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Nebraska Public Service Commission

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BEFORE THE
NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application of AirVoice
Wireless, LLC, d/b/a AirTalk Wireless,
for Eligible Telecommunications Carrier
Designation In the State of Nebraska

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) Application No. _____

**APPLICATION OF AIRVOICE WIRELESS, LLC, D/B/A AIRTALK WIRELESS, FOR
ELIGIBLE TELECOMMUNICATIONS CARRIER DESIGNATION IN THE STATE OF
NEBRASKA**

Katherine A. McNamara, #25142
Fraser Stryker PC LLO
500 Energy Plaza
409 South 17th Street
Omaha, NE 68102-2663
kmcnamara@FraserStryker.com

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

*Attorneys for AirVoice Wireless, LLC
d/b/a AirTalk Wireless*

March 28, 2022

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I. INTRODUCTION

AirVoice Wireless, LLC d/b/a AirTalk Wireless (“AirVoice” 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 Nebraska Public Service Commission (“Commission”),³ hereby submits this Application for Designation as an Eligible Telecommunications Carrier (“ETC”) in the State of Nebraska. AirVoice seeks ETC designation solely to participate in the federal Universal Service Fund’s (“USF”) Lifeline program and the Nebraska Universal Service Fund’s (“NUSF”) Nebraska Telephone Assistance Program (“NTAP”); the Company will not seek access to funds from the USF or NUSF/NTAP for the purpose of participating in the Link-Up program or providing service to high cost areas.⁴

As demonstrated herein, and as certified in Exhibit 1 attached hereto, AirVoice meets all the statutory and regulatory requirements for designation as an ETC in the State of Nebraska, including the requirements outlined in the FCC’s *Lifeline and Link Up Reform Order*,⁵ *Lifeline Modernization Order*,⁶ and *Fifth Report and Order*.⁷ Furthermore, AirVoice is positioned to

¹ 47 U.S.C. § 214(e)(2)

² 47 C.F.R. §§ 54.101-54.207.

³ See Nebraska Administrative Code, Title 291, Chapter 5 §§ 009.01-009.02C (“Commission’s Rules”) and Chapter 10 § 004 (“NETC Rules”).

⁴ Given that AirVoice Wireless 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.

⁵ *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*”).

⁶ *In the Matter of Lifeline and Link Up Reform and Modernization, Telecommunications Carriers Eligible for Universal Service Support, Connect America Fund*, WC Docket No. 11-42, WC Docket No. 09-197, WC Docket No. 10-90, Third Report and Order, Further Report and Order, and Order on Reconsideration, FCC 16-38 (rel. Apr. 27, 2016) (hereinafter, “*Third Report and Order*” or “*Lifeline Modernization Order*”).

reach unserved and underserved Lifeline-eligible consumers. Rapid grant of AirVoice's request, therefore, would advance the public interest because it would enable the Company to commence much needed Lifeline services to a wide array of low-income Nebraska residents as soon as possible. Accordingly, the Company respectfully requests that the Commission expeditiously approve this Application.

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

Katherine A. McNamara, #25142
Fraser Stryker PC LLO
500 Energy Plaza
409 South 17th Street
Omaha, NE 68102-2663
kmcnamara@FraserStryker.com

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

II. COMPANY OVERVIEW

AirVoice is a Michigan limited liability company,⁸ with its principal office located at 9920 Brooklet Drive, Houston, Texas 77099. AirVoice is a provider of commercial mobile radio service ("CMRS") and provides prepaid wireless telecommunications services to consumers by using the underlying wireless networks of AT&T Mobility LLC and T-Mobile USA, Inc. (its

⁷ *In the Matter of Bridging the Digital Divide for Low-Income Consumers, Lifeline and Link Up Reform and Modernization, Telecommunications Carriers Eligible for Universal Service Support*, WC Docket No. 17-287, WC Docket No. 11-42, WC Docket No. 09-197, Fifth Report and Order, Memorandum Opinion and Order and Order on Reconsideration, and Further Notice of Proposed Rulemaking, FCC 19-111 (rel. Nov. 14, 2019) (hereinafter, "*Fifth Report and Order*").

⁸ AirVoice was formed in the State of Michigan on May 7, 1999.

“Underlying Carriers”) on a wholesale basis. AirVoice obtains the network infrastructure and wireless transmission facilities from its Underlying Carriers to allow the Company to operate as a Mobile Virtual Network Operator (“MVNO”).

AirVoice is currently designated as an ETC and providing Lifeline services in the following jurisdictions: California, Kentucky, Michigan, Mississippi, New York, Ohio, Oklahoma, Pennsylvania, South Carolina and Wisconsin. AirVoice also provides non-Lifeline mobile phone services and is an approved provider of broadband services under the FCC’s Affordable Connectivity Program (“ACP”). AirVoice is a wholly owned subsidiary of VTel Holdings, LLC, a Texas limited liability company (“VTel”). Henry Hung Do, a United States citizen and a resident of the State of Texas, owns one hundred percent (100%) of: (a) VTel, which was formed to acquire 100% ownership interest in AirVoice; (b) Cintex Wireless, LLC d/b/a SFone Wireless, a Delaware limited liability company (“Cintex”), that provides Lifeline-only wireless services as an ETC in Arkansas, Maine, Maryland, Nebraska, and West Virginia and non-Lifeline wireless services throughout the United States, and is approved to provide ACP services in over 45 jurisdictions; (c) NewPhone Wireless, LLC, a Louisiana limited liability company (“NewPhone”), that is authorized to provide non-Lifeline wireless service throughout the United States and ACP services in over 45 jurisdictions, and provides Lifeline-only wireless services as an ETC in Louisiana; (d) HTH Communications, LLC, a Texas limited liability company, a global and one of the largest mobile device distributors in the United States, which has been in business for more than thirteen (13) years; (e) SofTel Technologies, LLC, a Texas limited liability company, that provides distribution services to wireless providers; and (f) Softel Holdings, LLC, a Texas limited liability company which was formed to acquire 100% ownership

interest in TAG Mobile, LLC (“TAG Mobile”)⁹, a limited liability company organized under the laws of the State of Texas. TAG Mobile provides wireless Lifeline services to customers in the following nineteen (19) states in which it has been designated an ETC: Arizona, Arkansas, California, Colorado, Iowa, Kentucky, Louisiana, Maine, Maryland, Michigan, Minnesota, Missouri, Nevada, Oklahoma, Pennsylvania, South Carolina, Texas, West Virginia and Wisconsin.¹⁰

Under current ownership, neither AirVoice nor its affiliates have been subject to enforcement sanctions related to the Low-Income Fund or ETC revocation proceedings in any state except as noted below.¹¹

AirVoice will provide affordable prepaid mobile phone service and high-quality customer service. AirVoice’s service offering will include: (1) local and long-distance calling; (2) access to the following custom calling features at no charge: (a) Caller ID; (b) Call Waiting;

⁹ In connection with the proposed transaction with Softel Holdings, LLC (the “Transaction”), TAG Mobile formed TAG Mobile Bankruptcy Sale Entity, LLC (“New TAG Mobile”) as a wholly owned subsidiary. New TAG Mobile is a Texas limited liability company created to receive the regulated assets of TAG Mobile at the closing of the Transaction. New TAG Mobile currently owns no assets and has no debts. Upon consummation of the Transaction, New TAG Mobile will acquire all of the regulated assets of TAG Mobile, including its Lifeline customers, wireless authorizations and its designations as an ETC. Thereafter, New TAG Mobile will operate pursuant to those wireless authorizations and designations to provide Lifeline services to eligible consumers in its designated service areas.

¹⁰ TAG Mobile holds Section 214 authority from the FCC. Filings for necessary approvals of the Transaction in connection with this authority are pending with the FCC.

¹¹ Pursuant to a Membership Interest Purchase Agreement dated February 6, 2019, Henry Hung Do purchased 100% of the equity of Cintex. Pursuant to an Order and Consent Decree adopted on December 22, 2017, Cintex settled a Notice of Apparent Liability with the FCC (*See* File No. EB-IHD-13-00010671), which all occurred under prior ownership and management. By Order adopted December 16, 2021 (*See* File No. EB-IHD-20-00031449), NewPhone entered into a Consent Decree with the Enforcement Bureau of the FCC for the purpose of terminating the Bureau’s investigation on whether NewPhone, as an ETC, claimed support from the Lifeline program of the Universal Service Fund (USF or Fund) for duplicate or otherwise ineligible subscribers. On September 23, 2020, the Bureau issued NewPhone an LOI to obtain information about the claims in question. NewPhone filed its response to the LOI on November 23, 2021. Within weeks after USAC notified NewPhone of the apparently improper use of beneficiary data, the Company terminated its relationship with the Marketing Agents involved in the enrollments. USAC worked with NewPhone from early August through October 2020 to address the issues raised by the claims. On October 30, 2020, NewPhone submitted revised claims which USAC agreed addressed the full amount at issue in its investigation. Because USAC determined NewPhone had promptly submitted revised claims in the full amount USAC sought, there was no need to issue a recovery letter. To resolve the matter, NewPhone agreed to implement a compliance plan and make a \$100,000 settlement payment.

