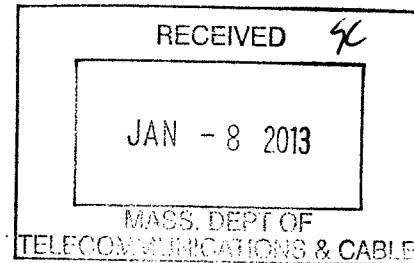




J. Andrew Gipson
Not admitted in Alabama
Direct Dial: 601-949-4789
Direct Fax: 601-949-4804
agipson@joneswalker.com

January 7, 2013

Catrice C. Williams, Secretary
Massachusetts Department of
Telecommunications and Cable
1000 Washington Street
8th Floor, Suite 820
Boston, Massachusetts 02118-6500



Re: Boomerang Wireless, LLC Application for Designation as an Eligible
Telecommunications Carrier for the Limited purpose of Offering Wireless
Lifeline Service to Qualified Households (Low Income Only)

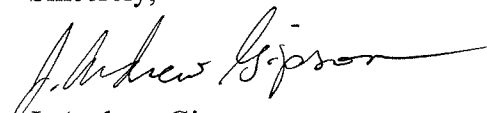
Dear Ms. Williams:

Earlier today we submitted via email Boomerang's Responses to the Second Set of Information Requests by Department of Telecommunications and Cable. We are also filing the enclosed Motion for Protective Order and Confidential Exhibits 2-1 and 2-3 under seal, pursuant to 220 CMR 1.04(5) of the Department's Procedural Regulations.

Please return a stamped "Filed" copy in the envelope provided. Thank you for your usual courtesy and assistance.

Please do not hesitate to call me if you have any questions relating to this matter. .

Sincerely,



J. Andrew Gipson

JAG/ssb

cc: Jim Balvanz
Service List

{JX020781.3}

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.

190 EAST CAPITOL STREET • SUITE 800 (39201) • P.O. BOX 427 • JACKSON, MISSISSIPPI 39205-0427 • 601-949-4900 • FAX 601-949-4804 • www.joneswalker.com

ALABAMA ARIZONA DISTRICT OF COLUMBIA FLORIDA LOUISIANA MISSISSIPPI TEXAS

BOOMERANG WIRELESS, LLC.

**RESPONSE TO SECOND SET OF INFORMATION REQUESTS
BY THE DEPARTMENT OF
TELECOMMUNICATIONS AND CABLE**

D.T.C. 12-6

January 7, 2013

D.T.C. 2-1 Provide the number of retail subscribers served by Boomerang at the end of the calendar year for each of the last five calendar years. Also, provide Boomerang's current number of retail subscribers. For each year, including 2012, provide the percentage of those subscribers that receive(d) Lifeline service.

RESPONSE: Pursuant to 802 CMR 1.01(8)(a) this information is considered proprietary and is being filed under Protective Order. See **Confidential Exhibit 2-1.**

D.T.C. 2-2 At page 9 of its Petition, Boomerang states that it "provides prepaid wireless services to more than 350,000 subscribers, including more than 50,000 retail customers." Explain in narrative form the method(s) Boomerang uses to serve non-retail customers of Boomerang. If Boomerang serves subscribers through wholesale arrangements with other wireless carriers, identify all such carriers and the states in which the wholesale arrangements apply.

RESPONSE: The Company provides wholesales/resale services to four customers through its agreements with Sprint and Verizon and applies to all states in which the customers are allowed to operate. The Company cannot name the customers due to confidentiality agreements.

D.T.C. 2-3 At page 14 of its Petition, Boomerang states that it has an "extensive retail distribution network which includes 1,074 retail locations in Massachusetts."

a. Using a spreadsheet, provide the name and address of each retail location in Boomerang's Massachusetts distribution network.

RESPONSE: Boomerang Lifeline customers may add additional or separate minutes/units by purchasing prepaid top up cards sold under Ready Wireless LLC's name. Ready Wireless LLC offers additional minutes to Lifeline customers (as well as to non-Lifeline customers) in the form of prepaid telephone cards at a variety of stores as listed on the attached spreadsheet. The number of retail locations in a state is dynamic. Current number of retail locations has dropped from 1,074 to 719 in Massachusetts since the filing of our ETC application.

