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September 5, 2023

VIA EMAIL TO dtc.efiling@mass.gov

Department Secretary
Massachusetts Department of Telecommunications and Cable
1000 Washington Street
Boston, MA 02118
(617) 305-3580

Re: TEMPO TELECOM, LLC

Dear Sir/Madam:

Attached please find for filing TEMPO TELECOM, LLC's Application for Designation as an Eligible Telecommunications Carrier in the Commonwealth of Massachusetts.

Also attached is a Motion for Protective Treatment of Confidential Information for the information provided in Exhibits 7 and 8. This filing includes the public version of those Exhibits.

Please acknowledge receipt via return email. If you have any questions or if we may provide you with any additional information, please do not hesitate to contact us.

Respectfully submitted,

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/s/ Marisa A. Desautel
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**BEFORE THE
MASSACHUSETTS DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

Petition of TEMPO TELECOM, LLC

for Designation as an Eligible Telecommunications
Carrier in the Commonwealth of Massachusetts

Docket No. _____

**PETITION OF TEMPO TELECOM, LLC
FOR DESIGNATION AS AN ELIGIBLE TELECOMMUNICATIONS CARRIER
IN THE COMMONWEALTH OF MASSACHUSETTS**

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September 5, 2023

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I. INTRODUCTION

TEMPO TELECOM, LLC (“TEMPO” or the “Company”), by its undersigned counsel, and pursuant to Section 214(e)(2) of the Communications Act of 1934, as amended (the “Act”),¹ Sections 54.101 through 54.207 of the Rules of the Federal Communications Commission (“FCC”),² and the rules and regulations of the Massachusetts Department of Telecommunications and Cable (the “Department”), hereby submits this Petition for Designation as an Eligible Telecommunications Carrier (“ETC”) in the State of Massachusetts (“Petition”).

TEMPO seeks ETC designation solely to provide Lifeline service to qualifying Massachusetts consumers; it will not (and is not eligible to) seek access to funds from the federal Universal Service Fund (“USF”) for the purpose of participating in the Link-Up program or high cost program.³

¹ 47 U.S.C. § 214(e)(2)

² 47 C.F.R. §§ 54.101-54.207.

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

As demonstrated herein, and as certified in Exhibit 1 attached hereto, TEMPO meets all the statutory and regulatory requirements for designation as an ETC in the State of Massachusetts, including the requirements outlined in the FCC’s *Lifeline Reform Order*,⁴ *Lifeline Modernization Order*,⁵ and *Fifth Report and Order*.⁶ Furthermore, TEMPO is positioned to reach unserved and underserved Lifeline-eligible consumers. Rapid grant of TEMPO’s request, therefore, would advance the public interest because it would enable the Company to commence much needed Lifeline services to a wide array of low-income Massachusetts residents as soon as possible. Accordingly, the Company respectfully requests that the Department expeditiously approve this Petition.

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

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

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

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

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II. COMPANY OVERVIEW

TEMPO is a Georgia limited liability company and wireless reseller that offers prepaid wireless services throughout the United States, and prepaid wireless Lifeline services in 21 states.⁷ TEMPO operates under the “Tempo” or “Tempo Telecom” name throughout the United States.

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

B. Riley Principal Investments, LLC (“BRPI”), a Delaware limited liability company, holds 100 percent of Lingo Management.⁸ BRPI is a holding company with a principal office at 30870 Russell Ranch Road, Suite 250, Westlake Village, CA 91362. BRPI is owned by B. Riley Financial, Inc., a publicly traded Delaware corporation (NASDAQ: RILY) and diversified financial services company that takes a collaborative approach to the capital raising and financial advisory needs of public and private companies and high net worth individuals. Bryant R. Riley, a U.S. citizen, beneficially owns approximately 20.8 percent of the shares of B. Riley outstanding

⁷ These states are: Colorado, Georgia, Hawaii, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Minnesota, Missouri, Nebraska, Nevada, North Dakota, Ohio, Rhode Island, South Carolina, Utah, West Virginia, Wisconsin, and Wyoming.

⁸ In the Updated Compliance Plan approved on September 21, 2022, BRPI held an 80 percent interest in Lingo Management and Lingo Communications, LLC (“Lingo”), a Georgia limited liability company held a 20 percent interest in Lingo Management. On February 24, 2023, BRPI acquired Lingo’s 20 percent interest in Lingo Management, thereby becoming its sole owner. Given that BRPI already held a controlling interest in BRPI, there was not transfer of control.

as of March 28, 2022. BRPI does not provide telecommunications services or hold authorizations from any state or federal authority for the provision of telecommunications services.

Lingo Management also is the holding company for the following telecommunications carriers (the “Lingo Carriers”): Lingo Telecom, LLC (f/k/a Matrix Telecom, LLC); Lingo Telecom of Virginia, LLC (f/k/a Matrix Telecom of Virginia, LLC); Lingo Telecom of the West, LLC;⁹ Lingo Communications of Kentucky, LLC; and BullsEye Telecom, Inc. Separate and apart from its holdings in Lingo Management, BRPI also holds ownership interests in: United Online, Inc.; YMax Communications Corp.; and magicJack SMB, Inc.

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

TEMPO will provide affordable prepaid mobile phone service, including calling, text messaging, and broadband access, along with user-friendly handsets, tablet or hotspot devices. The Company will not require service contracts from its customers and it will always ensure competitively low pricing for its services and products. TEMPO will manage all aspects of the customer experience, including setting service pricing, handset selection, marketing materials, and

⁹ In connection with an internal corporate reorganization expected to occur in the next few months, this entity will be dissolved and its California customers will continue to be served by Lingo Telecom, LLC.

customer service. The Company's prepaid, budget-friendly pricing will give many low-income consumers the option of having mobile phone service and broadband access without the burden of hidden costs, varying monthly charges, or contractual commitments. Customers will be able to customize their TEMPO service to suit their needs with TEMPO's available bundles of minutes, broadband data, and text packages to supplement their monthly plan.

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

III. THE DEPARTMENT 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.¹⁰ 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.¹¹ 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).

¹⁰ 47 U.S.C. § 214(e)(2).

¹¹ *USF Order*, at 8858–59, ¶ 145.

TEMPO recognizes that Section 214(e)(1)(A) of the Act states that ETCs shall offer services, at least in part, over their own facilities and that Section 54.201(i) of the FCC's Rules (47 C.F.R. § 54.201(i)) prohibits state commissions from designating as an ETC a telecommunications carrier that offers services exclusively through the resale of another carrier's services. However, the FCC has granted forbearance from enforcement of this facilities requirement to carriers seeking Lifeline-only ETC designation.¹² 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 Department is required by Section 10(e) to act in accordance with the FCC's grant of forbearance, and therefore, may not apply the facilities-based requirement to TEMPO. Therefore, the Department has the authority under Section 214(e)(2) of the Act to grant TEMPO's request for designation as an ETC throughout the State of Massachusetts.

