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March 7, 2012

VIA HAND DELIVERY AND E-FILE

Catrice C. Williams, Secretary
Department of Telecommunications and Cable
1000 Washington Street, Suite 820
Boston, Massachusetts 02118

RE: In the Matter of T-Mobile Northeast LLC Petition for Limited Designation as an Eligible Telecommunications Carrier For Purposes of Lifeline Support Only

Dear Ms. Williams:

Enclosed please find an original and three (3) copies of the Petition of T-Mobile Northeast LLC Petition for Limited Designation as an Eligible Telecommunications Carrier For Purposes of Lifeline Support Only. Additionally, I have enclosed the requisite Certificate of Service.

Very truly yours,

BROWN RUDNICK LLP



Paul G. Afonso

PGA:ljr

Enclosures

cc: Geoffrey G. Why, Commissioner (w/enc. via email)
Paul Abbott, General Counsel (w/enc. via email)
Jesse S. Reyes, Assistant Attorney General, Chief, Office of Ratepayer
Advocacy ((w/enc. via email)

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COMMONWEALTH OF MASSACHUSETTS

DEPARTMENT OF TELECOMMUNICATIONS AND CABLE

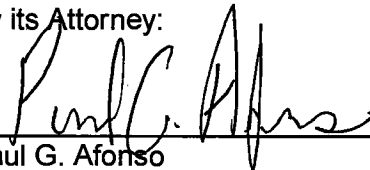
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In the Matter of)
)
T-Mobile Northeast LLC) D.T.C. _____
)
Petition for Limited Designation as an)
Eligible Telecommunications Carrier)
For Purposes of Lifeline Support Only)
_____)

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing on all parties of record in this proceeding in accordance with the requirements of 220 CMR 1.05(1) (Department's Rules of Practice and Procedure).

T-MOBILE NORTHEAST LLC

By its Attorney:



Paul G. Afonso
Brown Rudnick LLP
One Financial Center
Boston, MA 02111
(617) 856-8200

Dated: March 7, 2012

COMMONWEALTH OF MASSACHUSETTS

DEPARTMENT OF TELECOMMUNICATIONS AND CABLE

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**PETITION FOR LIMITED DESIGNATION AS AN
ELIGIBLE TELECOMMUNICATIONS CARRIER FOR PURPOSES OF
LIFELINE SUPPORT ONLY**

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March 7, 2012

SUMMARY

T-Mobile Northeast LLC, a wholly-owned subsidiary of T-Mobile USA, Inc. (“T-Mobile” or “Company”), seeks designation as an Eligible Telecommunications Carrier (“ETC”) in the Commonwealth of Massachusetts pursuant to Section 214(e)(2) of the Communications Act of 1934, as amended (“the Act”), for the limited purposes of obtaining eligibility for the provision of Lifeline service. As described in this petition, T-Mobile meets all of the applicable requirements for ETC designation set forth in federal law and regulation and the laws and regulations of the Commonwealth of Massachusetts. Significantly, T-Mobile is a facilities-based telecommunications carrier seeking necessary approvals to compete in the Lifeline universal service market. Designation of T-Mobile as an ETC in Massachusetts will promote the public interest by providing eligible low-income consumers a choice of Lifeline telecommunications services, resulting in a higher level of service quality and lower prices for Lifeline service in Massachusetts. T-Mobile is not requesting ETC designation for the purposes of receiving high-cost support from the federal universal service fund (“FUSF”). As a facilities-based carrier with coverage throughout much of Massachusetts, T-Mobile is positioned to offer the benefits of Lifeline service to qualifying low income customers and respectfully requests that the Department expedite approval of this petition and grant the Company’s request for ETC designation within a shortened period of time.