(c) Call Forwarding; (d) 3-Way Calling; and (e) Voicemail; (3) text messaging; (4) broadband access; and (5) the option for a consumer to “bring their own device”. AirVoice may offer user-friendly handsets or hotspot devices. AirVoice’s products and plans will be specially geared toward serving lower income communities, especially in rural areas that are predominantly unserved by other ETCs designated in the state, and its service models and pricing plans will reflect this mission. The Company will not require service contracts from its customers, and it will always ensure competitively low pricing for its services and products. AirVoice will manage all aspects of the customer experience, including setting service pricing, handset selection, marketing materials, and live customer service. The Company’s prepaid, budget-friendly pricing will give many low-income consumers the option of having mobile phone service and broadband access without the burden of hidden costs, varying monthly charges, or contractual commitments. Customers will be able to customize their AirVoice service to suit their needs with AirVoice’s available bundles of minutes, broadband data, and text packages to supplement their monthly plan.

AirVoice’s Lifeline customers will be low-income consumer households, and the majority are unlikely to have had phone service or broadband access of any kind prior to enrollment. AirVoice’s customers will depend on, and benefit greatly from, AirVoice’s inexpensive and flexible pricing plans. AirVoice will not impose credit checks, nor will it require any deposits or contractual commitments. AirVoice’s Customers may turn to AirVoice because they cannot afford the postpaid services provided by traditional wireless carriers. AirVoice will affirmatively reach out to the low-income sector of the consumer base to offer attractive and affordable communications options. As such, AirVoice will contribute to the expansion of mobile wireless and broadband services for low-income consumers in Nebraska.

III. THE COMMISSION HAS JURISDICTION OVER DESIGNATION OF WIRELESS ETCs

Section 214(e)(2) of the Act provides state public utility commissions with the “primary responsibility” for the designation of ETCs.¹² 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.¹³ 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). Pursuant to this authority, the Commission has historically participated in determining whether to grant ETC status to an applying carrier, including any requesting wireless carrier.¹⁴

AirVoice recognizes that Section 214(e)(1)(A) of the Act states that ETCs shall offer services, at least in part, over their own facilities and that Section 54.201(i) of the FCC’s Rules (47 C.F.R. § 54.201(i)) prohibits state commissions from designating as an ETC a telecommunications carrier that offers services exclusively through the resale of another carrier’s services. However, the FCC has granted forbearance from enforcement of this facilities requirement to carriers seeking Lifeline-only ETC designation.¹⁵ 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

¹² 47 U.S.C. § 214(e)(2).

¹³ *USF Order*, at 8858–59, ¶ 145.

¹⁴ See e.g., *In the Matter of the Application of TerraCom, Inc., Oklahoma City, Oklahoma, for designation as an eligible telecommunications carrier in the State of Nebraska*, Application No. C-4464-NUSF-81, Order (August 7, 2012) (“*TerraCom ETC Order*”).

¹⁵ See *Lifeline and Link Up Reform Order* at ¶ 368.

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 AirVoice. Therefore, the Commission has the authority under Section 214(e)(2) of the Act to grant AirVoice's request for designation as an ETC throughout the State of Nebraska.

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

Section 254(e) of the Act provides that, "only an eligible telecommunications carrier designated under section 214(e) shall be eligible to receive specific federal universal service support." Section 214(e)(2) of the Act authorizes state commissions, such as the Commission, to designate ETC status for federal universal service purposes and authorizes the Commission to designate wireless ETCs.¹⁶ Section 214(e)(1) of the Act and Section 54.201(d) of the FCC's rules provide that applicants for ETC designation must be common carriers that shall, throughout the designated service area, offer all of the services supported by universal service, either using their own facilities or a combination of their own facilities and the resale of another carrier's services, except where the FCC has forbore from the "own facilities" requirement. Applicants also must commit to advertise the availability and rates of such services.¹⁷ As detailed below, AirVoice satisfies each of the above-listed requirements.

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

Although Section 214 requires ETCs to provide services using their facilities, at least in part, the FCC has forbore from that requirement with respect to carriers such as AirVoice. In

¹⁶ See *Federal-State Joint Board on Universal Service, First Report and Order*, 12 FCC Rcd 8776, 8858-59, ¶ 145 (1997) ("USF Order").

¹⁷ See 47 U.S.C. § 214(e)(1) and 47 C.F.R. § 54.201(d)(2).

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:¹⁸

(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.

In accordance with the *Lifeline and Link Up Reform Order*, AirVoice filed a Compliance Plan with the FCC, which the FCC approved on December 26, 2012.¹⁹ The FCC approved AirVoice’s Revised Compliance Plan on December 23, 2021²⁰ as the final condition to the Company’s transfer of control to VTel. A copy of the Company’s current FCC-Approved Compliance Plan is attached hereto as Exhibit 2. AirVoice commits to providing Lifeline service in Nebraska in accordance with its FCC-approved Compliance Plan and in compliance with applicable state and federal regulations, to the extent amendments thereto may supersede commitments made in the Compliance Plan.

B. AirVoice Is a Common Carrier

CMRS providers like AirVoice are treated as common carriers.²¹

¹⁸ See *Lifeline and Link Up Reform Order* at ¶¶ 368, 373, and 379.

¹⁹ See FCC Public Notice DA 12-2063, <https://www.fcc.gov/document/wcb-approves-nine-lifeline-compliance-plans>.

²⁰ See Public Notice DA 21-1641, <https://www.fcc.gov/document/wcb-approves-revised-compliance-plan-airvoice-wireless-llc>.

²¹ *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

C. AirVoice Will Provide All Supported Services

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

1. Voice Telephony Service

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

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

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

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

Toll Limitation. In its *Lifeline and Link Up Reform Order*, the FCC provided that toll limitation would no longer be deemed a supported service.²² "ETCs are not required to offer toll limitation service to low-income consumers if the Lifeline offering provides a set amount of

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* *PCLA Petition for Forbearance for Broadband PCS*, WT Docket No. 98-100, (Memorandum Opinion and Order and Notice of Proposed Rulemaking, 13 FCC Rcd 16857, 16911 ¶ 111 (1998) ("We concluded [in the *Second Report and Order*] that CMRS also includes the following common carrier services: cellular service, ... all mobile telephone services and resellers of such services.") (emphasis added).

²² *See Lifeline and Link Up Reform Order* at ¶ 367.

minutes that do not distinguish between toll and non-toll calls.”²³ Nonetheless, AirVoice’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. AirVoice’s service, moreover, is not offered on a distance-sensitive basis and local and domestic long-distance minutes are treated the same.

2. Broadband Internet Access Services

While no longer a supported service under 47 C.F.R. § 54.101(a), AirVoice provides Broadband Internet access service (“BIAS”) in accordance with the FCC’s minimum service standards to ensure Lifeline customers receive full support. The FCC has stated that BIAS consists of the ability for a user to receive “the capability to transmit data to and receive data from all or substantially all Internet endpoints, including any capabilities that are incidental to and enable the operation of the communications service, but excluding dial-up Internet access service.”²⁴ AirVoice provides BIAS to low-income consumers via resale of AT&T and T-Mobile services.

D. AirVoice Requests Designation Throughout Its Service Area

AirVoice is not a rural telephone company as defined in Section 153(37) of the Act (47 U.S.C. § 153(37)). Accordingly, AirVoice is required to describe the geographic area(s) within which it requests designation as an ETC. AirVoice requests ETC designation that is statewide in scope to allow the Company to provide Lifeline service wherever its underlying, facilities-based providers have wireless coverage, including federally recognized tribal lands. The Company’s coverage area identified by zip codes are attached hereto as Exhibit 3. AirVoice understands that its service area overlaps with rural carriers in Nebraska but maintains that the public interest factors described below justify its designation in these carriers’ service areas, especially because

²³ See *id.* at ¶ 49.