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

Section 254(e) of the Act provides that, "only an eligible telecommunications carrier designated under section 214(e) shall be eligible to receive specific federal universal service support." Section 214(e)(2) of the Act authorizes state commissions, such as the Department, to designate ETC status for federal universal service purposes and authorizes the Department to designate wireless ETCs.¹³ 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

¹² See *Lifeline Reform Order* at ¶ 368.

¹³ See *Federal-State Joint Board on Universal Service, First Report and Order*, 12 FCC Rcd 8776, 8858-59, ¶ 145 (1997) ("USF Order").

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.¹⁴ As detailed below, TEMPO satisfies each of the above-listed requirements.

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

Although Section 214 requires ETCs to provide services using their facilities, at least in part, the FCC has forbore from that requirement with respect to carriers such as TEMPO. In the *Lifeline 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:¹⁵

(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.

TEMPO's original Compliance Plan, which the FCC approved on August 8, 2012,¹⁶ was filed under the name of Birch Communications, Inc. ("Birch"). Via letter dated December 18, 2012, Birch notified the FCC that the prepaid wireless Lifeline service at issue in the Compliance

¹⁴ See 47 U.S.C. § 214(e)(1) and 47 C.F.R. § 54.201(d)(2).

¹⁵ See *Lifeline Reform Order* at ¶¶ 368, 373, and 379.

¹⁶ *Wireline Competition Bureau Approves the Compliance Plans of Birch Communications, Boomerang Wireless, IM Telecom, Q Link Wireless, and TAG Mobile*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 12-1286 (WCB Aug. 8, 2012).

Plan would be provided by a separate legal entity known as Now Communications, LLC (“Now Comm”). The FCC acknowledged these changes in corporate structure in a December 20, 2012 public notice, and confirmed that the previously-approved Compliance Plan applied to Now Comm.¹⁷ After the December 2012 filing, Now Comm changed its name to Tempo Telecom, LLC. Via letter dated September 17, 2013, TEMPO notified the FCC it would implement and comply with the previously-approved Compliance Plan and adopt the Compliance Plan as its own. On July 25, 2022, TEMPO filed its Updated Compliance Plan which the FCC approved on September 21, 2022.¹⁸

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

B. TEMPO Is a Common Carrier

CMRS providers like TEMPO are treated as common carriers.¹⁹

¹⁷ *Wireline Competition Bureau Seeks Comment on Petitions for Designation as a Low-Income Eligible Telecommunications Carrier filed by Now Comm, Zing PCS, LTS, Odin Wireless, and TX Mobile*, WC Docket No. 09-197, Public Notice (WCB Dec. 20, 2012) (“The Wireline Competition Bureau has approved Birch’s compliance plan, which will also apply to Now Comm.”)

¹⁸ *Wireline Competition Bureau Approves the Updated Compliance Plan of Tempo Telecom, LLC*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 22-991, at 1 (WCB Sept. 21, 2022). *See* Updated Compliance Plan of Tempo Telecom, LLC, WC Docket Nos. 09-197, 11-42 (filed July 25, 2022), <https://www.fcc.gov/ecfs/search/search-filings/filing/107250467828034>.

¹⁹ *Implementation of Sections 3(n) and 332 of the Communications Act, Regulatory Treatment of Mobile Services*, GN Docket No. 93-252, Second Report and Order, 9 FCC Rcd 1411, 1425 ¶ 37, 1454-55 ¶ 102 (1994) (wireless resellers are included in the statutory “mobile services” category, and providers of cellular service are common carriers and CMRS providers); 47 U.S.C. § 332(c)(1)(A) (“mobile services” providers are common carriers); *see also PCIA Petition for Forbearance for Broadband PCS*, WT Docket No. 98-100, (Memorandum Opinion and Order and Notice of Proposed Rulemaking, 13 FCC Rcd 16857, 16911 ¶ 111 (1998) (“We concluded [in the *Second Report and Order*]

C. TEMPO Will Provide All Supported Services

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

1. Voice Telephony Service

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

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

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

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

Toll Limitation. In its *Lifeline Reform Order*, the FCC provided that toll limitation would no longer be deemed a supported service.²⁰ "ETCs are not required to offer toll limitation service to low-income consumers if the Lifeline offering provides a set amount of minutes that do not distinguish between toll and non-toll calls."²¹ Nonetheless, TEMPO's offerings inherently allow

that CMRS also includes the following common carrier services: cellular service, ... all mobile telephone services *and resellers of such services.*") (emphasis added).

²⁰ See *Lifeline Reform Order* at ¶ 367.

²¹ See *id.* at ¶ 49.

Lifeline subscribers to control their usage, as its wireless service is offered on a prepaid, or pay-as-you-go, basis. TEMPO's service, moreover, is not offered on a distance-sensitive basis and local and domestic long distance minutes are treated the same.

2. Broadband Internet Access Services

So that its Lifeline customers have access to the full amount of Lifeline support, TEMPO provides broadband Internet access service ("BIAS") which the FCC has stated 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."²² TEMPO provides BIAS to low-income consumers via resale of its Underlying Carrier's mobile services.

D. TEMPO Requests Designation Throughout Its Service Area

TEMPO is not a rural telephone company as defined in Section 153(37) of the Act (47 U.S.C. § 153(37)). Accordingly, TEMPO is required to describe the geographic area(s) within which it requests designation as an ETC. TEMPO requests ETC designation that is statewide in scope to allow the Company to provide Lifeline service wherever its underlying, facilities-based provider(s) have wireless coverage. The Company's coverage map is attached hereto as Exhibit 3. TEMPO understands that its service area overlaps with rural carriers in Massachusetts, but maintains that the public interest factors described below justify its designation in these carriers' service areas, especially because it seeks ETC designation solely to utilize USF funding to provide Lifeline service to qualified low-income consumers. TEMPO is not eligible for and does not seek Link-Up or high-cost support.

²² See 47 C.F.R. § 8.2(a).