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COMMONWEALTH OF MASSACHUSETTS

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**PETITION FOR LIMITED DESIGNATION AS AN ELIGIBLE
TELECOMMUNICATIONS CARRIER FOR PURPOSES OF LIFELINE SUPPORT
ONLY**

I. INTRODUCTION

T-Mobile Northeast, LLC, a wholly-owned subsidiary of T-Mobile USA, Inc. (“T-Mobile” or “Company”), by undersigned counsel, hereby petitions the Massachusetts Department of Telecommunications and Cable (“Department”) for designation as an Eligible Telecommunications Carrier (“ETC”), pursuant to Section 214(e)(1) of the Communications Act of 1934¹ for the limited purpose of offering and receiving Federal Universal Service Fund (“FUSF”) support for providing Lifeline related services to qualified low-income consumers within its service area in Massachusetts as identified in Exhibit A (“ETC Service Area”). As explained herein, T-Mobile is a facilities-based telecommunications carrier seeking necessary approvals to compete in the Lifeline universal service market. The designation of T-Mobile as an ETC in Massachusetts will promote the public interest by providing eligible low-income consumers a choice for their Lifeline telecommunications needs, resulting in a higher level of service quality and lower prices for Lifeline service in Massachusetts. T-Mobile meets all

¹ 47 U.S.C. § 214(e)(2).

statutory and regulatory prerequisites for ETC designation and the public interest would be greatly served by granting this petition, thereby enabling T-Mobile to advance universal service in Massachusetts by serving the basic and advanced communications needs of low-income consumers.

II. BACKGROUND

A. Company Overview

T-Mobile is a national provider of wireless voice, messaging, and data services capable of reaching over 293 million Americans. T-Mobile employs approximately 42,000 individuals nation-wide and more than 500 within the Commonwealth of Massachusetts. At the end of the fourth quarter of 2011, T-Mobile had approximately 33.2 million mobile customers nationwide. T-Mobile has deployed an advanced telecommunications network capable of serving consumers' basic and advanced communications needs.

B. Previous ETC Designations

T-Mobile's corporate affiliates have been designated as ETCs in ten jurisdictions—nine states and Puerto Rico.² The nine states in which T-Mobile has been designated include Florida,

²*Order Granting Eligible Telecommunications Carrier Designation, In Re: Petition for Designation as Eligible Telecommunications Carrier by T-Mobile South LLC*, Docket No. 090507-TP, Order No. PSC-IO-0475-PAA-TP (Florida Public Service Commission, July 28, 2010) (*Florida ETC Order*); *Application of T-Mobile South LLC for designation as an Eligible Telecommunications Carrier pursuant to Section 214(e)(2) of the Communications Act of 1934*, Docket No. 32967 (Ga. Pub. Serv. Comm'n, decided Feb. 10, 2012, adopted Nov 17, 2011); *Decision and Order, In Re the Application of T-Mobile West Corporation For Designation as an Eligible Telecommunications Carrier in the State of Hawaii*, Docket No. 2010-0119 (Hawaii Public Utilities Commission, March 14, 2011); *Order, In Re the Application of T-Mobile West Corp. For Designation as an Eligible Telecommunications Carrier*, Case No. TMW-T-10-01, Order No. 32319 (Idaho Public Utilities Commission, August 9, 2011) (*Idaho ETC Order*); *Order, In Re Petition of T-Mobile Central LLC and Powertel/Memphis, Inc. for Designation as Eligible Telecommunications Carriers Pursuant to Section 214(E)(2) of the Communications Act of 1934* (Kentucky Public Service Commission, July 14, 2010); *Public Decision, T-Mobile Central, LLC, ex parte. In Re Application for Designation as an Eligible Telecommunications Carrier (ETC) for the purposes of receiving Universal Service Support for low income and rural service*, S-31865 (Louisiana Public Service Commission, Minutes from Open Session, October 12, 2011 (corrected), Ex. 31, p. 7); *Order Granting Petition for ETC Designation, Setting Conditions, and Requiring Compliance Filings, In Re T-Mobile Central LLC's Petition for Designation as an Eligible Telecommunications Carrier (ETC) in Minnesota*, Docket No. P-6856/M-11-123 (Minnesota Public Utilities Commission, September 27, 2011); *Order, High -Cost Universal Service Support; Federal-State Joint Commission on Universal Service*, WC Docket No. 05-337, CC Docket No. 96-45, Order, 23 FCC Rcd 8834, 8837-50, ¶ 42 (2008) (*Interim Cap Order*); *Order Granting Designation as an Eligible Telecommunications Carrier, In Re the Petition of T-Mobile West Corporation for Designation as an Eligible Telecommunications Carrier*, Docket No. UT-101060 (Washington Utilities and Transportation Commission, October 14, 2010); *Resolution and Order, Telecorp Communications, Inc., d/b/a AT&T Wireless*, Case No. JRT-2003-SU-0003 (Puerto Rico Telecommunications Regulatory Commission, September 10, 2003).