The distribution of the products is handled by several general distributors in accordance with our existing agreements. Accordingly, we have the number of stores with our products in the state, but we do not have the addresses of these individual stores. We have filed under confidential Order, a spreadsheet identifying the store name and the number of stores carrying the Ready Wireless products within Massachusetts. See **Confidential Exhibit 2-3**.

- b. Explain in narrative form how Boomerang plans to use its retail locations in Massachusetts to notify potential Lifeline subscribers about Lifeline service.

RESPONSE: Boomerang does not plan to use retail locations in Massachusetts to notify potential Lifeline subscribers about Lifeline service. However, Boomerang will inform its Lifeline subscribers that they may purchase top up cards for additional minutes than can supplement their lifeline plan, and those prepaid top up cards can be purchased at the retail outlets listed in D.T.C. 2-3a.

- c. Provide copies of all marketing and other relevant materials that will be available at these locations.

RESPONSE: Not applicable. See response to D.T.C. 2-3b.

- d. Explain in narrative form the type of presence Boomerang plans to have at its retail outlets.

RESPONSE: Boomerang does not plan to have any presence in its retail outlets. Boomerang's focus is Lifeline services, which will NOT be available via the retail stores. As noted in response to D.T.C. 2-3a above, Boomerang Lifeline customers may add additional minutes/units by purchasing prepaid top up cards at the retail outlets

D.T.C. 2-4 Refer to Exhibit A of the Petition:

- a. Identify the geographic unit(s) referenced in this exhibit.

RESPONSE: Zip codes and Wire Centers (identified by their 8-digit CLLI codes).

- b. Identify the source(s) of the information contained in this exhibit.

RESPONSE: Exhibit A in Boomerang's Petition was created from the Local Exchange Routing Guide (LERG) data from the standard LERG file produced by Telcordia. Exhibit A was created from a version dated 6/27/12.

- c. Explain in narrative form the minimum wireless coverage level necessary for Boomerang to consider a geographic area listed in Exhibit A as part of Boomerang's service area.

RESPONSE: Boomerang seeks approval for coverage area listed in Exhibit A, which are the Wire Centers and Zip Codes for the non-rural areas where service is available to Boomerang from our underlying carriers, Verizon and Sprint.

- d. Provide a coverage map of Boomerang's planned service area in Massachusetts.

RESPONSE: See Exhibits 2-4 A and 2-4 B attached hereto.

- D.T.C. 2-5 Refer to page 24 of Boomerang's Compliance Plan and describe in narrative form the "non-regulated telecom services" provided by Boomerang that comprise 31% of its revenues.

RESPONSE: The non-regulated telecom services are for handset and broadband equipment sales to the company's retail base.

- D.T.C. 2-6 At page 3 of its Compliance Plan, Boomerang states that it is "one of three wholly owned subsidiaries of HH Ventures LLC" ("HH Ventures"). Boomerang identifies enMarket, LLC and Ready Wireless, LLC as the other two wholly-owned subsidiaries of HH Ventures. Separately for HH Ventures and each of its subsidiaries:

- a. Identify each shareholder that holds 10% or more of the company's equity, and the percentage of shares held.

RESPONSE: Dennis Henderson holds 51% and Fred Haumesser holds 34% of HH Ventures LLC. Boomerang Wireless LLC, Ready Wireless LLC and enMarket LLC are all wholly-owned subsidiaries of HH Ventures LLC.

- b. Identify the name and title of all managers.

RESPONSE: The list below contains Boomerang's upper management:

Dennis Henderson, President/Co-Founder
Fred Haumesser, Vice President/Co-Founder
James Balvanz, Chief Financial Officer
Glen Jasper, Vice President Operations
Kim Lehrman, Vice President Marketing
Dana Pinter Karasek, Vice President Administration
Mike Schmidt, Vice President of IT
Michael Ryan, General Manager

- c. Provide the number of full time employees.

RESPONSE: HH Ventures LLC and all related entities currently employ 40 full time employees.

- D.T.C. 2-7 Provide a corporate history for HH Ventures, including the date and locus of its formation. Also, list all companies in which HH Ventures has held an ownership interest, whether directly or through one of its subsidiaries; provide a description for each subsidiary of HH Ventures, including the core business of the subsidiary; the date of formation; and when HH Ventures acquired its stake in the subsidiary.