Therefore, designation of TEMPO as an ETC will cause no growth in the high-cost portions of the USF and will not erode high-cost support from any rural telephone company. In fact, the FCC has determined that “[d]esignation of competitive ETCs promotes competition and benefits consumers in rural and high-cost areas by increasing customer choice, innovative services, and new technologies.”²³ 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 has authorized forbearance from the service area conformance requirements with respect to carriers seeking to provide Lifeline-only service.²⁴ In light of this forbearance, the Department has the authority to designate ETCs such as TEMPO in rural areas without concern for the service area conformance requirement.²⁵

E. TEMPO Will Advertise the Availability of Supported Services

TEMPO will advertise the availability and rates for the services described above using media of general distribution as required by 47 C.F.R. § 54.201(d)(2). TEMPO will comply with the FCC’s rules regarding information to be included in marketing materials, including FCC rule section 54.405(c). TEMPO includes the following information regarding its Lifeline service on all relevant marketing materials: (1) it is a Lifeline-supported service; (2) Lifeline is a government assistance program; (3) the service is non-transferable; (4) only eligible consumers may enroll in the Lifeline program; (5) the Lifeline program is limited to one discount per household; and (6)

²³ See *Western Wireless Corporation Petition for Designation as an Eligible Telecommunications Carrier in the State of Wyoming*, Memorandum Opinion and Order, 16 FCC Rcd 48, 55 (2000).

²⁴ See *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).

²⁵ See 47 C.F.R. § 54.207(c).

documentation is necessary for enrollment in the Lifeline program.²⁶ TEMPO ensures the FCC-required disclosures, any DBA names it uses, and details of the prepaid wireless Lifeline service offering are contained in all marketing materials.²⁷ This information is included in all print, audio, video, website, and electronic materials (including social networking) used to describe or enroll subscribers in Lifeline service. In addition, the standard application/certification forms developed by USAC state that consumers who willfully make a false statement in order to obtain the Lifeline benefit can be punished by fine or imprisonment or can be barred from the program.²⁸

TEMPO publicizes the availability of its prepaid wireless Lifeline service offering in a manner reasonably designed to reach those likely to qualify for the service.²⁹ Specifically, TEMPO utilizes outreach materials and methods designed to reach households that currently do not have telephone service, has developed advertising materials for non-English speaking populations within its service area, and coordinates its outreach efforts with relevant government agencies.

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

TEMPO intends to coordinate with relevant state agencies, community outreach organizations, and non-profit organizations to make information available regarding TEMPO's

²⁶ 47 C.F.R. § 54.405(c).

²⁷ *Lifeline Reform Order*, ¶¶ 274-282. See attached Exhibit 4 for a sample advertisement, which will be updated as necessary to meet state-specific requirements.

²⁸ 47 C.F.R. § 54.410(d)(1).

²⁹ 47 C.F.R. § 54.405(b).

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

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

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

A. Service Commitment Throughout the Proposed Designated Service Area

TEMPO will provide service in Massachusetts by reselling service which it obtains from its Underlying Carrier whose network is operational and largely built out. Thus, TEMPO will be able to commence offering its Lifeline service to all locations served by its Underlying Carrier very soon after receiving approval from the Department.

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

B. Ability to Remain Functional in Emergency Situations

In accordance with 47 C.F.R. § 54.202(a)(2), TEMPO has the ability to remain functional in emergency situations. TEMPO has been offering telecommunications services since 2012, and its affiliates have been offering telecommunications services since at least 1996. Thus, TEMPO and its affiliated telecommunications carriers have significant experience with remaining functional in emergency situations. TEMPO has disaster recovery contingency plans that include diverse/alternate routing, electronics redundancy, dual data centers geographically separated, and environmental controls for data and switching centers. TEMPO's MVNO contract arrangements with T-Mobile also impose certain obligations on T-Mobile to ensure TEMPO's prepaid wireless Lifeline service offering remains functional during emergency situations. As a large, nationwide wireless carrier, T-Mobile is subject to regulatory requirements to remain functional during emergency situations.³⁰ TEMPO's MVNO agreements also contain certain quality of service guarantees.

C. Commitment to Consumer Protection and Service Quality

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

TEMPO further commits to comply with the consumer safeguards set forth in the MA ETC Requirements, namely: (a) to work in good faith with Department staff to resolve Lifeline

³⁰ TEMPO is also familiar with the continuity and disaster response program T-Mobile has implemented, which addresses the need to remain functional during emergency situations.

subscriber disputes, (b) to include information about the availability of the Department's Consumer Division for handling Lifeline complaints on the Company's website and in its Lifeline terms and conditions, and (c) to provide the Department's Consumer Division contact information on the Company's website, printed Lifeline marketing materials, initial sales receipts for Lifeline service, and Lifeline terms and conditions, as well as during the Lifeline application process (excluding applications made through the National Verifier). In addition, in the event the Company were to discontinue offering Lifeline service in Massachusetts, TEMPO agrees to notify its Lifeline subscribers and the Department 60 days in advance of such discontinuance and to work in good faith to facilitate smooth transition to alternative ETCs of the subscriber's choice.

D. TEMPO is Financially and Technically Capable

In accordance with 47 C.F.R. § 54.202(a)(4), TEMPO is financially and technically capable of providing Lifeline-supported services. TEMPO has successfully operated as a wireless reseller since 2012 and has been providing Lifeline services since 2013. TEMPO's affiliates have been operating as nationwide competitive local exchange carriers since at least 1996. TEMPO has never been subject to an ETC revocation proceeding in any state.

With respect to technical expertise, TEMPO has demonstrated its technical capabilities over the past 10 years of successful operation. Further, TEMPO's partnerships with nationwide wireless carriers demonstrate TEMPO is technically capable of providing prepaid wireless Lifeline service. T-Mobile provides TEMPO with the underlying network infrastructure and wireless transmission facilities needed for TEMPO to offer service as a MVNO.

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

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

Upon approval of the change in ownership, Insight Mobile's management team will be responsible for day-to-day oversight of TEMPO's operations. However, the parties contemplate that TEMPO's employees who are currently responsible for the Company's Lifeline service business will maintain their positions under Insight Mobile's ownership. Insight Mobile's management team has extensive experience in the telecommunications and technology industries, as well as in the Lifeline services market. Their collective expertise will guide the Company's decisions going forward.³¹ As a result, the Transaction will bring together the full strength of TEMPO's and Insight Mobile's experience in the telecommunications industry and business expertise. The resulting synergies will enable TEMPO to achieve measurable growth at the same time as it develops improved operating efficiencies, both necessary components for the Company to thrive. Moreover, with access to Insight Mobile's financial and technical resources, TEMPO will be able to offer enhanced service offerings to all current and future end users, including those who are enrolled in the Lifeline program. Financial Statements for the years ended December 31, 2021 and December 31, 2022 respectively are attached hereto as Confidential Exhibit 7, which is being filed pursuant to a Motion for Protective Treatment of Confidential Information.

³¹ See Exhibit 5 for key management bios.