²⁴ See 47 C.F.R. § 8.2(a).

it seeks ETC designation solely to utilize USF funding to provide Lifeline service and NTAP service to qualified low-income consumers. AirVoice is not eligible for and does not seek Link-Up or high-cost support.

Therefore, designation of AirVoice 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.”²⁵ While federal rules (47 U.S.C. §§ 160, 214(e)(5) and 47 C.F.R. § 54.207(b)) require that the service area of an ETC conform to the service area of any rural telephone company serving the same area (the “service area conformance” requirement), the FCC’s *Lifeline and Link Up Reform Memorandum Opinion and Order* (FCC 13-44 released April 15, 2013) authorized forbearance from the service area conformance requirements with respect to carriers seeking to provide Lifeline-only service.²⁶ In light of this forbearance, the Commission has the authority to designate ETCs such as AirVoice in rural areas without concern for the service area conformance requirement.²⁷

E. AirVoice Will Advertise the Availability of Supported Services

AirVoice 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) and Section 009.02A3 of the Commission’s Rules. AirVoice will comply with the FCC’s rules regarding information to be included in marketing materials, including FCC rule section 54.405(c). Specifically,

²⁵ 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).

²⁶ See *In the Matter of Telecommunications Carriers Eligible for Support, Lifeline and Link Up Reform*, WC Docket No. 09-197, WC Docket No. 11-42, Memorandum Opinion and Order, FCC 13-44 (rel. April 15, 2013).

²⁷ See 47 C.F.R. § 54.207(c).

AirVoice's marketing materials will state, in easily understood language, that: (i) the service is a Lifeline service; (ii) Lifeline is a government assistance program; (iii) the service may not be transferred to someone else; (iv) consumers must meet certain eligibility requirements before enrolling in the Lifeline program; (v) the Lifeline program permits only one Lifeline discount per household; (vi) documentation is necessary for enrollment; and (vii) AirVoice is the provider of the services. Moreover, the Lifeline application/certification form will state that Lifeline is a federal benefit and that consumers who willfully make a false statement in order to obtain the Lifeline benefit can be punished by fine or imprisonment or can be barred from the program. Additionally, AirVoice will disclose the company name under which it does business and the details of its Lifeline service offerings in any Lifeline-related marketing and advertising.

AirVoice 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. AirVoice may also 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, AirVoice intends to utilize its network of retail partners (once established) to help promote the availability of its Lifeline plans, especially retail outlets that are frequented by low-income consumers. AirVoice will provide retail vendors with signage to be displayed where Company products are sold, and with printed materials describing the Company's Lifeline program. AirVoice will also do on-line marketing which may include social media and other on-line channels. Sample advertising materials are attached hereto as Exhibit 6.

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

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

A. Service Commitment Throughout the Proposed Designated Service Area

AirVoice will provide service in Nebraska by reselling service which it obtains from its Underlying Carriers, whose networks are operational and largely built out. Thus, AirVoice will be able to commence offering its Lifeline service to all locations served by its Underlying Carriers within approximately thirty (30) days after receiving approval from the Commission.

In accordance with 47 C.F.R. § 54.202(a)(1)(i), and by the certification attached in Exhibit 1, AirVoice commits to comply with the service requirements applicable to the low-income support that it receives. Further, AirVoice is able to and commits to continuously provide the supported services throughout its designated service area in accordance with Section 009.02A4 of the Commission's Rules. In the unlikely event that its' Underlying Carriers were to cease network operations throughout the designated service area, the Company would enter into a resale agreement with other succeeding wireless carrier(s) in order to maintain continuity of service. In accordance with Section 009.02A5 of the Commission's Rules, AirVoice also commits to provide service throughout its designated service area to all eligible customers who make a reasonable request for service.

B. Ability to Remain Functional in Emergency Situations

In accordance with 47 C.F.R. § 54.202(a)(2), AirVoice has the ability to remain functional in emergency situations. As discussed, AirVoice will utilize the extensive and well-established network facilities of Tier 1 wireless carriers to provide its Lifeline services. The Company understands that its Underlying Carriers' networks have access to a reasonable amount of back-up power to ensure functionality without an external power source, are able to reroute traffic around damaged facilities, and are capable of managing traffic spikes resulting from emergency situations. Indeed, its Underlying Carriers have repeatedly certified to the FCC that its network functions in emergency situations.²⁸ The Underlying Carriers provide this functionality to AirVoice and its customers.

C. Commitment to Consumer Protection and Service Quality

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

D. AirVoice is Financially and Technically Capable

In accordance with 47 C.F.R. § 54.202(a)(4), AirVoice is financially and technically capable of providing Lifeline-supported services and is currently offering Lifeline service in ten (10) jurisdictions. In addition, AirVoice has been providing non-Lifeline wireless service throughout the United States since 1999. AirVoice receives revenue from a number of sources which are completely independent from the revenue it will receive in the form of Lifeline

²⁸ See, e.g., *In the Matter of Telecommunications Carriers Eligible for Universal Service Support, Petition of AT&T USA, Inc. for Designation as a Low-Income Eligible Telecommunications Carrier, et al.*, WC Docket No. 09-197, at 20 (released Aug. 16, 2012).

support. AirVoice does not and will not rely exclusively on USF disbursements to operate. In addition, AirVoice's financial and technical capabilities to provide service are demonstrated by its performance over twenty-two (22) years in the wireless telephone industry, with consistently strong service, organic growth, and robust protections to ensure its Lifeline customers meet eligibility requirements. AirVoice's new ownership and affiliates will also provide additional financial, technical and managerial support as needed.

Furthermore, the senior management of AirVoice has great depth in the telecommunications industry and offers extensive telecommunications business technical and managerial expertise to AirVoice.²⁹ AirVoice will be providing resold wireless service, and therefore will also rely upon the managerial and technical expertise of its Underlying Carriers.

E. Terms and Conditions of Proposed Lifeline Offering

AirVoice has the ability to provide all services supported by the universal service program, as detailed in 47 C.F.R. § 54.101(a), throughout Nebraska. AirVoice intends to be a leader in the prepaid marketplace by offering consumers exceptional value and competitive amounts of voice and broadband usage. AirVoice commits that its Lifeline-supported voice services will meet or exceed the minimum service standards set forth in 47 C.F.R. § 54.408, including as such standards are updated going forward. AirVoice's Lifeline-supported broadband services will also meet the minimum service standards set forth in 47 C.F.R. § 54.408 for mobile broadband internet access services, including for service speed and data usage allowance, as such standards are updated going forward. To the extent AirVoice provides devices for use with Lifeline-supported broadband service, such devices will meet the equipment

²⁹ See attached Exhibit 4 for key management bios.

requirements set forth in 47 C.F.R. § 54.408(f), and AirVoice will not impose an additional or separate tethering charge for mobile data usage below the minimum standard.

Attached hereto as Exhibit 5 is a summary table of the Company's proposed Lifeline service offerings, showing that non-tribal Lifeline customers will receive 1000 voice minutes, unlimited text messages, and 4.5 gigabytes (GB) of data per month with full access to its Underlying Carriers' networks at a net cost of \$0.00 after application of Lifeline support.³⁰ Lifeline customers that also elect to receive ACP benefits from AirVoice will receive unlimited talk and text with 15 GB data (unlimited data for tribal customers) after application of Lifeline and ACP support. Customers will be able to purchase additional minutes or data as needed. All plans will include nationwide domestic long-distance at no extra per-minute charge, and AirVoice will not assess any usage for access to its free customer services (611). Emergency (911) calls will be free, regardless of service activation or availability of minutes, and will not count against the customer's airtime. The Company's Lifeline offering will provide feature-rich mobile connectivity for qualifying subscribers without the burden of credit checks or service contracts. AirVoice's prepaid offering will be an attractive alternative for consumers who need the mobility, security, and convenience of a wireless phone, but who are concerned about usage charges or long-term contracts.

F. AirVoice Will Comply with the Lifeline Certification and Verification Requirements

Customers interested in obtaining information on the Lifeline program will be directed to a toll-free telephone number and to the Company's website, www.airtalkwireless.com, which will contain information regarding the Company's Lifeline service plans, including a description

³⁰ The current rate plan is based upon the December 2021 FCC minimum service standards ("MSS") and will change based on the future MSS. AirVoice's rate plan for eligible residents of federally recognized tribal lands includes unlimited talk, unlimited text, and 5 GB data.

