireless service. Or you must separately certify, in writing (use USAC form), that those individuals do not contribute income to your household OR share your household expenses.

4. Now sir/ma'am in order to receive the Airvoice Wireless Lifeline service, you must be enrolled in select government assistance programs. Are you currently participating in any government assistance programs? If, so, which one? Or is your income 135% below the Federal Poverty Guide Lines? If yes, proceed to #5.
5. Participating in the [**insert program here**] program enables you to receive the Airvoice Wireless Lifeline service. The Airvoice Wireless Lifeline service will provide you with a free wireless phone and 250 monthly voice minutes.
6. *(Enrollment Representative takes customer's information and checks against database, prior to entering the enrollment process)*
 - May I please have your first name?
 - Middle Initial (optional)
 - May I please have your last name?
 - May I please have your mailing address? (must be residential, not PO Box)

¹⁹ A "household" is any individual or group of individuals who are living together at the same address as one economic unit. A household may include related and unrelated persons. An "economic unit" consists of all adult individuals contributing to and sharing in the income and expenses of a household. *Order at ¶74.*

- Is your billing address the same? If not, please provide your billing address.
- May I please have your contact phone number, if available?
- May I please have your email address?
- What are the last 4 digits of your social security number or your Tribal government identification card number? This is required to check the status on your application and for security verification purposes.
- What is your date of birth? This is also required for verification purposes.
- What is the government assistance program from which you receive assistance?
Proceed to #7.

7. Now that we have verified all of your information, we can complete your enrollment. In order to do so:

(At this point the Enrollment Representative will ask self-certification questions in 3 parts to ensure the customer understands)

8. DO YOU CERTIFY UNDER PENALTY OF PERJURY THAT THE INFORMATION CONTAINED WITHIN THIS APPLICATION IS TRUE AND CORRECT TO THE BEST OF HIS OR HER KNOWLEDGE AND THAT NO OTHER MEMBER IN YOUR HOUSEHOLD CURRENTLY RECEIVES LIFELINE ASSISTANCE?

- Customer must answer YES to continue.

9. DO YOU UNDERSTAND THAT YOU MAY BE REQUIRED TO VERIFY YOUR CONTINUED ELIGIBILITY FOR AIRVOICE WIRELESS SERVICE AT ANY TIME? FAILURE TO VERIFY ELIGIBILITY WILL RESULT IN TERMINATION OF AIRVOICE WIRELESS SERVICE. IN THE FUTURE, IF YOU ARE NO LONGER ELIGIBLE TO RECEIVE BENEFITS FROM AT LEAST ONE OF THE QUALIFYING STATE OR FEDERAL ASSISTANCE PROGRAMS OR YOUR INCOME EXCEEDS MORE THAN 135% OF THE FEDERAL POVERTY GUIDELINES, AS PREVIOUSLY EXPLAINED TO YOU, YOU WILL NOTIFY AIRVOICE WIRELESS WITHIN THIRTY (30) DAYS.

- Customer must answer YES to continue

10. DO YOU UNDERSTAND THAT IF APPROVED FOR LIFELINE SERVICE, YOUR PERSONAL INFORMATION, INCLUDING NAME, DATE OF BIRTH, LAST FOUR DIGITS OF YOUR SOCIAL SECURITY NUMBER OR TRIBAL IDENTIFICATION CARD NUMBER, ADDRESS, WILL BE PROVIDED TO THE LIFELINE PROGRAM ADMINISTRATOR FOR PURPOSES OF DETERMINING DUPLICATE SERVICES.

- Customer must answer YES to continue

11. DO YOU ACKNOWLEDGE THAT PROVIDING FALSE OR FRAUDULENT DOCUMENTATION IN ORDER TO RECEIVE ASSISTANCE IS PUNISHABLE BY LAW AND THE PENALTIES OF PERJURY INCLUDE MONETARY FINES AND POTENTIAL IMPRISONMENT

- Customer must say YES to continue

If at any point, the customer says “No” to the self-certification questions, the Enrollment representative will explain that the customer does not qualify for the Airvoice Wireless Lifeline program.

Exhibit C

MARKETING MATERIALS

Additional Airtime

**FEEL SAFE
REFILL PIN
\$10**

Minutes or SMS	100
Voice Calls	\$0.10 per Minute
Text Messaging	\$0.10 per Message
Multimedia Messaging (MMS)*	\$0.10 per Message
Data/Web*	\$0.33 per MB
International SMS	\$0.20 per Outgoing Message
International MMS*	\$0.20 per Outgoing Message
International Calling	Rates vary per Country

**FEEL SAFE
REFILL PIN
\$20**

**(\$5 BONUS ADDED)
\$25 worth of funds**

Minutes or SMS	250
Voice Calls	\$0.10 per Minute
Text Messaging	\$0.10 per Message
Multimedia Messaging (MMS)*	\$0.10 per Message
Data/Web*	\$0.33 per MB
International SMS	\$0.20 per Outgoing Message
International MMS*	\$0.20 per Outgoing Message
International Calling	Rates vary per Country

Compatible Phone required to use MMS and Data Features

Qualifying for FEEL SAFE WIRELESS is Easy! Just make sure you meet the following eligibility requirements and you will be able to receive your FREE FEEL SAFE WIRELESS phone with 250 FREE MONTHLY voice minutes:

1. Limit one Lifeline phone per household (either wireline or wireless service).
2. FEEL SAFE WIRELESS Lifeline benefits are available to consumers who use any of the following government assistance programs or have an income that is at or below 135% of the Federal Poverty Guidelines (FPG).

Food Stamps
Medicaid
Federal Public Housing Assistance- Section 8
National School Free Lunch Program
Bureau of Indian Affairs Programs
Supplemental Social Security- SSI
Temporary Assistance to Needy Families- TANF
Low Income Home Energy Assistance Program- LIHEAP

Proof of Participation or Household Income is required to get service. In order to maintain your Lifeline Service, you must verify your enrollment information annually.

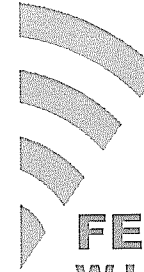
3. Lifeline is a government benefit program, and consumers who willfully make false statements in order to obtain the benefit can be punished by fine or imprisonment or can be barred from the program. Lifeline Service is Non-Transferable.

Note: Programs vary by state. Please visit FeelSafeWireless.com for complete details.

In order to maintain your Lifeline Service, you must verify your enrollment information annually.