E. Terms and Conditions of Proposed Lifeline Offering

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

Attached hereto as Exhibit 6 is a summary table of the Company's "Lifeline Data Bundle" plan, which offers unlimited nationwide voice minutes, unlimited nationwide text messages, and 4.5 gigabytes ("GB") of data each month at no charge to an eligible consumer after application of Lifeline support. In addition, TEMPO offers consumers the ability to purchase additional data at reduced rates (plus applicable taxes and fees).

In addition to wholly-supported or discounted wireless services, prepaid Lifeline customers will receive access to voicemail, caller ID and call waiting features at no additional charge. All plans will include nationwide domestic long-distance at no extra per-minute charge, and TEMPO will not assess any usage for access to its free customer services (611). Emergency (911) calls will be free, regardless of service activation or availability of minutes, and will not count against the customer's airtime. The Company's Lifeline offering will provide feature-rich mobile connectivity for qualifying subscribers without the burden of credit checks or service contracts.

TEMPO's prepaid offering will be an attractive alternative for consumers who need the mobility, security, and convenience of a wireless phone, but who are concerned about usage charges or long-term contracts.

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

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

Consumer Eligibility

TEMPO has implemented detailed policies and procedures to ensure its Lifeline customers are eligible to receive Lifeline service. TEMPO does not provide Lifeline service – and does not provide an activated device – to any consumer until TEMPO has confirmed the consumer meets the eligibility requirements established by the FCC for receipt of Lifeline services.³² Specifically, a consumer must meet one of the following requirements to be eligible for Lifeline service: (1) the consumer's household income is at or below 135 percent of the Federal Poverty Guidelines currently in effect for a household of that size; or (2) the consumer (or the consumer's dependents or household) receives benefits from certain federal assistance programs.³³ TEMPO relies solely on the National Lifeline Eligibility Verifier ("Lifeline National Verifier") for establishing a prospective customer's eligibility for Lifeline service.³⁴

³² 47 C.F.R. § 54.409.

³³ 47 C.F.R. § 54.409(a). TEMPO also complies with any state-specific eligibility requirements.

³⁴ The Lifeline National Verifier also collects any needed documentation from the prospective customer.

Enrollment

Prospective Lifeline customers can contact TEMPO via its website or toll-free customer service number to start the process of receiving Lifeline services from TEMPO.³⁵ TEMPO relies on the USAC-standard application and certification form, and thus TEMPO's processes comply with FCC rules for subscriber eligibility determinations and certifications.³⁶ If the customer has not pre-qualified via the Lifeline National Verifier, TEMPO first directs the customer to the Lifeline National Verifier so the customer can confirm its eligibility for Lifeline service and obtain an approved application ID from the Lifeline National Verifier.

Once the customer's eligibility has been confirmed by the Lifeline National Verifier (and the customer has obtained an approved application ID), TEMPO takes two additional steps to prevent duplicate Lifeline subsidies. First, TEMPO reviews its own service records to ensure the potential customer is not currently receiving Lifeline service from TEMPO. Second, TEMPO checks the National Lifeline Accountability Database ("NLAD") to ensure the potential customer is not currently receiving a Lifeline service from any other carrier.³⁷ When applicable, TEMPO requires the prospective customer to complete the Independent Economic Household Worksheet via the Lifeline National Verifier. This USAC-developed form contains the following: (1) an explanation of the FCC'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

³⁵ At this time, TEMPO is not using third-party dealer locations to sign-up prospective Lifeline customers. In the future, prospective customers may be able to begin the process of receiving Lifeline services from TEMPO via a third-party dealer location.

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

³⁷ TEMPO also commits to promptly investigate any notification it receives from a state, the FCC, or USAC that one of its Lifeline customers is improperly receiving service.

to the applicant's household and share in the household's expenses or benefit from the applicant's income, pursuant to the FCC's definition; and (4) the penalty for a consumer's failure to make the one-per-household certification when required.

Once TEMPO has confirmed there is no duplicate service, TEMPO enrolls the customer in the Lifeline program using NLAD's real-time interface (API), and submits all required information regarding the customer to NLAD.³⁸ TEMPO does not enroll or claim reimbursement for a prospective customer if NLAD or the Lifeline National Verifier cannot verify the identity of the prospective customer or the prospective customer's status as non-deceased.³⁹

Any TEMPO representatives involved in the Lifeline enrollment process (both in-house and third-party)⁴⁰ are required to engage in initial and ongoing training regarding Lifeline rules and must be registered with USAC prior to enrolling any customer in NLAD.⁴¹ TEMPO also conducts periodic audits and random checks of its Lifeline representatives to ensure compliance with FCC rules. TEMPO does not offer or provide any commission or other compensation to enrollment representatives based on the number of consumers that apply for or are enrolled in the Lifeline program.⁴²

Annual Verification

TEMPO's systems are capable of tracking and flagging the anniversary of a Lifeline customer's start date. TEMPO uses the anniversary date to ensure its Lifeline customers re-certify

³⁸ In addition, TEMPO updates each subscriber's information in NLAD within ten (10) business days of any change, except for de-enrollment, which is updated within one (1) business day. See 47 C.F.R. § 54.404(b)(8), (10).

³⁹ 47 C.F.R. § 54.404(b).

⁴⁰ At this time, TEMPO does not utilize third-party dealers to enroll prospective customers in the Lifeline program, but could do so in the future.

⁴¹ 47 C.F.R. § 54.406.

⁴² 47 C.F.R. § 54.406(b).

their eligibility to participate in the Lifeline program once a year. TEMPO Lifeline customers are re-certified within 12 months after the subscriber's service initiation date and within every 12 months thereafter by the Lifeline National Verifier as required under FCC rules.⁴³ The annual re-certification materials inform the subscriber it is being contacted to re-certify continuing eligibility for Lifeline, and if the subscriber fails to respond, it will be de-enrolled from the program as discussed below.

Activation and Usage

Once all eligibility determinations and documentation requirements are complete, TEMPO ships the free SIM card or purchased handset, whichever is applicable, to the customer at the address listed on the enrollment form.⁴⁴ TEMPO requires the customer to take affirmative steps to "personally activate" the service by requiring the customer to complete an outgoing call.⁴⁵ If service is not initiated, TEMPO does not consider the consumer to be enrolled in the Lifeline program and TEMPO does not request Lifeline reimbursement until the subscriber personally activates its service.⁴⁶ After service activation, TEMPO does not seek reimbursement for any Lifeline subscriber who has not used the service consistent with FCC usage requirements.⁴⁷

G. Prevention of Waste, Fraud and Abuse

TEMPO has procedures in place to prevent waste, fraud, and abuse. As discussed above, TEMPO prevents waste, fraud, and abuse by relying upon the Lifeline National Verifier and NLAD to ensure applicants are eligible and not duplicative. Further, TEMPO de-enrolls Lifeline

⁴³ 47 C.F.R. § 54.410(f).