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

G. Prevention of Waste, Fraud and Abuse

AirVoice recognizes the importance of safeguarding the USF and has implemented measures and procedures to prevent duplicate Lifeline benefits being awarded to the same household. AirVoice complies with the requirements of the National Lifeline Accountability Database (“NLAD”) and section 54.404 of the FCC’s rules. In Nebraska, the National Verifier queries the NLAD for every enrollment to determine whether a prospective subscriber is

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

currently receiving a Lifeline service from AirVoice or any other ETC, and whether anyone else living at the prospective subscriber's residential address is currently receiving Lifeline service. In addition, Company personnel emphasize the "one Lifeline service per household" restriction in their direct sales contacts with potential customers. Furthermore, the FCC has taken steps to curb abuse in the Lifeline program by establishing the National Verifier, which transfers the responsibility of eligibility determination away from Lifeline providers. AirVoice will rely on the National Verifier to determine initial and ongoing eligibility of Nebraska Lifeline subscribers.

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

To further protect the integrity of the USF, AirVoice contracts with a third-party Lifeline service bureau, currently CGM, LLC, 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. Moreover, AirVoice has implemented an internal auditing process to review NLAD and CGM findings as a final layer of fraud prevention. Through the processes described above, AirVoice ensures that it does not over-request from support funds.

H. AirVoice Will Comply With Regulations Imposed By The Commission

By this Application, AirVoice hereby asserts its willingness and ability to comply with the rules and regulations that the Commission may lawfully impose upon the Company's provision of service contemplated by this Application. Upon Commission request, AirVoice is prepared to answer questions or present additional testimony or other evidence about its services within the state. AirVoice commits that 100% of federal universal service funds will flow through directly to Lifeline customers.

1. Nebraska ETC Designation

By this Application, AirVoice also requests designation as a Nebraska ETC for purposes of participating in the NTAP program. In accordance with Commission Rules set forth in 291 Neb. Admin. Code, ch. 10, §§ 004.04A and 004.04B, AirVoice commits to comply with Section 006 of the Commission Rules to the extent such rules are applicable to the Company as a prepaid wireless provider. AirVoice commits to offer NTAP services in compliance with the Commission's orders, rules and regulations regarding NTAP including the requirement to use only the Commission's NTAP application form, requirements regarding additions and removals of NTAP subscribers from the NTAP program and the semiannual reporting of NTAP customer lists.

AirVoice further commits to comply with the requirements recently adopted in the FCC’s *Lifeline and Link Up Reform Order* to annually verify the eligibility of each of its NTAP subscribers in cooperation with the NTAP Department of the Commission.³²

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

One of the principal goals of the Act, as amended by the Telecommunications Act of 1996, is “to secure lower prices and higher quality services for American telecommunications consumers and encourage the rapid deployment of new telecommunications technologies” to all citizens, regardless of geographic location or income.³³ Designation of AirVoice as an ETC in Nebraska will further that public interest. Whether because of financial constraints, poor credit history, or intermittent employment, many low-income consumers often lack the countless choices available to most consumers and thus have yet to reap the full benefits of the intensely competitive wireless market.

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

³² See *Lifeline and Link Up Reform Order* at pages 240-42.

³³ *Telecommunications Act of 1996*, Pub. L. No. 104-104, 110 Stat. 56.

service due to financial constraints.”³⁴ Given this context, designating AirVoice as an ETC would significantly benefit low-income consumers eligible for Lifeline services in Nebraska—the intended beneficiaries of universal service.

A. Advantages of AirVoice’s Service Offering

AirVoice offers a unique, easy to use, competitive, and highly affordable wireless telecommunications service, which benefits qualified consumers who either have no other service alternatives or who choose a wireless prepaid solution in lieu of more traditional service. The public interest benefits of AirVoice’s wireless service include larger calling areas (as compared to traditional wireline carriers), the convenience and security afforded by mobile service, and voice and broadband access included without cost (after application of the Lifeline support), as well as either a free SIM card or handset, and free access to caller ID, call waiting, and Voicemail features, and access to 911 services regardless of the number of voice minutes remaining on the Lifeline consumer’s plan. These no cost to consumer services and low-cost minutes are an invaluable resource for cash-strapped consumers, and the prepaid nature of the service also provides an alternative for “unbanked” consumers.

AirVoice’s Lifeline offerings compare favorably with those of other competitive ETCs, and provide Lifeline customers with voice minutes, text messages, and a data allotment (meeting the voice and broadband minimum service standards), at no net cost to the customer after application of Lifeline support. AirVoice’s Lifeline offering will be provided over its Underlying Carriers’ networks. AirVoice’s prepaid wireless service is likely to be an especially attractive option for low-income consumers because it alleviates customer concerns regarding hidden costs, varying monthly charges and long-term contract issues.

³⁴ See *Lifeline Modernization Order* ¶ 2.

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

With the comprehensive strength and experience of AirVoice's management team, the Company's technology-based business model, and AirVoice's solid history as a Lifeline provider, AirVoice is uniquely positioned to meet the needs of Lifeline customers, utilizing the Company's innovative outreach and high integrity enrollment process, and AirVoice remains committed to careful stewardship of the Lifeline program. Without question, prepaid wireless services have become essential for low-income customers, providing them with value for their money, access to emergency services on wireless devices, and a reliable means of contact for prospective employers, social service agencies or dependents. Providing AirVoice with the authority necessary to offer discounted Lifeline service to those without wireless service—or most in danger of losing service altogether—undoubtedly promotes the public interest.

B. The Benefits of Competitive Choice

The FCC has acknowledged the benefits to consumers of being able to choose from among a variety of telecommunications service providers for more than three decades.³⁵ Increasing customer choice promotes competition and innovation, thus spurring other carriers to target low-income consumers with service offerings tailored to their needs, ultimately resulting in improved services to consumers. Designation of AirVoice as an ETC will help ensure that quality services are available at “just, reasonable, and affordable rates” as envisioned in the Act.³⁶ Introducing AirVoice into the market as an additional wireless ETC provider will afford low-income Nebraska 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 AirVoice or the Incumbent LEC operating in the same service area. The number of persons eligible for Lifeline support is the same regardless of the number of ETCs; thus, AirVoice will only increase the amount of USF Lifeline funding in situations where it obtains Lifeline customers not already enrolled in another ETC’s Lifeline program. By implementing the safeguards set forth in the *Lifeline and Link Up Reform Order* and utilizing the NLAD and National Verifier, the likelihood that AirVoice’s customers are not eligible or are receiving duplicative support either individually or within their household is greatly minimized.

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

³⁶ See 47 U.S.C. § 254(b)(1).

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

VII. CONCLUSION

Based on the foregoing, designation of AirVoice as an ETC in the State of Nebraska complies with the requirements of Section 214(e)(2) of the Act and is clearly in the public interest.

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

DATED this 28th day of March, 2022.

Respectfully submitted,



Katherine A. McNamara, #25142
Fraser Stryker PC LLO
500 Energy Plaza
409 South 17th Street
Omaha, Nebraska 68102
(402) 341-6000
kmcnamara@FraserStryker.com

/s/ Lance J.M. Steinhart

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

*Attorneys for AirVoice Wireless, LLC
d/b/a AirTalk Wireless*

Certificate of Service

The undersigned hereby certifies that on this 28th day of March, 2022, a true and correct copy of the foregoing Application was served via electronic mail and by United States mail to:

Nebraska Public Service Commission
ATTN: Susan Horn and Cullen Robbins
300 The Atrium, 1200 N Street
P.O. Box 94927
Lincoln, NE 68509-4927
susan.horn@nebraska.gov
cullen.robbsins@nebraska.gov
psc.communications@nebraska.gov
psc.nusf-filings@nebraska.gov

A handwritten signature in blue ink, reading "Katherine A. McNamara", written over a horizontal line.

Katherine A. McNamara

EXHIBIT 1

Certification

STATE OF TEXAS

)

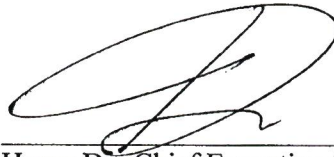
COUNTY OF HARRIS

)

)

I, Henry Do, Chief Executive Officer of AirVoice Wireless, LLC d/b/a AirTalk Wireless (the "Company"), hereby state upon oath and affirmation of belief and personal knowledge that the matters, facts and statements set forth in the foregoing Petition are true to the best of my knowledge and belief.

I certify that the Company will comply with the service requirements applicable to the low-income support it receives.