RESPONSE: HH Ventures LLC was formed on January 7, 2008 in Hiawatha, Iowa. As part of the original formation Ready Wireless LLC and Boomerang Wireless LLC (both wholly-owned subsidiaries of HH Ventures) were formed. HH Ventures is the holding company. Ready Wireless holds all customer and carrier agreements. Boomerang holds the licenses to operate as a telecommunications carrier and holds the state ETC certifications. enMarket LLC was formed March 29, 2012 as another wholly-owned subsidiary of HH Ventures and contracts with other ETC's, including Boomerang, to manage events to determine Lifeline eligibility and phone distribution. All four companies continue to operate out of Hiawatha, Iowa.

- D.T.C. 2-8 Refer to Boomerang's response to D.T.C. 1-31, in which Boomerang states that it has been in business since January 2008 and provided the financial statements of HH Ventures for 2010 and 2011.

- a. Explain in narrative form the reason(s) Boomerang provided financial statements for HH Ventures rather than Boomerang.

RESPONSE: Boomerang along with Ready Wireless and enMarket are wholly-owned subsidiaries of HH Ventures and does not report its operations on a subsidiary by subsidiary basis.

- b. State whether audited financial statements for Boomerang are available.

RESPONSE: Audited financial statements are not available for Boomerang.

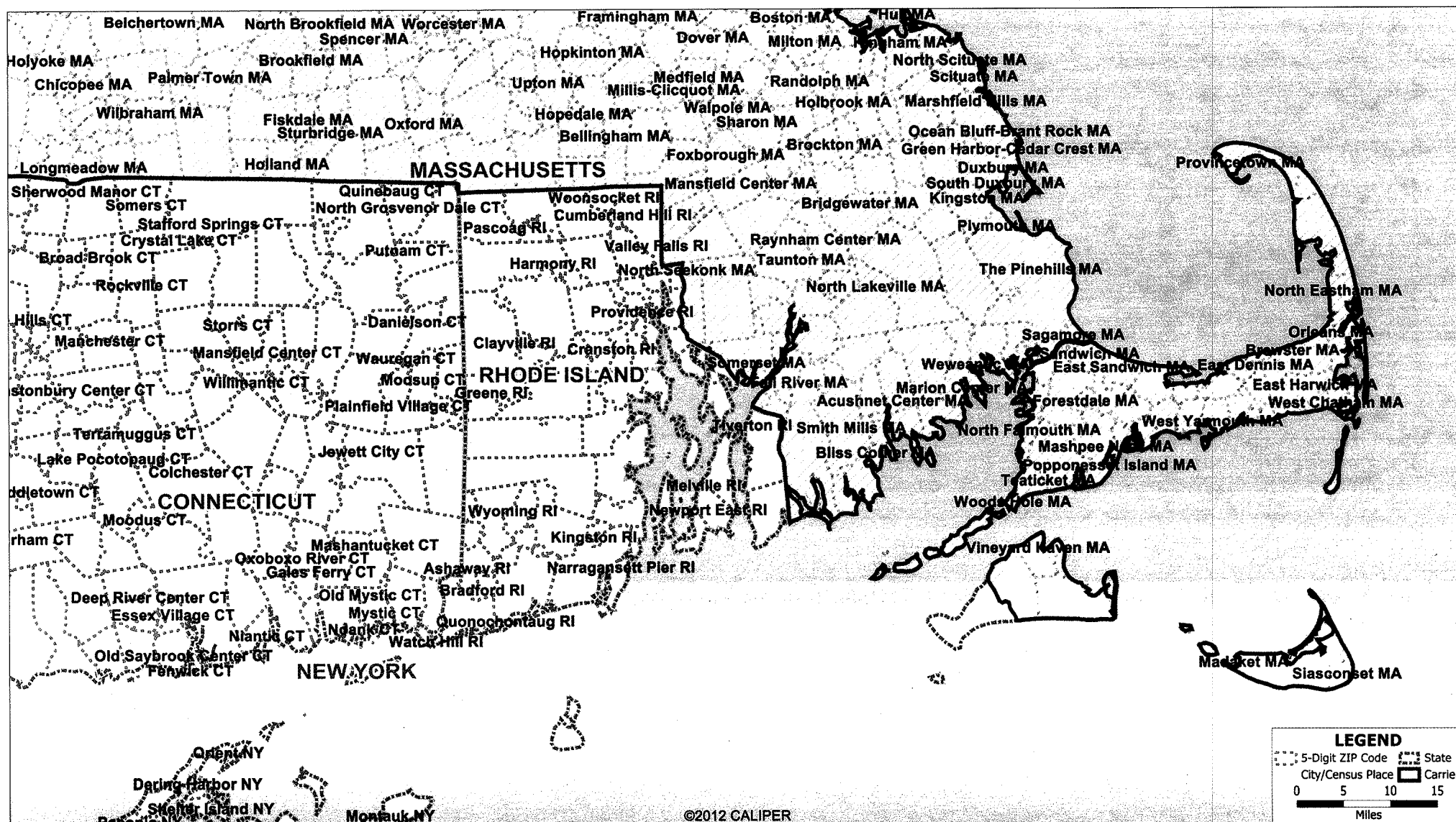
- c. Provide audited financial statements for HH Ventures and Boomerang for each of the past five years, if available. If audited financial statements are not available, explain why Boomerang has not requested an independent audit of its financial information.