AVAILABLE FEATURES

- 911/E911 Access
- Voicemail Account
- Caller ID
- Call Waiting
- 3 Way Calling
- Text Messaging
- Call Forwarding
- Free Calls to Customer Service



**FEELSAFE
WIRELESS**

Brought to you by
AIRVOICE
wireless

**FREE
PHONE
with 250
FREE
minutes every
month**

**LIMIT ONE LIFELINE
PHONE PER HOUSEHOLD**
Either Wireline or Wireless Service

On The Most Reliable GSM Network
1-877-247-7799
FeelSafeWireless.com

How to Use Your Features

Customer Service

Dial 611 SEND from your mobile phone or 1-877-247-7799 from any other phone to get connected to Customer Service

411 Dialing

Dial 1800FREE411 at anytime to get directory assistance services for regular airtime charges! Simply dial the toll-free number, say where you are and what you are looking for, and get connected. It's that simple!

To Set Up your Voicemail

1. From wireless phone, dial your cellular number or press and hold the "1" key.
2. The system will ask you to enter your personal pass code (think of any easy number to remember for a pass code and enter it when prompted).
3. The system will prompt you to record your own personal greeting or select a standard greeting.

To Listen to your Messages

1. Dial your wireless phone number from your wireless phone or any other touch-tone phone or press and hold the "1" key.
2. Press * to interrupt the greeting.
3. Enter your pass code
4. The system will automatically play the new voice messages

Call Waiting

Call waiting allows you to answer a second call while another call is in progress. To use Call Waiting:

1. Press SEND to answer the second call
2. To alternate between calls, continue to press SEND

Caller ID

Caller ID shows you the phone number of most incoming calls. If you don't want to answer your wireless phone and you have voicemail, you can let the incoming call roll to your Voicemail Box. Caller ID works whenever your phone is powered on. It even works when Call Waiting alerts you of an incoming call.

Three-Way Calling

This service lets another person join a call to make a three-way conversation. To setup Three-Way Calling:

1. Dial the 10 digit phone number of the third party, while the original party is on the phone.
2. Press SEND, which dials the third party and puts your original call on hold.
3. To establish the three-way call, press SEND again after the third party answers.
4. If the third party is busy or does not answer, press SEND once to disconnect the third party.
5. To disconnect from the third party in a three-way call, press SEND once.
6. To disconnect from the original party in the three-way call, the original party must hang up.
Airtime charges will apply for all calls when using this feature.

Call Forwarding

With Call Forwarding, all your incoming calls will be forwarded to the phone number you specify.

To Activate Call Forwarding:

1. Scroll through the menu and select Settings
2. Scroll Down and select Call Settings or Call Manager
3. Select Voice Calls
4. Select Always Forward
5. Select Activate
6. Select OK
7. Enter the 10 digit number to forward all calls to and select OK
8. Call Forwarding will remain active until you deactivate the feature

To Deactivate Call Forwarding:

1. Scroll through the menu and select Settings
2. Scroll down and select Call Settings or Call Manager
3. Select Voice Calls
4. Select Always Forward
5. Select Cancel
6. Select OK

Text Messaging (SMS)

Text Messaging (SMS) allows you to send or receive short alphanumeric messages (up to 150 characters in length) using your wireless phone. Text messaging service also includes e-mail and web-based messaging. Your unique e-mail address is your 10 digit wireless number@txt.att.net For Example: If your number is (555)123-4567, your e-mail address is 5551234567@txt.att.net

Multimedia Messaging (MMS)*

Multimedia Messaging allows you to send or receive messages that include media such as pictures, videos or sounds using your wireless phone. Use of this feature requires an MMS compatible phone as well as the appropriate MMS feature on your Feel Safe Wireless account. You can exchange Multimedia messages with any compatible phone by addressing the message to your recipient's 10-digit mobile number. You can also send Multimedia Messages to email addresses. Multimedia messages sent to non-MMS capable phones will be delivered as a text message instructing the recipient on how to view the message online.

Mobile Web (Data)*

The Mobile Web or Data provides you with Internet Access on your mobile device. Use of this feature requires a Data compatible phone as well as the appropriate Data Feature on your Feel Safe Wireless account. Please note, although you may attempt to view any webpage using your mobile phone, not all websites are formatted for mobile devices. You may experience delays as well as the inability to access certain websites when using the internet on your mobile phone.

*A \$10 or \$20 Feel Safe Wireless Refill card and a Compatible handset are required to use these features.

Feel Safe Wireless Terms of Service

1) Service Availability: Service is available only if you are within the Feel Safe Wireless GSM coverage area. Service may be interrupted due to system capacity limitations and system repairs or modifications. Service is subject to limitation or interruption caused by weather, terrain, obstructions such as trees or buildings and other conditions. Feel Safe Wireless is not responsible for time lost or days lost for interruption of service caused by above mentioned. There will be no credits or refunds issued for any reason. 2) Use of Device: Only Certified & Approved Unlocked 850/1900 MHz GSM phones are compatible with Feel Safe Wireless service. 3) Right to Terminate Service: We reserve the right to cancel, interrupt or restrict service to your number, without notice if we suspect fraudulent, illegal or abusive activity, abnormally high amounts of usage, failure to maintain an appropriate account balance for applicable charges, for harassing our employees and/or harassing other Airvoice customers. Some examples of fraudulent activity include Traffic Pumping and Spam Messaging. We reserve the right to cancel accounts for fraudulent activity based on voice calls, SMS, MMS and data usage. 4) Release of information: Feel Safe Wireless may release information about your account when we believe release is appropriate to comply with the law (i.e. subpoena, court order, E911 information, etc.) There will be no call histories released to customers for any reason. 5) PUK Codes: Please contact our US based customer service at 1-877-247-7799 if your phone asks for a PUK code. Do not attempt guessing any codes because it will disable your SIM card. 6) Phone Codes: If your phone is asking for ANY codes you are not aware of, do not attempt guessing any codes because it may disable your SIM card. You will need a new Non-Active Feel Safe Wireless SIM card if you disable your SIM card. 7) Account Information: Any person that is able to verify your mobile number, SIM card number and/or account information is authorized by you to make changes to your account. 8) Ability to change information: You will have the ability to change information on your account. 9) Cancellation Policy: Cancellation requests should be put in writing, faxed to (248) 239-0182. You will lose any remaining airtime on your account. Feel Safe Wireless will not provide a refund or credit for any remaining airtime. 10) Porting Policy: You are able to port your number out of Feel Safe Wireless to other carriers. Feel Safe Wireless does not guarantee that number transfers to or from our company will be successful. If you request to port your number out to another company, that is considered a request by us to terminate all of the services associated with that number. Your remaining airtime will be forfeited and you will not receive a credit for the remaining balance. Feel Safe Wireless will not release your wireless number to another carrier without proper verification. If you are attempting to change service providers, you will need to verify your four-digit pin as well as your Feel Safe Wireless SIM card number, which is your account number, in order to transfer your account. Your account must be in an active status in order to port out. 11) Charges: You will be billed regular airtime charges for calls made to 800, 866, 877, 888 and all other toll free calls. Domestic long distance calls will be billed at regular airtime charges. Calls to international numbers will be billed at a higher rate (call customer service for rates). For all calls, the length of the call will be measured during the time that you are connected to our system, which is approximately from the time you press "SEND" or other key to begin a call until approximately the time you press "END" key to terminate the call. Airtime usage on each call is deducted in full minute increments, with partial minutes of use rounded up to the next full minute. Unanswered calls lasting 30 seconds or more will be charged standard airtime and rounded up to the nearest minute. Features such as call waiting, 3-way calling, call forwarding and voicemail will incur applicable airtime charges. 12) Account Balance: All calls will be automatically deducted from your account balance. Balances are not transferable or refundable. Airtime cannot be moved from one phone number to another phone number. You should take reasonable efforts to safeguard your phone and Refill airtime cards. Refill Airtime expires "X" amount of days after a refill card is added to your account whether you use the airtime or not. 13) Use of Service/Fees: International rates vary and are subject to change without notice. It is always best to contact customer service for up to date rates and available countries. You cannot use our service to place calls to numbers that begin with 500, 700, 855, 900 or 876. You cannot use the service to place operator assisted calls such as third party billed, and collect calls. If you are unable to successfully place a call out, attempt dialing with 1 + the area code + the 7-digit number. It is highly recommended that you power cycle your phone at least once per day to help re-register our phone within the Network. 14) Disputes: All disputes must be submitted within 30 days. Feel Safe Wireless is not responsible for disputes that occurred more than 30 days from the date of the dispute. 15) Multimedia Messaging: Multimedia Messaging service is an optional feature available to Feel Safe Wireless customers if a Feel Safe Wireless Refill Card is added. This service will only work if used with a compatible handset and proper Feel Safe Wireless MMS configuration settings. Customers without MMS capable handsets will not receive credit for inability to send/receive multimedia messages. You should verify that your phone is MMS compatible before using this feature. Any Multimedia Message you attempt to send or receive will deduct 20 cents from your account balance, whether it is successfully delivered or not. You may attempt to download ringtones and games via Multimedia messaging. Feel Safe Wireless is not responsible if you are unable to download, or save ringtones, games, or other multimedia content to your wireless device. You will still be charged a multimedia message if you receive an MMS, but are not able to save the content to your phone. Feel Safe Wireless will not issue any credits for this reason. You will have the ability to