Henry Do, Chief Executive Officer
AirVoice Wireless, LLC
d/b/a AirTalk Wireless

EXHIBIT 2

FCC-Approved Compliance Plan

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

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

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/

Glenn S. Richards
Christine A. Reilly
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street NW
Washington D.C. 20037
(202) 663-8215

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 Tim Bahari

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

_____ 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.

FOR OFFICE USE ONLY:

Company Representative: _____

Documentation Verified: _____

Representative Signature: _____

Date: _____

Is this a multi-family dwelling? _____

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

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. Scroll down and select Forward Calls
4. Select Voice Calls
5. Select Always Forward
6. Select Activate
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. Scroll down and select Forward Calls
4. Select Voice Calls
5. Select Always Forward
6. Select Cancel
7. 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 credits or 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 service 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 services: You will have the ability to change from one Feel Safe Wireless rate plan to another upon request if proper verification is provided. Please contact our US based customer service at 1-877-247-7799. 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 lost. 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 you to 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/Rates: 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 976. You cannot use the service to place operator assisted calls such as third party bills, 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

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FEELSAFE WIRELESS

Brought to you by 
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

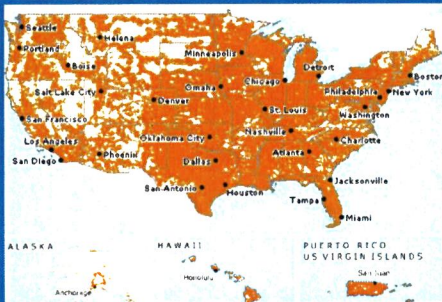
Supplemental Social Security- SSI

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 3

Coverage Area

zip	primary_city	state	county
68001	Abie	NE	Butler County
68002	Arlington	NE	Washington County
68003	Ashland	NE	Saunders County
68004	Bancroft	NE	Cuming County
68005	Bellevue	NE	Sarpy County
68007	Bennington	NE	Douglas County
68008	Blair	NE	Washington County
68014	Bruno	NE	Butler County
68015	Cedar Bluffs	NE	Saunders County
68017	Ceresco	NE	Saunders County
68018	Colon	NE	Saunders County
68019	Craig	NE	Burt County
68020	Decatur	NE	Burt County
68022	Elkhorn	NE	Douglas County
68023	Fort Calhoun	NE	Washington County
68025	Fremont	NE	Dodge County
68028	Gretna	NE	Sarpy County
68029	Herman	NE	Washington County
68030	Homer	NE	Dakota County
68031	Hooper	NE	Dodge County
68033	Ithaca	NE	Saunders County
68034	Kennard	NE	Washington County
68036	Linwood	NE	Butler County
68037	Louisville	NE	Cass County
68038	Lyons	NE	Burt County
68039	Macy	NE	Thurston County
68040	Malmo	NE	Saunders County
68041	Mead	NE	Saunders County
68042	Memphis	NE	Saunders County
68044	Nickerson	NE	Dodge County
68045	Oakland	NE	Burt County
68046	Papillion	NE	Sarpy County
68047	Pender	NE	Wayne County
68048	Plattsmouth	NE	Cass County
68050	Prague	NE	Saunders County
68055	Rosalie	NE	Thurston County
68056	St Columbans	NE	Sarpy County
68057	Scribner	NE	Dodge County
68059	Springfield	NE	Sarpy County
68061	Tekamah	NE	Burt County
68062	Thurston	NE	Thurston County
68064	Valley	NE	Douglas County
68065	Valparaiso	NE	Saunders County
68066	Wahoo	NE	Saunders County
68067	Walthill	NE	Thurston County
68068	Washington	NE	Washington County

68069 Waterloo	NE	Douglas County
68070 Weston	NE	Saunders County
68071 Winnebago	NE	Thurston County
68073 Yutan	NE	Saunders County
68102 Omaha	NE	Douglas County
68104 Omaha	NE	Douglas County
68105 Omaha	NE	Douglas County
68106 Omaha	NE	Douglas County
68107 Omaha	NE	Douglas County
68108 Omaha	NE	Douglas County
68110 Omaha	NE	Douglas County
68111 Omaha	NE	Douglas County
68112 Omaha	NE	Douglas County
68113 Offutt AFB	NE	Sarpy County
68114 Omaha	NE	Douglas County
68116 Omaha	NE	Douglas County
68117 Omaha	NE	Douglas County
68118 Omaha	NE	Douglas County
68122 Omaha	NE	Douglas County
68123 Bellevue	NE	Sarpy County
68124 Omaha	NE	Douglas County
68127 Omaha	NE	Douglas County
68128 La Vista	NE	Sarpy County
68130 Omaha	NE	Douglas County
68131 Omaha	NE	Douglas County
68132 Omaha	NE	Douglas County
68133 Papillion	NE	Sarpy County
68134 Omaha	NE	Douglas County
68135 Omaha	NE	Douglas County
68136 Omaha	NE	Sarpy County
68137 Omaha	NE	Douglas County
68138 Omaha	NE	Sarpy County
68142 Omaha	NE	Douglas County
68144 Omaha	NE	Douglas County
68147 Bellevue	NE	Sarpy County
68152 Omaha	NE	Douglas County
68154 Omaha	NE	Douglas County
68157 Omaha	NE	Sarpy County
68164 Omaha	NE	Douglas County
68172 Omaha	NE	Douglas County
68175 Omaha	NE	Douglas County
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68181 Omaha	NE	Douglas County
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68183 Omaha	NE	Douglas County
68197 Omaha	NE	Douglas County
68198 Omaha	NE	Douglas County
68301 Adams	NE	Gage County
68303 Alexandria	NE	Thayer County
68304 Alvo	NE	Cass County
68305 Auburn	NE	Nemaha County
68307 Avoca	NE	Cass County
68309 Barneston	NE	Gage County
68310 Beatrice	NE	Gage County
68313 Beaver Crossing	NE	Seward County
68314 Bee	NE	Seward County
68315 Belvidere	NE	Thayer County
68316 Benedict	NE	York County
68317 Bennet	NE	Lancaster County
68318 Blue Springs	NE	Gage County
68319 Bradshaw	NE	York County
68320 Brock	NE	Nemaha County
68321 Brownville	NE	Nemaha County
68322 Bruning	NE	Thayer County
68323 Burchard	NE	Pawnee County
68324 Burr	NE	Otoe County
68325 Byron	NE	Thayer County
68326 Carleton	NE	Thayer County
68327 Chester	NE	Thayer County
68328 Clatonia	NE	Gage County
68329 Cook	NE	Johnson County
68331 Cortland	NE	Gage County
68332 Crab Orchard	NE	Johnson County
68333 Crete	NE	Saline County
68335 Davenport	NE	Thayer County
68336 Davey	NE	Lancaster County
68337 Dawson	NE	Richardson County
68338 Daykin	NE	Jefferson County
68339 Denton	NE	Lancaster County
68340 Deshler	NE	Thayer County
68341 De Witt	NE	Saline County
68342 Diller	NE	Jefferson County
68343 Dorchester	NE	Saline County
68344 Douglas	NE	Otoe County
68345 Du Bois	NE	Pawnee County
68346 Dunbar	NE	Otoe County
68347 Eagle	NE	Cass County
68348 Elk Creek	NE	Johnson County
68349 Elmwood	NE	Cass County
68350 Endicott	NE	Jefferson County
68351 Exeter	NE	Fillmore County

68352 Fairbury	NE	Jefferson County
68354 Fairmont	NE	Fillmore County
68355 Falls City	NE	Richardson County
68357 Filley	NE	Gage County
68358 Firth	NE	Lancaster County
68359 Friend	NE	Saline County
68360 Garland	NE	Seward County
68361 Geneva	NE	Fillmore County
68365 Grafton	NE	Fillmore County
68366 Greenwood	NE	Cass County
68367 Gresham	NE	York County
68368 Hallam	NE	Lancaster County
68370 Hebron	NE	Thayer County
68371 Henderson	NE	York County
68372 Hickman	NE	Lancaster County
68375 Hubbell	NE	Thayer County
68376 Humboldt	NE	Richardson County
68377 Jansen	NE	Jefferson County
68378 Johnson	NE	Nemaha County
68379 Julian	NE	Nemaha County
68380 Lewiston	NE	Pawnee County
68381 Liberty	NE	Gage County
68382 Lorton	NE	Otoe County
68401 Mc Cool Junction	NE	York County
68402 Malcolm	NE	Lancaster County
68404 Martell	NE	Lancaster County
68405 Milford	NE	Seward County
68406 Milligan	NE	Fillmore County
68407 Murdock	NE	Cass County
68409 Murray	NE	Cass County
68410 Nebraska City	NE	Otoe County
68413 Nehawka	NE	Cass County
68414 Nemaha	NE	Nemaha County
68415 Odell	NE	Gage County
68416 Ohiowa	NE	Fillmore County
68417 Otoe	NE	Otoe County
68418 Palmyra	NE	Otoe County
68420 Pawnee City	NE	Pawnee County
68421 Peru	NE	Nemaha County
68422 Pickrell	NE	Gage County
68423 Pleasant Dale	NE	Seward County
68424 Plymouth	NE	Jefferson County
68428 Raymond	NE	Lancaster County
68429 Reynolds	NE	Jefferson County
68430 Roca	NE	Lancaster County
68431 Rulo	NE	Richardson County
68433 Salem	NE	Richardson County