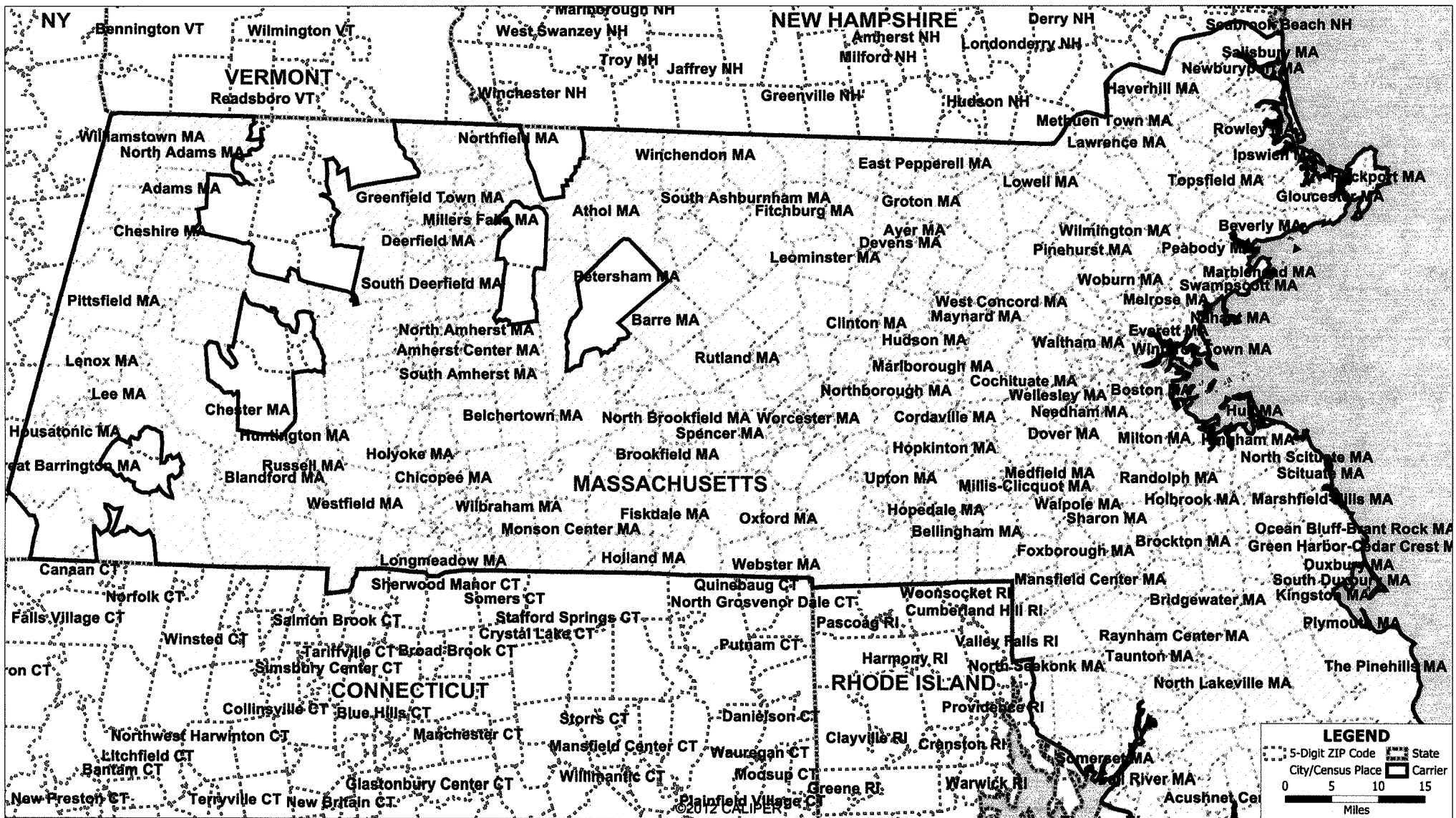
RESPONSE: As previously noted, Boomerang along with Ready Wireless and enMarket are wholly-owned subsidiaries of HH Ventures and does not report its operations on a subsidiary by subsidiary basis. If an audit was to be