⁴⁴ If TEMPO were to use third-party dealers in the future, the third-party representative may provide the handset or SIM card to the customer during an in-person enrollment depending on availability.

⁴⁵ *Lifeline Reform Order* ¶ 260.

⁴⁶ *Lifeline Reform Order* ¶ 257.

⁴⁷ 47 C.F.R. § 54.407(c)(2).

customers in accordance with FCC rules for: no longer qualifying for Lifeline service; duplicative support; non-usage; failure to re-certify; and when requested by the Lifeline subscriber. As required by the FCC's rules, TEMPO updates NLAD with de-enrollment information within one (1) business day of de-enrollment.⁴⁸

De-Enrollment for Ineligibility

If TEMPO has a reasonable basis to believe that one of its Lifeline customers no longer meets the eligibility criteria (either based on TEMPO's own knowledge or information supplied by a third-party), TEMPO notifies the subscriber of the impending de-enrollment in writing and gives the subscriber thirty (30) days to demonstrate continued eligibility.⁴⁹ Any demonstration of eligibility from the subscriber must comply with the annual re-certification procedures set forth in the FCC's rules, including the submission of the USAC-created enrollment/certification form. A subscriber's failure to provide the requested documentation will result in de-enrollment within five (5) business days after the expiration of the subscriber's time to respond.

De-enrollment for duplicative support

TEMPO understands that duplicative claims are wasteful and burden universal service and takes all necessary steps to swiftly de-enroll consumers found to be receiving duplicative federal Lifeline discounts. Upon notification from the FCC, a state, or USAC that a subscriber is receiving Lifeline service from another carrier, or more than one member of a household is receiving Lifeline service, TEMPO de-enrolls the subscriber within five (5) business days.⁵⁰

⁴⁸ 47 C.F.R. § 54.404(b)(10).

⁴⁹ 47 C.F.R. § 54.405(e)(1).

⁵⁰ 47 C.F.R. § 54.405(e)(2).

De-enrollment for non-usage

TEMPO de-enrolls any Lifeline customer whose service is inactive for a consecutive 30-day period after providing the customer with notice and a 15-day “cure” period.⁵¹ After 30 consecutive days of non-usage (as defined in FCC rules), TEMPO provides subscribers notice, using clear, easily understood language, to inform the subscriber that its failure to use the Lifeline service within the next 15 days will result in service termination on the 46th day (30 days of non-usage plus the 15-day “cure” period).⁵² TEMPO will continue to comply with its existing public safety obligations to transmit all 911/E911 calls regardless of subscriber inactivity even if TEMPO is no longer providing Lifeline service to that consumer.⁵³ TEMPO understands that it can only seek reimbursement for any subscriber that has used its Lifeline service within the last 30 days or who has cured its non-usage as described above.⁵⁴

De-enrollment for failure to re-certify

TEMPO de-enrolls subscribers who do not respond to an annual re-certification request or fail to provide the required certification to the Lifeline National Verifier,⁵⁵ which is the entity responsible for annual re-certification of a subscriber’s Lifeline eligibility. Prior to de-enrolling a subscriber for failure to re-certify, subscribers receive written notice explaining that failure to respond to the re-certification request within sixty (60) days will result in the subscriber’s de-

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

⁵² TEMPO provides the customer with notice via text message on day 30, day 35, and days 40-44 that failure to use the Lifeline service may result in service termination. TEMPO then provides the customer with notice via text message on day 45 that the service will be disconnected for non-usage.

⁵³ *Lifeline Reform Order*, ¶ 262.

⁵⁴ 47 C.F.R. § 54.407(c)(2).

⁵⁵ 47 C.F.R. § 54.405(e)(4).

enrollment. TEMPO de-enrolls the subscriber within five (5) business days after the expiration of the subscriber's time to respond.

De-Enrollment by Subscriber

If a subscriber contacts TEMPO and states the subscriber is no longer eligible for Lifeline or wishes to de-enroll for any reason, TEMPO de-enrolls the subscriber within two (2) business days.⁵⁶ Subscribers can make this request either via customer service or online.

H. TEMPO Will Comply With Reporting Requirements

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

I. TEMPO Will Comply With Regulations Imposed By The Department

By this Petition, TEMPO hereby asserts its willingness and ability to comply with the rules and regulations that the Department may lawfully impose upon the Company's provision of service contemplated by this Petition. Upon Department request, TEMPO is prepared to answer questions or present additional testimony or other evidence about its services within the state. TEMPO commits that 100% of federal universal service funds will flow through directly to Lifeline customers. In addition, TEMPO is prepared to comply with the Massachusetts State 911 Department's surcharge collection regulations pertaining to prepaid wireless providers.

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

One of the principal goals of the Act, as amended by the Telecommunications Act of 1996, is "to secure lower prices and higher quality services for American telecommunications consumers

⁵⁶ 47 C.F.R. § 54.405(e)(5).

and encourage the rapid deployment of new telecommunications technologies” to all citizens, regardless of geographic location or income.⁵⁷ Designation of TEMPO as an ETC in Massachusetts 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 service due to financial constraints.”⁵⁸ Given this context, designating TEMPO as an ETC would significantly benefit low-income consumers eligible for Lifeline services in Massachusetts—the intended beneficiaries of universal service.

A. Advantages of TEMPO’s Service Offering

TEMPO offers an 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

⁵⁷ *Telecommunications Act of 1996*, Pub. L. No. 104-104, 110 Stat. 56.

⁵⁸ See *Lifeline Modernization Order* ¶ 2.

public interest benefits of TEMPO's wireless service include larger calling areas (as compared to traditional wireline carriers), the convenience and security afforded by mobile service, and a generous amount of voice and broadband access included without cost (after application of the Lifeline support), as well as free access to caller ID, call waiting, and Voicemail features, and access to 911 services regardless of the number of voice minutes remaining on the Lifeline consumer's plan. These no cost to consumer services and low-cost minutes are an invaluable resource for cash-strapped consumers, and the prepaid nature of the service also provides an alternative for "unbanked" consumers. TEMPO's prepaid wireless service is likely to be an especially attractive option for low-income consumers because it alleviates customer concerns regarding hidden costs, varying monthly charges and long-term contract issues.