68434 Seward	NE	Seward County
68436 Shickley	NE	Fillmore County
68437 Shubert	NE	Richardson County
68439 Staplehurst	NE	Seward County
68440 Steele City	NE	Jefferson County
68441 Steinauer	NE	Pawnee County
68442 Stella	NE	Richardson County
68443 Sterling	NE	Johnson County
68444 Strang	NE	Fillmore County
68445 Swanton	NE	Saline County
68446 Syracuse	NE	Otoe County
68447 Table Rock	NE	Pawnee County
68448 Talmage	NE	Otoe County
68450 Tecumseh	NE	Johnson County
68452 Ong	NE	Clay County
68453 Tobias	NE	Saline County
68454 Unadilla	NE	Otoe County
68455 Union	NE	Cass County
68456 Utica	NE	Seward County
68457 Verdon	NE	Richardson County
68458 Virginia	NE	Gage County
68460 Waco	NE	York County
68461 Walton	NE	Lancaster County
68462 Waverly	NE	Lancaster County
68463 Weeping Water	NE	Cass County
68464 Western	NE	Saline County
68465 Wilber	NE	Saline County
68466 Wymore	NE	Gage County
68467 York	NE	York County
68502 Lincoln	NE	Lancaster County
68503 Lincoln	NE	Lancaster County
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68527 Lincoln	NE	Lancaster County
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68531 Lincoln	NE	Lancaster County
68532 Lincoln	NE	Lancaster County
68544 Lincoln	NE	
68588 Lincoln	NE	Lancaster County
68601 Columbus	NE	Platte County
68620 Albion	NE	Boone County
68621 Ames	NE	Dodge County
68622 Bartlett	NE	Wheeler County
68623 Belgrade	NE	Nance County
68624 Bellwood	NE	Butler County
68626 Brainard	NE	Butler County
68627 Cedar Rapids	NE	Boone County
68628 Clarks	NE	Merrick County
68629 Clarkson	NE	Colfax County
68631 Creston	NE	Platte County
68632 David City	NE	Butler County
68633 Dodge	NE	Dodge County
68635 Dwight	NE	Butler County
68636 Elgin	NE	Antelope County
68637 Ericson	NE	Wheeler County
68638 Fullerton	NE	Nance County
68640 Genoa	NE	Nance County
68641 Howells	NE	Colfax County
68642 Humphrey	NE	Platte County
68643 Leigh	NE	Colfax County
68644 Lindsay	NE	Platte County
68647 Monroe	NE	Platte County
68648 Morse Bluff	NE	Saunders County
68649 North Bend	NE	Dodge County
68651 Osceola	NE	Polk County
68652 Petersburg	NE	Boone County
68653 Platte Center	NE	Platte County
68654 Polk	NE	Polk County
68655 Primrose	NE	Boone County
68658 Rising City	NE	Butler County
68659 Rogers	NE	Colfax County
68660 Saint Edward	NE	Boone County
68661 Schuyler	NE	Colfax County
68662 Shelby	NE	Polk County
68663 Silver Creek	NE	Merrick County
68665 Spalding	NE	Greeley County
68666 Stromsburg	NE	Polk County
68667 Surprise	NE	Butler County
68669 Ulysses	NE	Butler County
68701 Norfolk	NE	Madison County

68710 Allen	NE	Dixon County
68711 Amelia	NE	Holt County
68713 Atkinson	NE	Holt County
68714 Bassett	NE	Rock County
68715 Battle Creek	NE	Madison County
68716 Beemer	NE	Cuming County
68717 Belden	NE	Cedar County
68718 Bloomfield	NE	Knox County
68719 Bristow	NE	Boyd County
68720 Brunswick	NE	Antelope County
68722 Butte	NE	Boyd County
68723 Carroll	NE	Wayne County
68724 Center	NE	Knox County
68725 Chambers	NE	Holt County
68726 Clearwater	NE	Antelope County
68727 Coleridge	NE	Cedar County
68728 Concord	NE	Dixon County
68729 Creighton	NE	Knox County
68730 Crofton	NE	Knox County
68731 Dakota City	NE	Dakota County
68732 Dixon	NE	Dixon County
68733 Emerson	NE	Dakota County
68734 Emmet	NE	Holt County
68735 Ewing	NE	Holt County
68736 Fordyce	NE	Cedar County
68739 Hartington	NE	Cedar County
68740 Hoskins	NE	Wayne County
68741 Hubbard	NE	Dakota County
68742 Inman	NE	Holt County
68743 Jackson	NE	Dakota County
68745 Laurel	NE	Cedar County
68746 Lynch	NE	Boyd County
68747 Mclean	NE	Pierce County
68748 Madison	NE	Madison County
68751 Maskell	NE	Dixon County
68752 Meadow Grove	NE	Madison County
68753 Mills	NE	Keya Paha County
68755 Naper	NE	Boyd County
68756 Neligh	NE	Antelope County
68757 Newcastle	NE	Dixon County
68758 Newman Grove	NE	Madison County
68759 Newport	NE	Rock County
68760 Niobrara	NE	Knox County
68761 Oakdale	NE	Antelope County
68763 Oneill	NE	Holt County
68764 Orchard	NE	Antelope County
68765 Osmond	NE	Pierce County

68766	Page	NE	Holt County
68767	Pierce	NE	Pierce County
68768	Pilger	NE	Stanton County
68769	Plainview	NE	Pierce County
68770	Ponca	NE	Dixon County
68771	Randolph	NE	Cedar County
68773	Royal	NE	Antelope County
68774	Saint Helena	NE	Cedar County
68776	South Sioux City	NE	Dakota County
68777	Spencer	NE	Boyd County
68778	Springview	NE	Keya Paha County
68779	Stanton	NE	Stanton County
68780	Stuart	NE	Holt County
68781	Tilden	NE	Madison County
68783	Verdigre	NE	Knox County
68784	Wakefield	NE	Dixon County
68785	Waterbury	NE	Dixon County
68786	Wausa	NE	Knox County
68787	Wayne	NE	Wayne County
68788	West Point	NE	Cuming County
68789	Winnetoona	NE	Knox County
68790	Winside	NE	Wayne County
68791	Wisner	NE	Cuming County
68792	Wynot	NE	Cedar County
68801	Grand Island	NE	Hall County
68803	Grand Island	NE	Hall County
68810	Alda	NE	Hall County
68812	Amherst	NE	Buffalo County
68813	Anselmo	NE	Custer County
68814	Ansley	NE	Custer County
68815	Arcadia	NE	Valley County
68816	Archer	NE	Merrick County
68817	Ashton	NE	Sherman County
68818	Aurora	NE	Hamilton County
68820	Boelus	NE	Howard County
68821	Brewster	NE	Blaine County
68822	Broken Bow	NE	Custer County
68823	Burwell	NE	Garfield County
68824	Cairo	NE	Hall County
68825	Callaway	NE	Custer County
68826	Central City	NE	Merrick County
68827	Chapman	NE	Merrick County
68828	Comstock	NE	Custer County
68831	Dannebrog	NE	Howard County
68832	Doniphan	NE	Hall County
68833	Dunning	NE	Blaine County
68834	Eddyville	NE	Dawson County