National Coverage Map

Our coverage area may vary. Please visit our website at www.FeelSafeWireless.com or call 1-877-247-7799 to visit our Feel Safe Wireless.com for the most up to date coverage area information.



Prepaid Coverage Legend

- National Prepaid Coverage
- No Service Available


Important Information About the Coverage Map

This map shows the approximate national wireless coverage area. Coverage, Cellular Service may be affected by such things as terrain, weather, obstructions, building structures and your equipment. The map does not guarantee service availability.

Send and receive MMS messages via a combination of text, pictures, animations, video or sound on compatible handsets. Not all MMS handsets support all features of the service. MMS customers cannot send and receive messages in MMS format with other mobile customers who do not have an MMS compatible handset and/or are not activated. If a Feel Safe Wireless MMS message is sent to a mobile handset that cannot receive the message in MMS format, the recipient will not have an SMS compatible handset and service to receive this message. The recipient can access the message via the website for up to 7 days before deletion. Please note, you will still be charged an MMS message even if the recipient does not have MMS. There may be a delay between when a message is sent and when it is received. Feel Safe Wireless accepts no liability for any loss or damage as a result of a delay in receiving a message, a message not being secure or non-delivery of a sent message. Recipients of your sent message must be within the coverage of their participating supplier's mobile network to receive a Multimedia message. If a recipient's phone is turned off, or out of their coverage area, the multimedia message is not considered sent, and you will still be charged 20 cents for the message. 16) Mobile Web/Data: Mobile Web or Data service is an optional feature available to Feel Safe Wireless customers if a Feel Safe Wireless Refill Card is added. This service will only work on compatible handsets that offer a web browser and handsets that are properly configured with Feel Safe Wireless data settings. It is your responsibility to ensure that your device is data capable. Data is measured and billed per KB, at \$0.00032/KB. There are 1024 KB in one MB of data. Using one full MB of data will result in a \$0.33 data charge. A data session consists from the time you access the internet via the mobile device until you terminate the session. Multiple sessions can be initiated within a 24 hour period, each will be charged per KB you use, and billed as separate events. You are responsible to monitor your data session. If you fail to end a session, the internet will still be considered connected on your device, and your account still will be charged \$0.00032/KB. Failure to log off of the internet will result in depletion of your airtime. Feel Safe Wireless will NOT issue credits for this reason. You may attempt to download ringtones and games via the Mobile Web. Feel Safe Wireless is not responsible if you are unable to download, or save ringtones, games or other multimedia content to your wireless device. You will still be charged for data used when attempting to download webpages, especially those that are not formatted for wireless devices, or contain large picture content. Feel Safe Wireless is not responsible for slow loading time when using data services, and will not issue credits for this reason.

* All information is subject to change at any time with or without notification. Because of frequent network upgrades, sometimes rates and other information may change. It is best to call our U.S. based customer service at 1-877-247-7799 or visit our website www.FeelSafeWireless.com for up to date information.

FEELSAFE WIRELESS

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AIRVOICE
wireless



FREE PHONE!

LIMIT ONE LIFELINE PHONE PER HOUSEHOLD
(Either Wireline or Wireless Service)

250 FREE

minutes every month

AVAILABLE FEATURES

- 911/E911 Access
- Voicemail Account
- Caller ID
- Call Waiting
- 3 Way Calling
- Text Messaging
- Call Forwarding
- Free Calls to Customer Service

On The Most Reliable GSM Network

1-877-247-7799
FeelSafeWireless.com

QUALIFYING for FEEL SAFE

WIRELESS is Easy! Just make sure you meet the following eligibility requirements:

1. Limit one Lifeline phone per household (either wireline or wireless service).
2. FEEL SAFE WIRELESS Lifeline benefits are available to consumers who use any of the following government assistance programs or have an income that is at or below 135% of the Federal Poverty Guidelines (FPG).