Georgia, Hawaii, Idaho, Kentucky, Louisiana, Minnesota, North Carolina, and Washington. T-Mobile also has sixteen pending requests for ETC designation in Alabama, Arizona, Connecticut, Delaware, District of Columbia, Indiana, Michigan, Mississippi, Missouri, New Hampshire, New York, Ohio, Oregon, Pennsylvania, Tennessee and Virginia. In designating T-Mobile as an ETC, the Florida Public Service Commission acknowledged the Company's position to serve low-income customers:

T-Mobile will promote the availability of universal service to the underserved, economically disadvantaged telephone customers in Florida. Based on our review, along with T-Mobile's commitment to abide by both state and federal rules and procedures, we find that T-Mobile's petition to be designated as an ETC is in the public interest and shall be approved.³

The Idaho Public Utilities Commission reached the same conclusion with regard to the public interest and the benefits to consumers:

We find that designating T-Mobile as an ETC in its requested rural and non-rural service areas is in the public interest. Granting ETC status will benefit consumers by offering new services and increased competition. In addition, we find granting T-Mobile ETC status will provide rural customers with greater access to wireless services and may be beneficial to eligible recipients for ITSAP and Lifeline services.⁴

C. Department Authority to Designate ETCs

The Department has the authority necessary to designate T-Mobile as an ETC pursuant to this petition. Section 214 (e)(2) of the Telecommunications Act provides the Department with the authority to designate competitive carriers as ETCs, which the Department recently exercised in the designation of Virgin Mobile as an ETC.⁵ T-Mobile satisfies all of the requirements for designation as an ETC, including: (i) common carrier status; (ii) offering all of the supported

³*Florida ETC Order*, at p. 8 (It should be noted that, as of this writing, T-Mobile is the only wireless facilities-based carrier designated as a CETC in Florida by the Florida Public Service Commission).

⁴*Idaho ETC Order*, at p. 13.

⁵*In the Matter of the Application of Virgin Mobile USA, L.P.'s Petition for Limited Designation as an Eligible Telecommunications Carrier, Order Approving Petition*, D.T.C. 10-11, September 9, 2011 ("*Virgin Mobile ETC Order*").

services in its Lifeline offering; (iii) offering Lifeline service throughout its designated ETC service area; (iv) advertising the availability of Lifeline service; and (v) meeting all other requirements for designation as an ETC for purposes of providing Lifeline service. As such, the Department should expeditiously designate T-Mobile as an ETC for the limited purpose of providing Lifeline services in Massachusetts.

III. T-MOBILE MEETS THE STATUTORY AND REGULATORY PREREQUISITES FOR ELIGIBLE TELECOMMUNICATIONS CARRIER DESIGNATION

As demonstrated herein, T-Mobile meets the requirements for designation as an ETC as established under federal law,⁶ Federal Communications Commission (“FCC”) rules,⁷ and applicable Massachusetts requirements.⁸ In particular, T-Mobile:

1. is a common carrier;⁹
2. will offer the services supported by federal universal service support mechanisms within its Lifeline service offerings, which will be made available to qualifying low-income consumers;¹⁰
3. will use its own facilities to provide the supported services;¹¹
4. will provide Lifeline service, including all of the supported services, throughout its designated service area;¹²
5. will advertise the availability of its Lifeline universal service offerings and charges for such offerings using media of general distribution;¹³

⁶ 47 U.S.C. § 214(e)(1).

⁷ 47 C.F.R. § 54.201(d). In its *USF/ICC Transformation Order*, the FCC modified the required supported services in 47 C.F.R. § 54.101 and the additional requirements for designation as an ETC in 47 C.F.R. § 54.202. *In the Matter of Connect America Fund, Report and Order and Further Notice of Proposed Rulemaking*, FCC 11-161, released November 18, 2011 (“*USF/ICC Transformation Order*”).