68835 Elba	NE	Howard County
68836 Elm Creek	NE	Buffalo County
68837 Elyria	NE	Valley County
68838 Farwell	NE	Howard County
68840 Gibbon	NE	Buffalo County
68841 Giltner	NE	Hamilton County
68842 Greeley	NE	Greeley County
68843 Hampton	NE	Hamilton County
68844 Hazard	NE	Sherman County
68845 Kearney	NE	Buffalo County
68846 Hordville	NE	Hamilton County
68847 Kearney	NE	Buffalo County
68849 Kearney	NE	Buffalo County
68850 Lexington	NE	Dawson County
68852 Litchfield	NE	Sherman County
68853 Loup City	NE	Sherman County
68854 Marquette	NE	Hamilton County
68855 Mason City	NE	Custer County
68856 Merna	NE	Custer County
68858 Miller	NE	Buffalo County
68859 North Loup	NE	Valley County
68860 Oconto	NE	Custer County
68861 Odessa	NE	Buffalo County
68862 Ord	NE	Valley County
68863 Overton	NE	Dawson County
68864 Palmer	NE	Merrick County
68865 Phillips	NE	Hamilton County
68866 Pleasanton	NE	Buffalo County
68869 Ravenna	NE	Buffalo County
68870 Riverdale	NE	Buffalo County
68871 Rockville	NE	Sherman County
68872 Saint Libory	NE	Howard County
68873 Saint Paul	NE	Howard County
68874 Sargent	NE	Custer County
68875 Scotia	NE	Greeley County
68876 Shelton	NE	Buffalo County
68878 Sumner	NE	Dawson County
68879 Taylor	NE	Loup County
68881 Westerville	NE	Custer County
68882 Wolbach	NE	Greeley County
68883 Wood River	NE	Hall County
68901 Hastings	NE	Adams County
68920 Alma	NE	Harlan County
68922 Arapahoe	NE	Furnas County
68924 Axtell	NE	Kearney County
68925 Ayr	NE	Adams County
68926 Beaver City	NE	Furnas County

68927	Bertrand	NE	Phelps County
68928	Bladen	NE	Webster County
68929	Bloomington	NE	Franklin County
68930	Blue Hill	NE	Webster County
68932	Campbell	NE	Franklin County
68933	Clay Center	NE	Clay County
68934	Deweese	NE	Clay County
68935	Edgar	NE	Clay County
68936	Edison	NE	Furnas County
68937	Elwood	NE	Gosper County
68938	Fairfield	NE	Clay County
68939	Franklin	NE	Franklin County
68940	Funk	NE	Phelps County
68941	Glenvil	NE	Clay County
68942	Guide Rock	NE	Webster County
68943	Hardy	NE	Nuckolls County
68944	Harvard	NE	Clay County
68945	Heartwell	NE	Kearney County
68946	Hendley	NE	Furnas County
68947	Hildreth	NE	Franklin County
68948	Holbrook	NE	Furnas County
68949	Holdrege	NE	Phelps County
68950	Holstein	NE	Adams County
68952	Inavale	NE	Webster County
68954	Inland	NE	Clay County
68955	Juniata	NE	Adams County
68956	Kenesaw	NE	Adams County
68957	Lawrence	NE	Nuckolls County
68958	Loomis	NE	Phelps County
68959	Minden	NE	Kearney County
68960	Naponee	NE	Franklin County
68961	Nelson	NE	Nuckolls County
68964	Oak	NE	Nuckolls County
68966	Orleans	NE	Harlan County
68967	Oxford	NE	Furnas County
68970	Red Cloud	NE	Webster County
68971	Republican City	NE	Harlan County
68972	Riverton	NE	Franklin County
68973	Roseland	NE	Adams County
68974	Ruskin	NE	Nuckolls County
68975	Saronville	NE	Clay County
68976	Smithfield	NE	Gosper County
68977	Stamford	NE	Harlan County
68978	Superior	NE	Nuckolls County
68979	Sutton	NE	Clay County
68980	Trumbull	NE	Clay County
68981	Upland	NE	Franklin County

68982 Wilcox	NE	Kearney County
69001 Mc Cook	NE	Red Willow County
69020 Bartley	NE	Red Willow County
69021 Benkelman	NE	Dundy County
69022 Cambridge	NE	Furnas County
69023 Champion	NE	Chase County
69024 Culbertson	NE	Hitchcock County
69025 Curtis	NE	Frontier County
69026 Danbury	NE	Red Willow County
69027 Enders	NE	Chase County
69028 Eustis	NE	Frontier County
69029 Farnam	NE	Dawson County
69030 Haigler	NE	Dundy County
69032 Hayes Center	NE	Hayes County
69033 Imperial	NE	Chase County
69034 Indianola	NE	Red Willow County
69036 Lebanon	NE	Red Willow County
69037 Max	NE	Dundy County
69038 Maywood	NE	Frontier County
69039 Moorefield	NE	Frontier County
69040 Palisade	NE	Hitchcock County
69041 Parks	NE	Dundy County
69042 Stockville	NE	Frontier County
69043 Stratton	NE	Hitchcock County
69044 Trenton	NE	Hitchcock County
69045 Wauneta	NE	Chase County
69046 Wilsonville	NE	Furnas County
69101 North Platte	NE	Lincoln County
69120 Arnold	NE	Custer County
69121 Arthur	NE	Arthur County
69122 Big Springs	NE	Deuel County
69123 Brady	NE	Lincoln County
69125 Broadwater	NE	Morrill County
69127 Brule	NE	Keith County
69128 Bushnell	NE	Kimball County
69129 Chappell	NE	Deuel County
69130 Cozad	NE	Dawson County
69131 Dalton	NE	Cheyenne County
69132 Dickens	NE	Lincoln County
69133 Dix	NE	Kimball County
69134 Elsie	NE	Perkins County
69135 Elsmere	NE	Cherry County
69138 Gothenburg	NE	Dawson County
69140 Grant	NE	Perkins County
69141 Gurley	NE	Cheyenne County
69142 Halsey	NE	Thomas County
69143 Hershey	NE	Lincoln County

69144	Keystone	NE	Keith County
69145	Kimball	NE	Kimball County
69146	Lemoyne	NE	Keith County
69147	Lewellen	NE	Garden County
69148	Lisco	NE	Garden County
69149	Lodgepole	NE	Cheyenne County
69150	Madrid	NE	Perkins County
69151	Maxwell	NE	Lincoln County
69152	Mullen	NE	Hooker County
69153	Ogallala	NE	Keith County
69154	Oshkosh	NE	Garden County
69155	Paxton	NE	Keith County
69156	Potter	NE	Cheyenne County
69157	Purdum	NE	Blaine County
69160	Sidney	NE	Cheyenne County
69161	Seneca	NE	Thomas County
69162	Sidney	NE	Cheyenne County
69163	Stapleton	NE	Logan County
69165	Sutherland	NE	Lincoln County
69166	Thedford	NE	Thomas County
69167	Tryon	NE	McPherson County
69168	Venango	NE	Perkins County
69169	Wallace	NE	Lincoln County
69170	Wellfleet	NE	Lincoln County
69171	Willow Island	NE	Dawson County
69190	Oshkosh	NE	Garden County
69201	Valentine	NE	Cherry County
69210	Ainsworth	NE	Brown County
69211	Cody	NE	Cherry County
69212	Crookston	NE	Cherry County
69214	Johnstown	NE	Brown County
69216	Kilgore	NE	Cherry County
69217	Long Pine	NE	Brown County
69218	Merriman	NE	Cherry County
69219	Nenzel	NE	Cherry County
69220	Sparks	NE	Cherry County
69221	Wood Lake	NE	Cherry County
69301	Alliance	NE	Box Butte County
69331	Angora	NE	Morrill County
69333	Ashby	NE	Grant County
69334	Bayard	NE	Morrill County
69335	Bingham	NE	Sheridan County
69336	Bridgeport	NE	Morrill County
69337	Chadron	NE	Dawes County
69339	Crawford	NE	Dawes County
69340	Ellsworth	NE	Sheridan County
69341	Gering	NE	Scotts Bluff County

69343 Gordon	NE	Sheridan County
69345 Harrisburg	NE	Banner County
69346 Harrison	NE	Sioux County
69347 Hay Springs	NE	Sheridan County
69348 Hemingford	NE	Box Butte County
69350 Hyannis	NE	Grant County
69351 Lakeside	NE	Sheridan County
69352 Lyman	NE	Scotts Bluff County
69354 Marsland	NE	Dawes County
69356 Minatare	NE	Scotts Bluff County
69357 Mitchell	NE	Scotts Bluff County
69358 Morrill	NE	Scotts Bluff County
69360 Rushville	NE	Sheridan County
69361 Scottsbluff	NE	Scotts Bluff County
69366 Whitman	NE	Grant County
69367 Whitney	NE	Dawes County

EXHIBIT 4

Key Management Bios

David Stewart

Over 25 years of experience in software development including 18 years as owner of Danna Software supporting the IT needs of organizations primarily working in Global Logistics and Supply Chain Management. From evaluating business needs through development, implementation and training I enjoy solving problems and creating streamlined solutions.