Food Stamps

Medicaid

Federal Public Housing Assistance- Section 8

National School Free Lunch Program

Bureau of Indian Affairs Programs

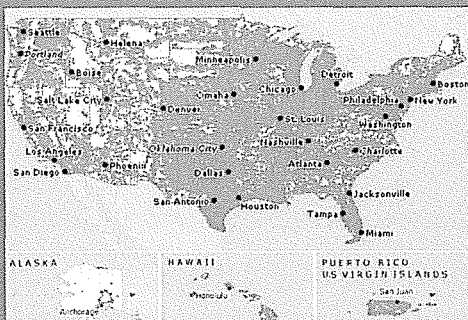
Supplemental Social Security- SSI

Temporary Assistance to Needy Families- TANF

Low Income Home Energy Assistance Program- LIHEAP

Proof of Participation or Household Income is required to get service. In order to maintain your Lifeline Service, you must verify your enrollment information annually.

3. Lifeline is a government benefit program, 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. Lifeline Service is Non-Transferable.



Prepaid Coverage Legend

- National Prepaid Coverage
- No Service Available

Important Information About the Coverage Map

This map shows approximately where our wireless coverage is available. Cellular service may be affected by such things as terrain, weather, foliage, building structures and your equipment. The map does not guarantee service availability.

Exhibit D

LIFELINE SERVICE PLAN

Airvoice offers the following rate plan, which is free to eligible Lifeline subscribers.

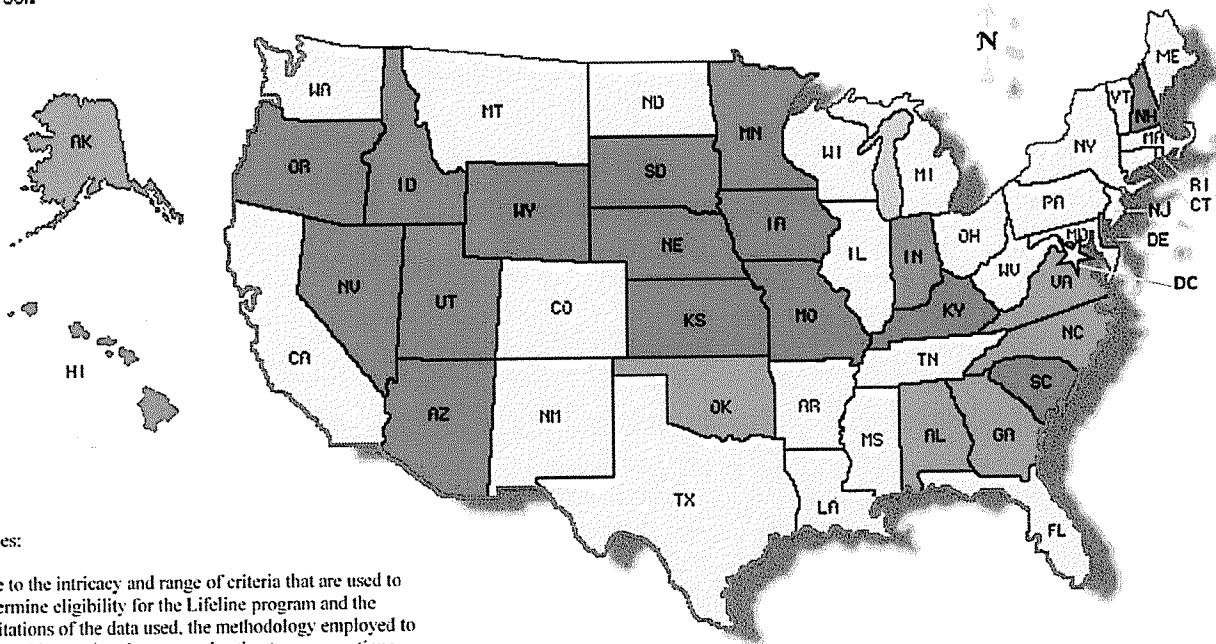
250 Free Minutes and a Free Phone: This plan includes a phone plus 250 free voice minutes. Unused minutes expire at the end of the last day of their cycle. The account is then automatically replenished with the next month's 250 free voice minutes. If a subscriber runs out of minutes, they have the option to purchase additional voice minutes billed at \$.10 per minute. This plan includes nationwide coverage, voice mail, call waiting, three way calling, call forwarding and Caller ID. Calls to 911 and Airvoice customer care are free. Lifeline customers also have the option, for an additional fee, to purchase the text and data plans that are available to all Airvoice customers.

EXHIBIT 4

2010 Lifeline Participation Rates by State

- - Below 10%
- - 10% - 20%
- - 20% - 50%
- - Above 50%

2010 Lifeline Participation Rates by State



Notes:

Due to the intricacy and range of criteria that are used to determine eligibility for the Lifeline program and the limitations of the data used, the methodology employed to create this map involves several estimates, assumptions, simplifications, and omissions. Therefore, the rates generated on this map should be treated as estimates only.

EXHIBIT 5

Wire Centers

CLLI	WIRE CENTER	COMPANY NAME
ALLNKYMA	ALLEN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
AURRKYMA	AURORA	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BDFRKYMA	BEDFORD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BGDDKYMA	BAGDAD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BLFDKYMA	BLOOMFIELD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BNLYKYMA	HIRAM	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BNTNKYMA	BENTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BRGNKYMA	BURGIN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BRMNKYMA	BREMEN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BRTWKYES	BARDESTOWN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BVDMKYMA	BEAVER DAM	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BWLGKYMA	BOWLING GREEN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BWLGKYRV	BOWLING GREEN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
BYVLKYMA	VADA	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CADZKYMA	CADIZ	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CHPLKYMA	CHAPLIN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CLAYKYMA	CLAY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CLHNKYMA	BEECH GROVE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CLPTKYMA	CLOVERPORT	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CLTNKYES	FULGHAM	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CMBGKYMA	CAMPBELLSBURG	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CNCYKYMA	CENTRAL CITY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CNTNKYMA	GOLDEN POND	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CNTWKYMA	CENTERTOWN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
COTNKYMA	CROFTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CRBNKYMA	WOODBINE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CRBOKYMA	CRAB ORCHARD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CRLSKYMA	CARLISLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CRTNKYMA	ENGLISH	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CYDNKYMA	CORYDON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
CYNTKYMA	BERRY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
DAVLKYMA	DANVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
DIXNKYMA	DIXON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
DRBOKYES	BEECH CREEK	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
DWSPKYES	DAWSON SPRINGS	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
EDVLKYMA	EDDYVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
EKTNKYMA	ALLENSVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
ELCYKYES	ASHCAMP	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
EMNNKYES	BETHLEHEM	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
EMNNKYPL	BETHLEHEM	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
ERTNKYMA	EARLINGTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FDCKKYES	FEDSCREEK	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FDVLKYMA	DUNDEE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FEBRKYMA	FREEBURN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FKLNKYMA	FRANKLIN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FLTNKYMA	FULTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FNVLYMA	FINCHVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FORDKYMA	FORD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FRDNKYMA	FREDONIA	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FRFTKYES	HATTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
FRFTKYMA	FRANKFORT	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
GBVLKYMA	GILBERTSVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL