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

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

B. The Benefits of Competitive Choice

The FCC has acknowledged the benefits to consumers of being able to choose from among a variety of telecommunications service providers for more than three decades.⁵⁹ Increasing customer choice promotes competition and innovation, thus spurring other carriers to target low-income consumers with service offerings tailored to their needs, ultimately resulting in improved services to consumers. Designation of TEMPO as an ETC will help ensure that quality services are available at “just, reasonable, and affordable rates” as envisioned in the Act.⁶⁰ Introducing TEMPO into the market as an additional wireless ETC provider will afford low-income Massachusetts residents a wider choice of providers and available services while creating a competitive marketplace as ETCs compete for a finite number of Lifeline-eligible customers. Increasing the competitive marketplace of providers has the potential to effectively increase the penetration rate and reduce the number of individuals not connected to the PSTN.

C. Impact on the Universal Service Fund

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

⁵⁹ See, e.g., *Specialized Common Carrier Services*, 29 FCC Rcd 870 (1971).

⁶⁰ See 47 U.S.C. § 254(b)(1).

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

VII. CONCLUSION

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

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

Respectfully submitted,

/s/Lance J.M. Steinhart

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September 5, 2023

EXHIBIT 1

Certification

STATE OF TEXAS)
)
COUNTY OF DALLAS)

I, Alex Valencia, Chief Compliance Officer of TEMPO TELECOM, LLC, 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.



Alex Valencia, Chief Compliance Officer
TEMPO TELECOM, LLC

EXHIBIT 2

FCC Compliance Plan

April 28, 2023

Via ECFS

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

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

Dear Ms. Dortch:

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

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

Current Tempo Operations

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

Insight Mobile Transaction

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

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

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

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

Marlene H. Dortch
April 28, 2023
Page 3

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

Respectfully submitted,

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Counsel for Insight Mobile, Inc.

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

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

SECOND UPDATED COMPLIANCE PLAN OF TEMPO TELECOM, LLC

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

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

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

INTRODUCTION

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

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

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

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

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

HISTORY OF TEMPO'S COMPLIANCE PLAN

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

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

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

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

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

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

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

COMPLIANCE PLAN

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

¹⁷ *Public Notice*, at 3.

¹⁸ 47 C.F.R. § 54.202(a)(4).

¹⁹ *2012 Lifeline Reform Order*, ¶ 388.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

²⁴ 2012 Public Notice, at 3.

²⁵ 47 C.F.R. § 54.202(a)(1)(i).

²⁶ 47 C.F.R. § 54.202(a)(1)(ii).

²⁷ 47 C.F.R. § 54.202(a)(2).

²⁸ 47 C.F.R. § 54.202(a)(3).

²⁹ 47 C.F.R. § 54.202(a)(4).

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

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

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

³⁰ 47 C.F.R. § 54.202(a)(5).

³¹ 47 C.F.R. § 54.202(a)(6).

³² 47 C.F.R. § 54.101(a)(1).

³³ 2012 *Lifeline Reform Order*, ¶ 49.

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

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

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

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

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

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

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

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

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

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

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

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

Consumer Eligibility

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

³⁷ 47 C.F.R. § 54.202(a)(3).

³⁸ 47 C.F.R. § 54.202(5), (6).

³⁹ 47 C.F.R. § 54.409.

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

Enrollment

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

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

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

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

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

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

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

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

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

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

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

⁴⁶ 47 C.F.R. § 54.404(b).

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

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

Annual Verification

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

Activation and Usage

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

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

⁴⁹ 47 C.F.R. § 54.406(b).

⁵⁰ 47 C.F.R. § 54.410(f).

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

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

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

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

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

⁵² *2012 Lifeline Reform Order*, ¶ 260.

⁵³ *2012 Lifeline Reform Order*, ¶ 257.

⁵⁴ 47 C.F.R. § 54.407(c)(2).

⁵⁵ *2012 Lifeline Reform Order*, ¶ 373.

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

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

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

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

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

⁵⁷ 47 C.F.R. § 54.405(c).

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

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

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

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

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

⁵⁹ 47 C.F.R. § 54.410(d)(1).

⁶⁰ 47 C.F.R. § 54.405(b).

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

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

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

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

De-Enrollment for Ineligibility

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

⁶² 47 C.F.R. § 54.404(b)(10).

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

De-enrollment for duplicative support

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

De-enrollment for non-usage

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

⁶³ 47 C.F.R. § 54.405(e)(1).

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

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

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

De-enrollment for failure to re-certify

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

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

⁶⁷ 2012 Lifeline Reform Order, ¶ 262.

⁶⁸ 47 C.F.R. § 54.407(c)(2).

⁶⁹ 47 C.F.R. § 54.405(e)(4).

De-Enrollment by Subscriber

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

(6) Other requirements applicable to wireless Lifeline providers

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

Handset Requirements

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

Annual Reports and Certifications

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

⁷⁰ 47 C.F.R. § 54.405(e)(5).

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

⁷² 47 C.F.R. § 54.408(f)(3).

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

Reimbursement and Recordkeeping

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

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

⁷⁵ 47 C.F.R. § 54.407(a).

⁷⁶ 47 C.F.R. § 54.417.

CONCLUSION

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

Respectfully submitted,

TEMPO TELECOM, LLC

/s/ Alex Valencia
Alex Valencia
Chief Compliance Officer
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INSIGHT MOBILE, INC.

/s/ John J. Heitmann
John J. Heitmann
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(202) 689-2945
john.heitmann@nelsonmullins.com
debra.mercer@nelsonmullins.com

Counsel for Insight Mobile, Inc.