⁸ See *Virgin Mobile ETC Order*. In addition, T-Mobile acknowledges that the Department has undertaken an investigation to re-examine the Lifeline and Link Up low income programs in Massachusetts. See *Investigation by the Department on its Own Motion into the Lifeline and Link Up Programs for Massachusetts Telephone Customers, Order Opening Investigation*, D.T.C. 10-3 (September 17, 2010). To the extent applicable to the Company’s service offerings in Massachusetts, T-Mobile stands ready to partner with the Department to comply with and implement as necessary any changes that investigation may make to Massachusetts’ requirements for ETC designation.

⁹ See 47 U.S.C. § 214(e)(1); 47 C.F.R. § 54.201(d).

¹⁰ See 47 U.S.C. § 214(e)(1)(A); 47 C.F.R. §§ 54.201(d)(1) and 54.405.

¹¹ See 47 U.S.C. § 214(e)(1)(A); 47 C.F.R. § 54.201(d)(1).

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

¹³ See 47 U.S.C. § 214(e)(1)(B); 47 C.F.R. § 54.201(d)(2).

6. will meet the additional application requirements established by the FCC:¹⁴
 - a) will certify, as necessary, compliance with the service requirements applicable to the support that it receives;¹⁵
 - b) maintaining the ability to remain functional in emergency situations;¹⁶
 - c) satisfying consumer protection and service quality standards;¹⁷
 - d) demonstrating it is financially and technically capable of providing Lifeline service;¹⁸ and
 - e) providing information on its Lifeline service offering.¹⁹
7. will comply with all applicable reporting requirements; and,
8. will take steps to limit fraud, waste and abuse of the FUSF.²⁰

Furthermore, T-Mobile's designation as an ETC will be in the public interest by resulting in more customer choice and increasing service availability.²¹

T-Mobile's compliance with each of the applicable federal and Massachusetts requirements to obtain designation as an ETC is further discussed below.

A. T-Mobile is a Common Carrier

T-Mobile is a Commercial Mobile Radio Service ("CMRS") provider, and, as such, T-Mobile is regulated as a common carrier,²² subject to all applicable regulations. Therefore, T-Mobile meets the ETC requirement of being a common carrier.

¹⁴ 47 C.F.R. § 54.202 (a)(1)(ii) requires the submission of a five-year build plan, but this requirement only applies to carriers receiving high-cost universal service support, and therefore is not applicable to T-Mobile, as a recipient of Lifeline support only.

¹⁵ 47 C.F.R. § 54.202 (a)(1)(i).

¹⁶ 47 C.F.R. § 54.202(a)(2).

¹⁷ 47 C.F.R. § 54.202(a)(3).

¹⁸ 47 C.F.R. § 54.202(a)(4).

¹⁹ 47 C.F.R. § 54.202(a)(5).

²⁰ See *In the Matter of Lifeline and Link Up Reform and Modernization, Report and Order and Further Notice of Proposed Rulemaking*, WC Docket No. 11-42, FCC 12-11, released February 6, 2012 ("*Lifeline Reform Order*"). The FCC adopted comprehensive reforms to the federal low-income program, including steps to limit fraud, waste and abuse within the program.

²¹ 47 U.S.C. § 214(e)(2).

²² 47 C.F.R. § 20.9.

B. T-Mobile Offers the Services Supported by the Federal Universal Service Support Mechanisms

T-Mobile provides each of eight services supported by federal universal service support mechanisms and will provide toll-limitation service for qualifying low-income consumers upon designation as an ETC as set forth below.²³

1. Voice Grade Access To The Public Switched Telephone Network²⁴ – T-Mobile meets this requirement through its provision of mobile voice communications service and interconnection to the public switched telephone network.
2. Local Usage – an amount of minutes of use provided free of charge to end users.²⁵ T-Mobile meets this requirement by providing an amount of local usage free of charge in each universal service rate plan.
3. Access To Emergency Services – access to emergency services includes access to both 911 and E911 services to the extent the local government has implemented such services.²⁶ T-Mobile meets this requirement by providing 911 service and meeting all requests for E911 service from local public service answering points (“PSAPs”).
4. Toll Limitation For Qualifying Low-Income Consumers – toll limitation means both toll blocking and toll control, or, if a carrier is not capable of providing both toll blocking and toll control, then toll limitation is defined as either toll blocking or toll control.²⁷ Upon implementing any Lifeline service offering that distinguishes between toll and non-toll calls, T-Mobile will offer toll limitation to qualifying low-income consumers at no additional charge. However, T-Mobile’s typical service offerings do not distinguish between toll and non-toll calls and therefore toll limitation service is not applicable.²⁸

²³ In the *USF/ICC Transformation Order*, the FCC revised the supported services to eliminate the requirement to offer dual tone multi-frequency signaling, single party service, access to operator service, access to interexchange service, and directory assistance. Nonetheless, T-Mobile continues to provide these services and functionalities as part of its universal service offerings, including Lifeline service.