CLLI	WIRE CENTER	COMPANY NAME
GHNTKYMA	GHENT	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
GNVLKYMA	BANCROFT	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
GRACKYMA	MONTGOMERY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
GRTWKYMA	GEORGETOWN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
GTHRKYMA	GUTHRIE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HABTKYMA	PHILPOT	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HANSKYMA	HANSON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HCMNKYMA	HICKMAN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HDBGKYMA	CORNISHVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HNSNKYMA	BASKETT	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HPVLKYMA	HOPKINSVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HRBGKYES	GARFIELD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HRFRKYMA	HARTFORD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HRLNKYMA	BAXTER	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
HWVLKYMA	HAWESVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
INEZKYMA	DAVELLA	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
ISLDKYMA	ISLAND	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
JCSNKYMA	JACKSON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
JLLCTNMA	FONDE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
JNCYKYMA	JUNCTION CITY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LBJTKYMA	LEBANON JUNCTION	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LFYTKYMA	ROARING SPRING	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LGRNKYES	BUCKNER	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LOUSKYES	LOUISA	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LRBGKYMA	ALTON STATION	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKY26	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYAN	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYAP	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYBE	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYBR	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYCW	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYFC	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYHA	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYJT	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYOA	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYSH	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYSL	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYSM	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYTS	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYVS	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LSVLKYWE	CRESTWOOD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LVMRKYMA	LIVERMORE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MACEKYMA	MACEO	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MARNKYMA	SHERIDAN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MARTKYMA	LANGLEY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MCDNKYMA	FALLS OF ROUGH	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MCWLKYMA	LIGON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MDBOKYMA	MIDDLESBORO	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MDVIKYMA	MADISONVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MGFDKYMA	MORGANFIELD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MGTWKYMA	ABERDEEN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MLBGKYMA	BLACKS CROSSROADS	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL

CLLI	WIRE CENTER	COMPANY NAME
MLTNKYMA	MILTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MRGPKYMA	MORTONS GAP	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MRRYKYMA	ALMO	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MTEDKYMA	MOUNT EDEN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MTSTKYMA	HOPE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MYFDKYMA	MAYFIELD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
MYVLKYMA	MAYSVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
NEBOKYMA	NEBO	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
NEONKYES	DEANE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
NRVLKYMA	NORTONVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
NWHNKYMA	TRAPPIST	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
OKGVKYES	THOMPSONVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
OWBOKYMA	OWENSBORO	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
OWTNKYMA	NEW LIBERTY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PARSKYMA	NORTH MIDDLETOWN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PDCHKYIP	REIDLAND	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PDCHKYLO	REIDLAND	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PDCHKYMA	REIDLAND	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PDCHKYRL	PADUCAH	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PIVLKYMA	CALVIN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PKVLKYMA	SUTTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PKVLKYMT	SUTTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PMBRKYMA	PEMBROKE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PNVLKYMA	BOONS CAMP	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PRBGKYES	AUXIER	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PRTNKYES	PRINCETON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PRVDKYMA	PROVIDENCE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PRVLKYMA	MITCHELLSBURG	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
PTRYKYMA	PORT ROYAL	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
RBRDKYMA	ROBARDS	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
RCMDKYMA	UNION CITY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
RLVLKYMA	OLMSTEAD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
RSTRKYES	FORT KNOX	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SCRMKYMA	SACRAMENTO	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SDVLKYMA	SADIEVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SEBRKYMA	SEBREE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SHGVKYMA	SHARON GROVE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SHVLKYMA	SHELBYVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SLGHKYMA	SLAUGHTERS	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SLPHKYMA	SULPHUR	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SLVSKYMA	BONDVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SNTNKYMA	CLAY CITY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SPFDKYMA	MACKVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SSVLKYMA	SIMPSONVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
STCHKYMA	SAINT CHARLES	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
STFRKYMA	KINGS MOUNTAIN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
STGRKYMA	STAMPING GROUND	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
STNLKYMA	REED	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
STONKYMA	BELFRY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
STRGKYMA	HENSHAW	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
SWSNKYMA	SOUTH WILLIAMSON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
TRENKYMA	TRENTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL

CLLI	WIRE CENTER	COMPANY NAME
TYVLKYMA	WATERFORD	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
UTICKYMA	UTICA	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
VIRGKYMA	DORTON	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WACOKYMA	WACO	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WDDYKYMA	WADDY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WHBGKYMA	EOLIA	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WHVLKYMA	PELLVILLE	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WLBGKYMA	EMLYN	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WLCKKYES	MOLUS	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WLVLKYMA	SAINT JOSEPH	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WNCHKYMA	WINCHESTER	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WNCHKYPV	WINCHESTER	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WRFDKYMA	BEAUTY	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WSBGKYMA	WILLISBURG	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WSPNKYMA	WEST POINT	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
WYLDKYES	GARRETT	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BELL TEL
LACTKYXA	BANDANA	BALLARD RURAL TELEPHONE COOP. CORP., INC.
BRBGKYXA	BRANDENBURG	BRANDENBURG TELEPHONE CO
BTTWKYXA	BATTLETOWN	BRANDENBURG TELEPHONE CO.
CSTRKYXA	CUSTER	BRANDENBURG TELEPHONE CO.
IVTNKYXA	LODIBURG	BRANDENBURG TELEPHONE CO.
NGRTKYXA	EKRON	BRANDENBURG TELEPHONE CO.
PYVLKYXA	PAYNEVILLE	BRANDENBURG TELEPHONE CO.
RDCLKYAA	RADCLIFF	BRANDENBURG TELEPHONE CO.
RDCLKYXA	RADCLIFF	BRANDENBURG TELEPHONE CO.
VNGVKYXA	VINE GROVE	BRANDENBURG TELEPHONE CO.
ALXNKYAL	ALEXANDRIA	CINCINNATI BELL, INC.
BTLRKYBR	BUTLER	CINCINNATI BELL, INC.
BURLKYBN	BURLINGTON	CINCINNATI BELL, INC.
CRTDKYCT	CORINTH	CINCINNATI BELL, INC.
CVTNKYCN	SPRINGLAKE	CINCINNATI BELL, INC.
FLMOKYUA	PENDLETON COUNTY	CINCINNATI BELL, INC.
FLRNKYFL	SPRINGLAKE	CINCINNATI BELL, INC.
FTTHKYFT	SPRINGLAKE	CINCINNATI BELL, INC.
GLCOKYGC	GLENCOE	CINCINNATI BELL, INC.
INDPKYIN	LATONIA LAKES	CINCINNATI BELL, INC.
LKPKKYLP	SPRINGLAKE	CINCINNATI BELL, INC.
UNINKYAC	BURLINGTON	CINCINNATI BELL, INC.
WLTNKYWL	VERONA	CINCINNATI BELL, INC.
WLTWKYWT	BLANCHET	CINCINNATI BELL, INC.
WRSWKYWR	NAPOLEON	CINCINNATI BELL, INC.
RSSPKYXA	JAMESTOWN	DUO COUNTY TELEPHONE COOPERATIVE, INC.
BLANKYXA	BLAINE	FOOTHILLS RURAL TELEPHONE COOPERATIVE CORP.
CPMNKYXA	CLIFFORD	FOOTHILLS RURAL TELEPHONE COOPERATIVE CORP.
FLBGKYXA	FALLSBURG	FOOTHILLS RURAL TELEPHONE COOPERATIVE CORP.
FLGPKYXA	FUGET	FOOTHILLS RURAL TELEPHONE COOPERATIVE CORP.
RYTNKYXA	GYPSY	FOOTHILLS RURAL TELEPHONE COOPERATIVE CORP.
SFVLKY01	LEANDER	FOOTHILLS RURAL TELEPHONE COOPERATIVE CORP.
SLVLKYXA	FALCON	FOOTHILLS RURAL TELEPHONE COOPERATIVE CORP.
GRTHKYXE	GRETHEL	GEARHEART COMM. CO, INC. DBA COALFIELDS TELEPHONE
HRLDKYXE	HONAKER	GEARHEART COMM. CO, INC. DBA COALFIELDS TELEPHONE
WHLWKYXA	HALO	GEARHEART COMM. CO, INC. DBA COALFIELDS TELEPHONE