April 28, 2023

EXHIBIT A
Pre-Transaction

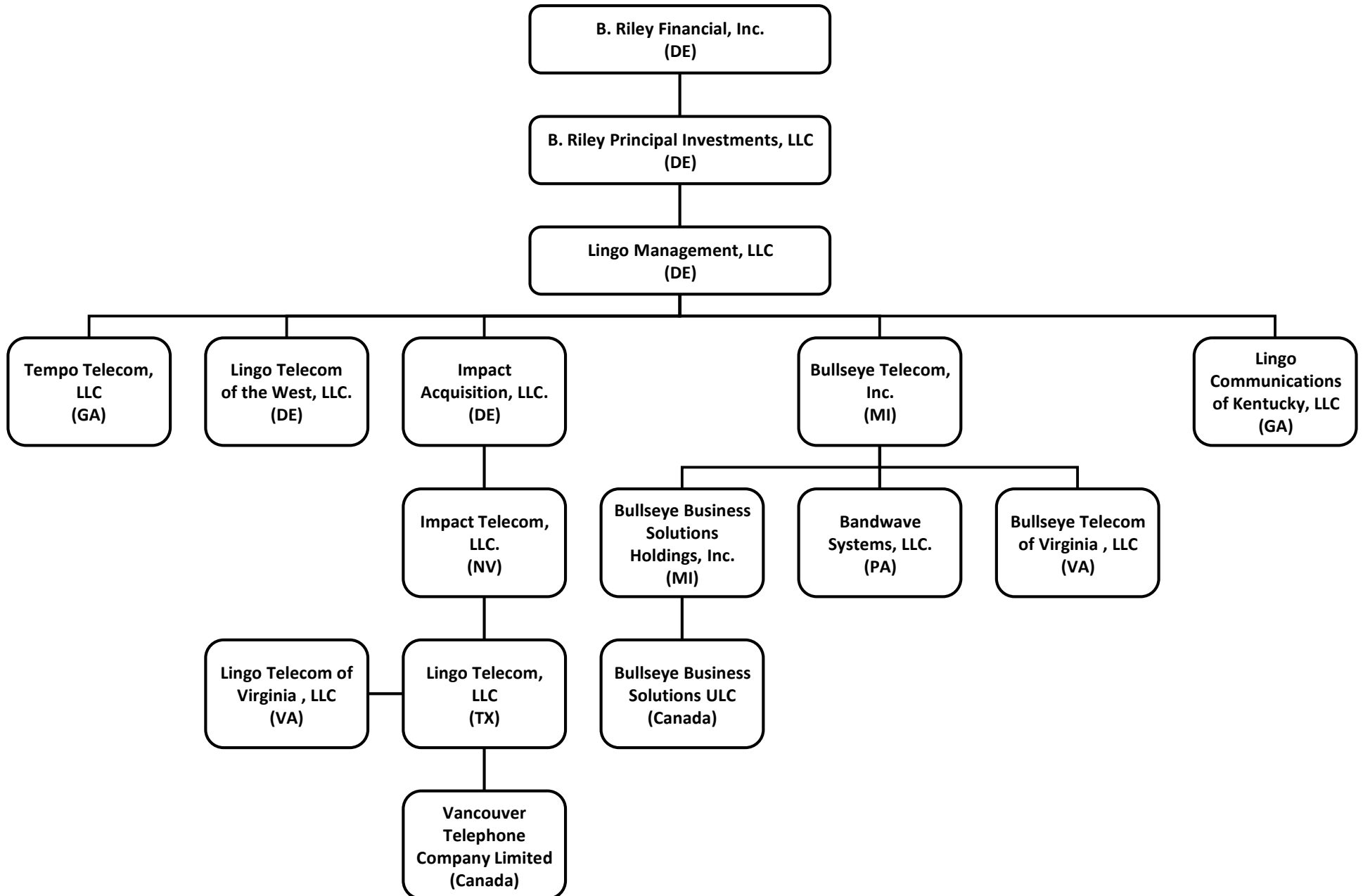


EXHIBIT A

Post-Transaction

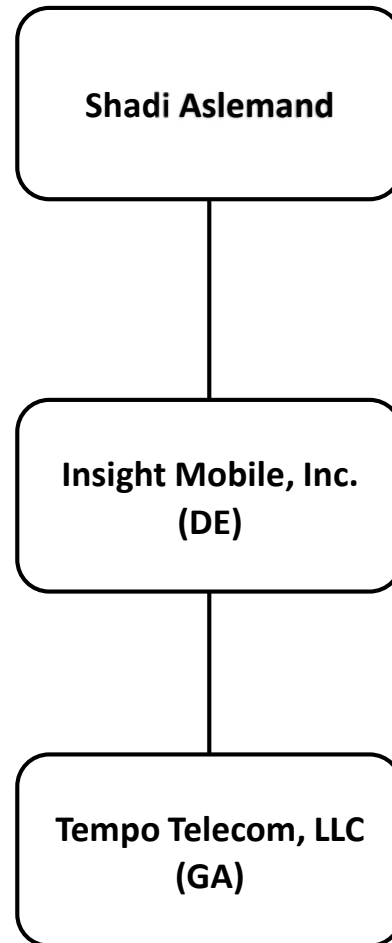


EXHIBIT B

Officer and Key Management Bios

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

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

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

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

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

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

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

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

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

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

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

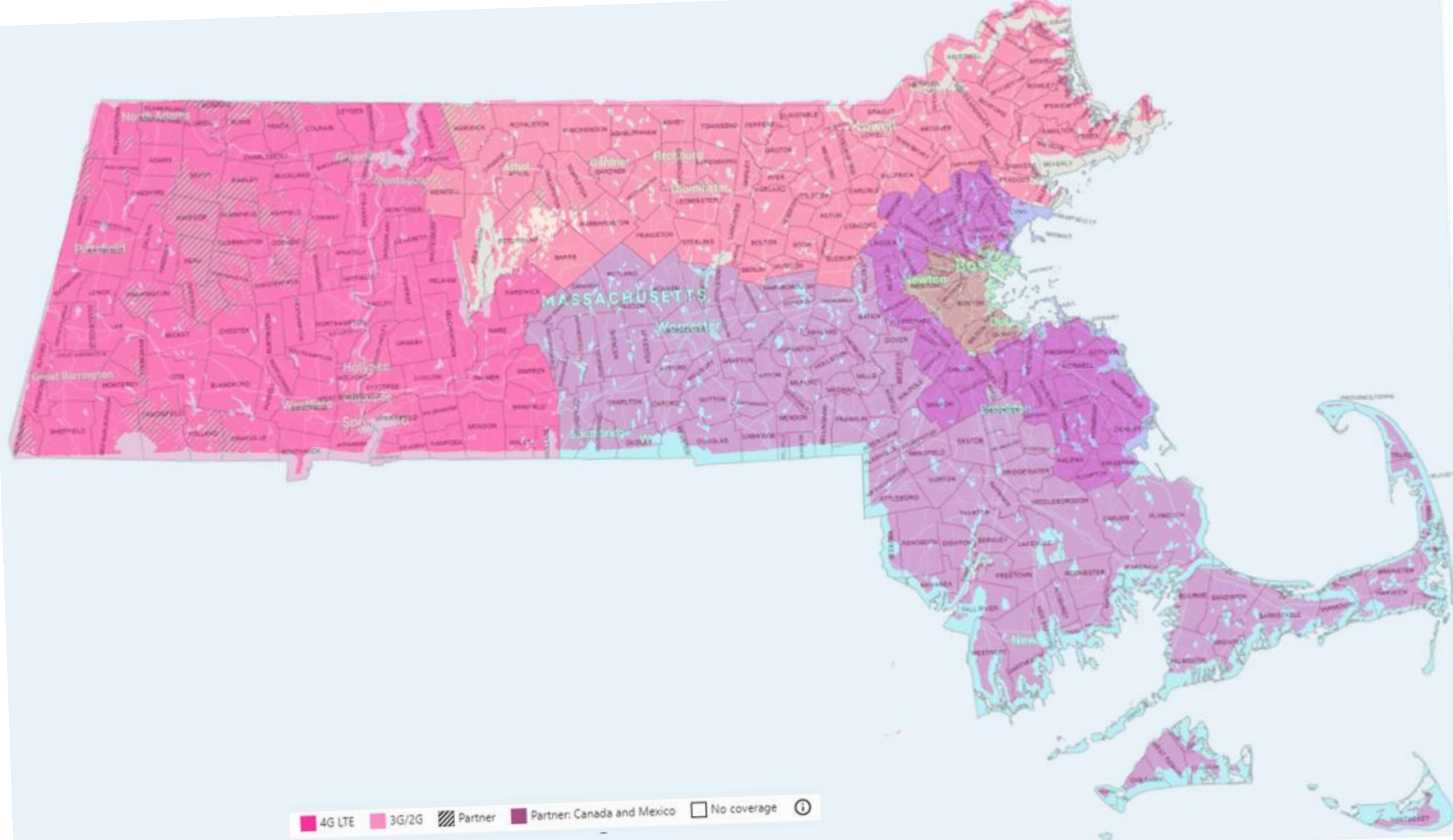
Ryan Moxom is Excess Telecom's Vice President Operations. In this role, Ryan oversees all field operations for the company, including agent training and onboarding, customer support and customer engagement programs. Ryan will have the same role at Insight Mobile.