Throughout my career I've built relationships with a variety of businesses from small companies of 10 employees or less to Fortune 500's. My companies success has depended on the success of the clients I serve. Over the years serving my clients I have learned how to evaluate a companies needs, business objectives and their own clients needs.

MVNO/Lifeline Operations Manager

HTH Communications, LLC.

Dates Employed Mar 2018 – Present

Employment Duration 3 yrs 9 mos

Location Houston, Texas Area

Owner

Danna Software

Dates Employed 1998 – Mar 2018

Employment Duration 20 yrs

Location Houston

Developing simple software solutions fit to client's needs. Providing turn key solutions from development, implementation and training through life cycle updates adapting to new technologies.

University of Houston

Specialist in development of software solutions supporting global logistics and supply chain management.

Emily Shelton

Experienced Sales Marketing Manager with a demonstrated history of working in the wireless industry. Professionally skilled in event planning, sales, business development, marketing strategy, and sales management.

HTH Communications, LLC.
Marketing and Sales Manager
Dates Employed Jul 2015 – Present
Employment Duration 6 yrs 5 mos
Location Houston, Texas Area

Chappell Jordan Clock Galleries
Sales Consultant
Dates Employed Nov 2014 – Jul 2015
Employment Duration 9 mos
Location Houston, Texas Area

Luminess Air
Lead Internet Marketing Associate
Dates Employed Jan 2011 – Apr 2013
Employment Duration 2 yrs 4 mos
Location Houston, Texas Area

Customer Focused Systems
Marketing Specialist
Dates Employed Jul 2009 – Dec 2010
Employment Duration 1 yr 6 mos
Location Houston, Texas

St. Edward's University
Degree Name BA

Henry Do

After entering the professional work market as an accountant and financial analyst, Henry became a business starter and entrepreneur gaining experience with all facets of financial management, including financial budgeting and forecasting, strategic financial planning, general accounting, cost accounting, business support, performance reporting, financial analysis and reporting, consolidations, cash management and banks relations. Henry's strong quantitative, analytical, problem-solving skills and multi-tasking skills, have been used to build a group of companies deeply integrated into telecom/ the mobile wireless service ecosystem from the carrier level to the consumer. HTH's success has fueled the acquisition and founding of multiple complementary affiliate companies, some of them being listed below.

Founder/CEO

HTH Communications, LLC.

Dates Employed Jul 2008 – Present

Employment Duration 13 yrs 5 mos

Location Houston, Texas Area

HTH is the vital link to the secondary marketplace. To national carriers, HTH is a trusted vendor delivering the most value for their EOL, returned or excess handset inventory. For regional carriers or MVNO's, HTH is the leading provider of high-quality refurbished devices, logistics and engineering services.

HTH attributes fourteen consecutive years of growth to staying true to these principles:

Quality and Efficiency. HTH has an efficient workforce that boasts of employee longevity. We procure quality products focusing on top-level access and high volumes. We have an in-house software development team that allows us to quickly and cost-effectively modify product for the secondary market. We have a smart and empowered salesforce that become trusted partners to their customers.

Whether its building an IT infrastructure that optimizes workflow and reinforces accountability, or maintaining the world-class portfolio of quality designations including R2, ISO 9001, ISO 14001 and ISO 18001, HTH is committed to operational excellence.

Quality and Efficiency. The HTH beacon.

Owner/CEO

Cintex Wireless

Dates Employed Feb 2019 – Present

Employment Duration 2 yrs 10 mos

Location Houston, Texas, United States

Cintex Wireless is one of the nation's leading providers of EBB & Lifeline wireless services in 50 States to those in need. Cintex's subscribers will receive a FREE 4G/5G LTE smartphone along with FREE monthly cell phone service to help them stay connected with family, school services, doctors, and employers. Cell phone service includes nationwide coverage on one of America's largest 5G networks. Our customers enjoy their free phone and free service at absolutely no cost to them. We also offer affordable prepaid wireless cell phone service through SFone Wireless.

Hugo Vo

IT Professional with 3 years of experience, and a proven knowledge of hardware engineering, configuration and troubleshooting. Proven ability to develop and implement IT solutions that support business needs.

HTH Communications, LLC

IT & Development Manager May 2021 – Present

IT Support Jan 2019 – May 2021

Phone Technician / Helpdesk Jul 2018 – Jan 2019

Employment Duration 3 yrs 5 mos

Location Houston, Texas, U.S

Creative Bay

Web Developer May 2012 – Dec 2013

Employment Duration 1 yr 8 mos

Location Vietnam

UNIVERSITY OF GREENWICH

Degree Name Bachelor of Science (B.S.)

EXHIBIT 5

Proposed Lifeline Offering

Minutes & Data

1,000 anytime minutes per month

500 text messages per month

4.5 GB data per month

LTE or 5G Network

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

ADDITIONAL AIRTIME

Available for purchase at www.airtalkwireless.com

All packages include:

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

EXHIBIT 6

Sample Advertisements

FEELSAFE
WIRELESS

is now

AirTalk
WIRELESS



Government Assistance Program



Tablets
For
\$10.01!

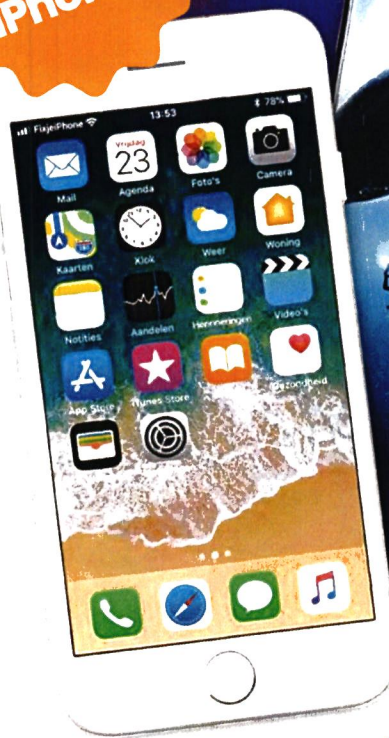
FREE
iPhone 7

FREE
Samsung
S9

Join Our
LIFELINE & ACP
PROGRAM to RECEIVE a
FREE iPhone 7,
Samsung S9 &
UNLIMITED
Data, Talk & Text

**APPLYING IS
QUICK & EASY!**

Apply Online at airtalkwireless.com
E-mail us at info@airtalkwireless.com
Call us toll-free at +1 (855) 924-7825



Limited
time offer

Unlimited Data is provided by the Affordable Connectivity Program.
See Terms & Conditions for additional information. The above devices are available while supplies last.
If models are no longer available, a similar device will be offered.



About Us

AirTalk Wireless is a program provided by HTH Communications serving eligible American households. The company is an FCC-licensed Eligibility Telecommunication Carrier (ETC) which offers Lifeline and the Affordable Connectivity Program (ACP) to eligible customers across America.



Affordable Connectivity Program

Congress recently created the Affordable Connectivity Program, a long-term, \$14 billion program, which will replace the Emergency Broadband Benefit Program. This investment in broadband affordability will help ensure we can afford the internet connections we need for work, school, health care, and more for a long time.

You Can Qualify if You Participate in One of the Following Programs:

- ✓ SNAP/FOOD STAMPS
 - ✓ MEDICAID
 - ✓ SSI
 - ✓ VETERANS SURVIVORS PENSION BENEFITS FUND
 - ✓ FEDERAL PUBLIC HOUSING ASSISTANCE
- or through income base qualifications and **MANY MORE!**



Why Should You Choose AirTalk ?

- ✓ Offers the best FREE Phone
- ✓ Offers the best FREE service plan
- ✓ Nationwide Coverage & 23+ years in business
- ✓ Dedicated Customer Service
- ✓ Our customers are happy
- ✓ Applying is quick & easy
- ✓ Fast & Free Shipping



Contact Us:

Monday – Friday : 8:00 a.m – 5:00 p.m CST & Saturday: 10:00 a.m – 7:00 p.m CST

Website: www.airtalkwireless.com

Email: info@airtalkwireless.com

Phone: +1 (855) 924-7825