CLLI	WIRE CENTER	COMPANY NAME
PNKNKYXA	PINE KNOT	HIGHLAND TELEPHONE COOPERATIVE, INC. - KY
STRNKYXA	SAWYER	HIGHLAND TELEPHONE COOPERATIVE, INC. - KY
BCKHKYXE	ALTRO	LESLIE COUNTY TELEPHONE CO.
BLDSKYXA	PINE MOUNTAIN	LESLIE COUNTY TELEPHONE CO.
CANOKYXA	CANOE	LESLIE COUNTY TELEPHONE CO.
DWRFKYXA	ARY	LESLIE COUNTY TELEPHONE CO.
HYDNKYXA	ASHER	LESLIE COUNTY TELEPHONE CO.
STNTKYXA	CHAPPELL	LESLIE COUNTY TELEPHONE CO.
WOTNKYXA	CONFLUENCE	LESLIE COUNTY TELEPHONE CO.
LWPTKYXA	LEWISPORT	LEWISPORT TELEPHONE CO., INC.
AUBNKYXA	ADAIRVILLE	LOGAN TELEPHONE COOPERATIVE, INC.
CMTNKYXA	CAMPION	MOUNTAIN RURAL TELEPHONE COOPERATIVE
EZELKYXA	EZEL	MOUNTAIN RURAL TELEPHONE COOPERATIVE
FRBGKYXA	DENNISTON	MOUNTAIN RURAL TELEPHONE COOPERATIVE
HZGRKYXA	MAYTOWN	MOUNTAIN RURAL TELEPHONE COOPERATIVE
JPTHKYXA	ELKFORK	MOUNTAIN RURAL TELEPHONE COOPERATIVE
SNDHKYXA	ISONVILLE	MOUNTAIN RURAL TELEPHONE COOPERATIVE
WLBTKYXA	GRASSY CREEK	MOUNTAIN RURAL TELEPHONE COOPERATIVE
ANVLKYXA	DABOLT	PEOPLES RURAL TELEPHONE COOPERATIVE CORP.
BNVLKYXA	TRAVELLERS REST	PEOPLES RURAL TELEPHONE COOPERATIVE CORP.
MCCKEYXA	MC KEE	PEOPLES RURAL TELEPHONE COOPERATIVE CORP.
SNDGKYXA	GRAY HAWK	PEOPLES RURAL TELEPHONE COOPERATIVE CORP.
SALMKYXA	BURNA	SALEM TELEPHONE CO.
GLSGKYXR	BEAUMONT	SOUTH CENTRAL RURAL TELEPHONE COOP. CORP, INC.
HRCVKYXA	CAVE CITY	SOUTH CENTRAL RURAL TELEPHONE COOP. CORP, INC.
CODYKYXA	SASSAFRAS	THACKER/GRIGSBY TELEPHONE CO.
FSTYKYXA	FISTY	THACKER/GRIGSBY TELEPHONE CO.
HNMNKYXB	BEARVILLE	THACKER/GRIGSBY TELEPHONE CO.
MOUSKYXA	MOUSIE	THACKER/GRIGSBY TELEPHONE CO.
PPSSKYXA	HOLLYBUSH	THACKER/GRIGSBY TELEPHONE CO.
TPMSKYXA	KITE	THACKER/GRIGSBY TELEPHONE CO.
CNHMKYXA	CUNNINGHAM	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
FLDLKY01	BOAZ	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
FNFMKYXA	FANCY FARM	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
FRNGKYXA	FAIRDEALING	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
FRTNKYXA	FARMINGTON	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
HAZLKYXA	HAZEL	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
HRDNKYXA	DEXTER	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
KRKSXYXA	KIRKSEY	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
LOWSKYXA	LOWES	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
LYGVKYXA	LYNN GROVE	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
LYVLKYXA	LYNNVILLE	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
NWCNKYXA	NEW CONCORD	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
SDLIKYXA	SEDALIA	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
WINGKYXA	WINGO	WEST KENTUCKY RURAL TELEPHONE COOP. CORP., INC.
ALBYKYXA	SEVENTY SIX	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
ASLDKYXA	BELLEFONTE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
BEREKYXA	DREYFUS	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
BRSDKYXA	BRONSTON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
BRVLKYXA	BRADFORDSVILLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
BSVLKYXA	KETTLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
BTVLKYXA	BRYANTSVILLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON