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

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

EXHIBIT 3

Coverage Area



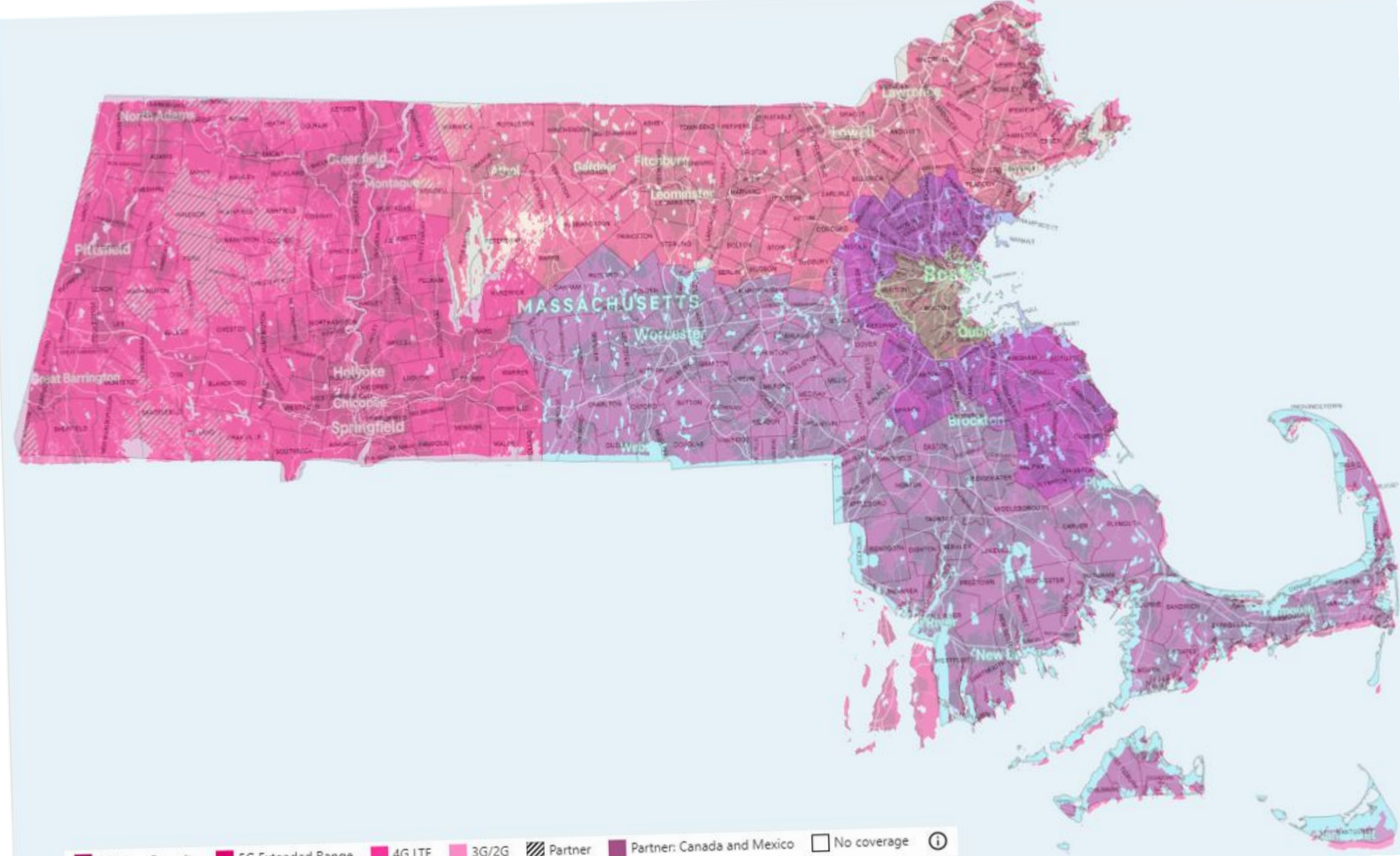


EXHIBIT 4

Sample Advertisement



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

Lifeline Wireless Plans

Free Monthly Minutes.

If you receive government benefits, you may qualify!

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

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

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

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

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

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

Additional Minutes Plans

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

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

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

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

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

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

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

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

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

Order Tempo Now [833.998.3676](tel:833.998.3676)

About
Coverage Map
About Tempo
Legal and Regulatory
Press Release

Legal
Privacy Policy
Terms and Conditions
Lifeline Terms and Conditions
Other Notices & Requirements

EXHIBIT 5

Key Management Bios

Ananth Veluppillai

Chief Executive Officer

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

Christine Tarrago

Chief Financial Officer

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

Alex Valencia

Chief Compliance Officer

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

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

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

EXHIBIT 6

Proposed Lifeline Offering

LIFELINE DATA BUNDLE

Unlimited Voice anytime minutes per month

Unlimited Nationwide text messages

4.5 GBs data per month

Data does not rollover

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

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

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

All packages include:

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

EXHIBIT 7

Financial Statements

CONFIDENTIAL IN ENTIRETY

EXHIBIT 8

Carrier Agreements

CONFIDENTIAL IN ENTIRETY