required, it would have been performed on HH Ventures. Unless there is a requirement or need for a financial audit such as for shareholder or bank conditions, the Company has chosen to have a Review performed by and independent CPA firm rather than an audit. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management for the purpose of expressing a conclusion that there are no material modifications that should be made to the consolidated financial statements in order for them to be in conformance generally accepted accounting principles. The Company has had Reviews perform since 2009.

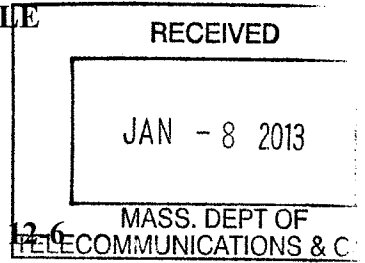
D.T.C. 2-9 Identify the Service Provider Identification Number(s) ("SPIN(s)") assigned by USAC to Boomerang to receive support from Federal Universal Service support mechanisms. Separately, identify any SPIN(s) assigned to Boomerang's affiliates.

RESPONSE: The SPIN for Boomerang Wireless LLC is 143036595. There are no other affiliates of Boomerang that have a SPIN.





**BEFORE THE
COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**



In the Matter of

**Application of Boomerang Wireless, LLC
For Designation As An Eligible
Telecommunications Carrier in the
Commonwealth of Massachusetts for the
Limited Purpose of Offering Wireless
Lifeline Service to Qualified Households
(Low Income Only)**

Docket No. D.T.C. 12-6

MOTION FOR PROTECTIVE ORDER

Boomerang Wireless LLC (“Boomerang”) files this its Motion for Protective Order pursuant to 220 CMR 1.04(5) of the Department of Telecommunications and Cable’s (“D.T.C.’s”) Procedural Regulations, and states as follows:

1. Boomerang has filed an Application for designation as an Eligible Telecommunications carrier in the Commonwealth of Massachusetts as set forth in its Application for the purpose of receiving federal universal service support for wireless services.
2. Boomerang makes this request to facilitate the expeditious provision of operational information necessary to support its Application in response to information requests and to ensure that public disclosure of confidential information does not hamper its ability to operate its business and to protect strategic business information.
3. In submitting responses to the “D.T.C.’s” information requests, Boomerang has thus far identified the following previously undisclosed information which should be subject to protection from public disclosure pursuant to the provisions of 220 CMR 1.04(5) of the Department's Procedural Regulations.

- a. Subscriber Information

b. Outlet Distribution Information

4. The public release of the above described information would cause Boomerang and its corporate affiliates to suffer material damage to their competitive positions; would reveal proprietary facts and trade secrets; and could impair the public interest due the effect such disclosure would have on Boomerang's current and future operations.

5. Boomerang respectfully requests the above-described information and the documents in which it is contained be subject to a protective order and be granted provisional protection in the interim.

6. Boomerang requests that any protective order, where appropriate, be made applicable to its parent company, HH Ventures, LLC, its affiliates or related entities.

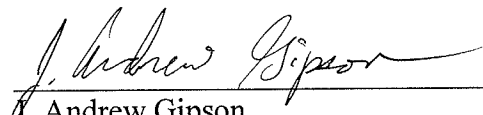
7. Should any party later ask the Commission to release from protective seal any information that the requesting party believes is not entitled to continued protection, Boomerang will bear the burden of establishing that such information should continue to be protected.

WHEREFORE, Boomerang respectfully requests that the Commission enter a Protective Order containing the terms and conditions set forth above and for any and all other proper relief.

Respectfully submitted,

BOOMERANG WIRELESS, LLC

By:


J. Andrew Gipson
Attorney

J. Andrew Gipson
Jones, Walker, Waechter, Poitevent, Carrere &
Denegre, LLP
190 E. Capitol Street, Suite 800
Jackson, Mississippi 39201
Telephone: (601) 949-4681
Facsimile: (601) 949-4804
agipson@joneswalker.com