CLLI	WIRE CENTER	COMPANY NAME
CECLKYXA	CECILIA	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
CLMAKYXA	CROCUS	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
CMVLKYXA	WILLOWTOWN	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
CTBGKYXA	CATLETTSBURG	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
EWNGKYXA	ELIZAVILLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
EZTWKYXA	RINEYVILLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
FMBGKYXA	SHERBURNE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
GLSGKYXA	EIGHTY EIGHT	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
GNBGKYXB	ALLENDALE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
GNUPKYXA	LLOYD	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
GRSNKYXA	GARRISON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
GYSNKYXA	DENTON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
HGVLKYXA	HODGENVILLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
HLBOKYXA	POPLAR PLAINS	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
HTVLKYXE	HUSTONVILLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
HZRDKYXA	BIG CREEK	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LBNNKYXA	CALVARY	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LBRTKYXA	BETHEL RIDGE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LNSCKYXA	LANCASTER	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LRTTKYXA	LORETTO	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LTFDKYXA	ANNETA	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LTWDKYXA	LEATHERWOOD	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LXTNKYUK	BRANNON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LXTNKYXA	BRANNON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LXTNKYXB	BRANNON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LXTNKYXC	BRANNON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LXTNKYXD	BRANNON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LXTNKYXE	BRANNON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LXTNKYXF	BRANNON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
LXTNKYXG	BRANNON	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
MDWYKYXA	MIDWAY	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
MEDSKYXA	MEADS	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
MNTIKYXA	ALPHA	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
MRHDKYXA	CLEARFIELD	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
NANCKYXA	INGLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
NCVLKYXA	KEENE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
OLHLKYXA	GRAHN	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
OWVLKYXA	OWINGSVILLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
PNLCKYXE	PAINT LICK	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
RSSLKYXB	ARGILLITE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
SCVLKYXA	ADOLPHUS	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
SHBGKYXA	SHARPSBURG	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
SHDNKYXA	GLENDALE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
SLLCKYXA	SUDITH	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
SMRTKYXA	WALNUT GROVE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
SSHRKYXA	SOUTH PORTSMOUTH	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
TLBOKYXA	CONCORD	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
TMVLKYXA	TOMPKINSVILLE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
VICCKYXA	HAPPY	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
VNBGKYXA	HEAD OF GRASSY	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
VRSLKYXA	VERSAILLES	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON
WLMRKYXA	WILMORE	WINDSTREAM KENTUCKY EAST, INC. - LEXINGTON

CLLI	WIRE CENTER	COMPANY NAME
AGSTKYXA	AUGUSTA	WINDSTREAM KENTUCKY EAST, INC. - LONDON
ARTNKYXA	ARLINGTON	WINDSTREAM KENTUCKY EAST, INC. - LONDON
BBVLKYXA	ARTEMUS	WINDSTREAM KENTUCKY EAST, INC. - LONDON
BESPKYXA	BEE SPRING	WINDSTREAM KENTUCKY EAST, INC. - LONDON
BKVLKYXA	BROOKSVILLE	WINDSTREAM KENTUCKY EAST, INC. - LONDON
BRHDKYXA	BRODHEAD	WINDSTREAM KENTUCKY EAST, INC. - LONDON
BRWLKYXA	BARDWELL	WINDSTREAM KENTUCKY EAST, INC. - LONDON
BWVLKYXA	ROCKY HILL	WINDSTREAM KENTUCKY EAST, INC. - LONDON
CKSNKYXA	BIG CLIFTY	WINDSTREAM KENTUCKY EAST, INC. - LONDON
CLCTKYXA	CALVERT CITY	WINDSTREAM KENTUCKY EAST, INC. - LONDON
CLMBKYXA	COLUMBUS	WINDSTREAM KENTUCKY EAST, INC. - LONDON
CMLDKYXA	BIG LAUREL	WINDSTREAM KENTUCKY EAST, INC. - LONDON
CYVLKYXA	TOUSEY	WINDSTREAM KENTUCKY EAST, INC. - LONDON
DOVRKYXA	DOVER	WINDSTREAM KENTUCKY EAST, INC. - LONDON
EBNKYXA	WAYNESBURG	WINDSTREAM KENTUCKY EAST, INC. - LONDON
EBRNKYAC	SYMBOL	WINDSTREAM KENTUCKY EAST, INC. - LONDON
EVRSKYXA	BAILEY CREEK	WINDSTREAM KENTUCKY EAST, INC. - LONDON
FBSHKYXA	FAUBUSH	WINDSTREAM KENTUCKY EAST, INC. - LONDON
FLLCKYXA	FLAT LICK	WINDSTREAM KENTUCKY EAST, INC. - LONDON
FRNLKYXA	SHARON	WINDSTREAM KENTUCKY EAST, INC. - LONDON
GMTWKYXA	GERMANTOWN	WINDSTREAM KENTUCKY EAST, INC. - LONDON
IRVNKYXA	CRYSTAL	WINDSTREAM KENTUCKY EAST, INC. - LONDON
JHVLKYXA	JOHNSVILLE	WINDSTREAM KENTUCKY EAST, INC. - LONDON
JNKNKYXA	BURDINE	WINDSTREAM KENTUCKY EAST, INC. - LONDON
LONDKYXA	MARYDELL	WINDSTREAM KENTUCKY EAST, INC. - LONDON
LVTNKYXA	LIVINGSTON	WINDSTREAM KENTUCKY EAST, INC. - LONDON
MLBNKYXA	MILBURN	WINDSTREAM KENTUCKY EAST, INC. - LONDON
MMCVKYXA	MAMMOTH CAVE	WINDSTREAM KENTUCKY EAST, INC. - LONDON
MNCHKYXA	BENGE	WINDSTREAM KENTUCKY EAST, INC. - LONDON
MTOLKYXA	MOUNT OLIVET	WINDSTREAM KENTUCKY EAST, INC. - LONDON
MTVRKYAI	CLIMAX	WINDSTREAM KENTUCKY EAST, INC. - LONDON
MYLCKYXA	HELENA	WINDSTREAM KENTUCKY EAST, INC. - LONDON
ONEDKYXA	ONEIDA	WINDSTREAM KENTUCKY EAST, INC. - LONDON
PRCYKYXA	PARK CITY	WINDSTREAM KENTUCKY EAST, INC. - LONDON
SCHLKYXA	SCIENCE HILL	WINDSTREAM KENTUCKY EAST, INC. - LONDON
SMGVKYXA	THREEFORKS	WINDSTREAM KENTUCKY EAST, INC. - LONDON
SMLDKYXA	IUKA	WINDSTREAM KENTUCKY EAST, INC. - LONDON
UNTWKYXA	UNIONTOWN	WINDSTREAM KENTUCKY EAST, INC. - LONDON
WASHKYXA	MILL CREEK	WINDSTREAM KENTUCKY EAST, INC. - LONDON
MTWSKYXA	MOUNT WASHINGTON	WINDSTREAM KENTUCKY WEST, INC.
SHPVKYXA	CLERMONT	WINDSTREAM KENTUCKY WEST, INC.
ZNTNKYXA	BROOKS	WINDSTREAM KENTUCKY WEST, INC.

EXHIBIT 6

Key Management Bios

JIM BAHRI

◆ 2425 Franklin Rd ◆ Bloomfield Hills, MI 48302 ◆

PROFESSIONAL EXPERIENCE

AIRVOICE WIRELESS HEADQUARTERS, CORPORATE OFFICE BLOOMFIELD HILLS, MI

FOUNDING MEMBER; CO-OWNER; CEO

APR 1999- PRESENT

- Worked in the Retail sector for over 40 years
- Co-founded company in 1999 after working in wireless industry for nearly a decade
- Developed strong knowledge and business sense on how to remain competitive within the evolving wireless industry
- Developed each rate plan ever enacted by the company by working directly with Main Carrier AT&T to create, negotiate, and maintain competitive plans
- Maintain strong professional relationships with AT&T Account executives
- Created strong network of over 10,000 agents and distributors nationwide
- Seeks input from agents on how to remain competitive in the wireless market
- Performs market research to decide which wireless devices to distribute to our agents
- Constantly researching industry regulations and standards to ensure Airvoice Wireless's complies with rules and regulations
- Attends industry trade shows and conventions to stay up-to-date on wireless trends
- Creates initiatives to provide better performance in all aspects of company performance
- Oversees marketing and advertising campaigns to maintain company presence and brand recognition
- Creates partnerships with companies to help market and distribute our products
- Meets daily with President, Vice President and Director of Operations to assess the direction and position of current company projects such as rate plan changes, web-site development, and advertising campaigns

KENNY HANNAWA

◆ 2425 Franklin Rd ◆ Bloomfield Hills, MI 48302 ◆

PROFESSIONAL EXPERIENCE

AIRVOICE WIRELESS HEADQUARTERS, CORPORATE OFFICE **BLOOMFIELD HILLS, MI**

FOUNDING MEMBER; CO-OWNER; PRESIDENT

APR 1999- PRESENT

- Worked in the Retail sector for over 40 years
- Co-founded company in 1999 after working in wireless industry for nearly a decade
- Developed strong knowledge and business sense on how to remain competitive within the evolving wireless industry
- Developed each rate plan ever enacted by the company by working directly with Main Carrier AT&T to create, negotiate, and maintain competitive plans
- Maintain strong professional relationships with AT&T Account executives
- Created strong network of over 10,000 agents and distributors nationwide
- Seeks input from agents on how to remain competitive in the wireless market
- Performs market research to decide which wireless devices to distribute to our agents
- Constantly researching industry regulations and standards to ensure Airvoice Wireless's complies with rules and regulations
- Attends industry trade shows and conventions to stay up-to-date on wireless trends
- Creates initiatives to provide better performance in all aspects of company performance
- Oversees marketing and advertising campaigns to maintain company presence and brand recognition
- Creates partnerships with companies to help market and distribute our products
- Meets daily with CEO, Vice President and Director of Operations to assess the direction and position of current company projects such as rate plan changes, web-site development, and advertising campaigns

WALLY DICKOW

♦ 2425 Franklin Rd ♦ Bloomfield Hills, MI 48302 ♦

PROFESSIONAL EXPERIENCE

AIRVOICE WIRELESS HEADQUARTERS, CORPORATE OFFICE **BLOOMFIELD HILLS, MI**

FOUNDING MEMBER; CO-OWNER; VICE PRESIDENT **APR 1999- PRESENT**

- Co-founded company in 1999 after working in wireless industry for nearly a decade
- Developed strong knowledge and business sense on how to remain competitive within the evolving wireless industry
- Developed each rate plan ever enacted by the company by working directly with Main Carrier AT&T to create, negotiate, and maintain competitive plans
- Maintain strong professional relationships with AT&T Account executives
- Communicates daily with AT&T account executives, IT services, and agents/distributors to stay up-to-date on all company relations as well as any network outages that may affect our customers
- Created strong network of over 10,000 agents and distributors nationwide
- Seeks input from agents on how to shape our plans to fit our customers' needs.
- Performs market research to decide which wireless devices to distribute to our agents and sell to our customers.
- Constantly researching industry regulations and standards to ensure Airvoice Wireless's compliance
- Attends industry trade shows and conventions to stay up-to-date on wireless trends
- Creates initiatives to provide better performance in all aspects of company performance
- Communicates with IT director to create new and update existing software to fit company and customer needs
- Tests all operations on developing rate plans before going live to ensure that the services work on all levels
- Maintains all day-to-day operations of the company
- Oversees marketing and advertising campaigns to maintain company presence and brand recognition
- Creates partnerships with companies to help market and distribute our products
- Meets daily with CEO, President and Director of Operations to assess the direction and position of current company projects such as rate plan changes, web-site development, and advertising campaigns

MELISSA KALLABAT

◆ 2425 Franklin Rd ◆ Bloomfield Hills, MI 48302 ◆

EDUCATION

UNIVERSITY OF MICHIGAN- DEARBORN, MI

May 2002: Bachelor of Arts; Psychology

PROFESSIONAL EXPERIENCE

AIRVOICE WIRELESS HEADQUARTERS, CORPORATE OFFICE

BLOOMFIELD HILLS, MI

AUG 2003- PRESENT

DIRECTOR OF OPERATIONS

MAY 2011- PRESENT

- Assists with executive-level decisions for company
 - Provides ideas and input to CEO, President, and Vice President on how to improve company performance
 - Attends meeting with main carrier AT&T to negotiate better offers
 - Works on all aspects advertising---creating plans, working with marketing and design companies for print and live advertisements
 - Works with web designer to ensure website is efficient, accurate, up-to-date, and easy to navigate
-

GSM OPERATIONS MANAGER

JAN 2005- PRESENT

- Work Directly with CEO, President, and Vice President to Maintain Daily Operations by Acting as a Liaison between Customer Service Staff and Company Executives
 - Handle Day to Day Operations of Customer Service Call Center that consists of over forty employees
 - Created and continue to enforce Company Rules & Policies to keep morale high in the workplace
 - Excellent at resolving service related phone issues for customer's accounts.
 - Maintain call center to ensure call wait under 2 minutes and one-call resolution for our customers
 - Constantly forging and maintaining professional relationships with customers and coworkers
 - Schedule, Organize and Conduct Monthly Meetings to enhanced team productivity.
 - Monitor and respond to all incoming emails that are generated on our website (comments/questions)
 - Interview, Hire, Train and Monitor All New Call Center Employees.
 - Maintain Correspondence between Company and its Customers and Agents
 - Draft Language Used on Company Website and on All Company Literature, Including Terms of Service
 - Communicate Directly with Company Associates Nationwide to Assist Such Agents with Their Needs
-

CUSTOMER SERVICE REPRESENTATIVE

AUG 2003- JAN 2005

- Explained service plans that we offered and was effective able to resolve customer issues
 - Assisted Management with Training New Employees
 - Consistently Chosen by Management to Assist with Special Projects
-