²⁴ 47 C.F.R. § 54.101(a).

²⁵ 47 C.F.R. § 54.101(a).

²⁶ 47 C.F.R. § 54.101(a).

²⁷ 47 C.F.R. § 54.101(a); 47 C.F.R. § 54.400(d).

²⁸ In its *Lifeline Reform Order*, the FCC stated “[i]n this Order, we relieve ETCs of the obligation to offer TLS in the first instance if their Lifeline offering does not distinguish in the pricing of toll and non-toll calls, which may relieve many ETCs of the obligation to offer TLS.” *Lifeline Reform Order* at para. 238. T-Mobile has not previously and has no plans in the future to seek reimbursement for any toll limitation services provided to Lifeline customers.

C. T-Mobile Is a Facilities-Based Wireless Telecommunications Carrier

T-Mobile is a facilities-based wireless telecommunications carrier with its own switching, cell sites, and associated telecommunications facilities in Massachusetts and throughout its proposed designated ETC service area and therefore meets the applicable facilities-based requirements for ETCs.²⁹ The Company uses radio licenses issued by the FCC to provide CMRS and will use its own extensive network facilities throughout Massachusetts to provide Lifeline service to consumers in its requested ETC Service Area.

D. T-Mobile Will Provide Service Throughout Its Designated Service Area

T-Mobile commits to provide Lifeline service, including all of the supported services, throughout its designated service area, consistent with all applicable requirements. T-Mobile's requested designated ETC service area is its wireless coverage area shown in Exhibit B, which includes the telephone company wire centers and study areas identified in Exhibit A.

E. T-Mobile Will Advertise the Availability of Its Lifeline Offerings and Charges for Such Offerings Using Media of General Distribution

T-Mobile will advertise the availability of, and charges for, its Lifeline service offerings using media of general distribution, and will undertake outreach initiatives to increase consumer awareness of T-Mobile's Lifeline service offering, consistent with all applicable requirements.³⁰ T-Mobile currently offers and advertises its wireless telecommunications services, including those offerings that include all of the supported services, using radio, television, billboards, print, internet, and targeted mailings, among others. In addition, T-Mobile maintains various retail stores and authorized dealer locations throughout its proposed ETC designated service area. T-

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

³⁰ See 47 C.F.R. §§ 54.401-54.417; 54.405(b) and 54.411(d). In its *Lifeline Reform Order*, the FCC also adopted specific requirements for Lifeline advertising, which T-Mobile will comply with. See *Lifeline Reform Order* at paras. 275-282.

Mobile will use the appropriate media outlets to advertise its universal service offerings in a manner consistent with applicable requirements.

F. T-Mobile Meets the Additional Requirements for Designation as an ETC

1. T-Mobile Will Comply With Applicable Service Requirements

T-Mobile will serve all consumers within its ETC service area and will certify, as necessary, compliance with the service requirements applicable to the low-income support that it receives, consistent with 47 C.F.R. § 54.202(a)(1)(i).

2. Ability to Function in Emergency Situations

T-Mobile has the “ability to remain functional in emergency situations.”³¹ As demonstrated in T-Mobile’s Emergency Operation Plan, T-Mobile has a reasonable amount of back-up power to ensure functionality without an external power source, is able to re-route traffic around damaged facilities, and is capable of managing traffic spikes resulting from emergency situations. T-Mobile’s Emergency Operation Plan is attached hereto as Exhibit C.

3. Consumer Protection and Service Quality Standards

T-Mobile will satisfy applicable consumer protection and service quality standards in accordance with 47 C.F.R. § 54.202(a)(3). T-Mobile is a strong supporter of and abides by the CTIA-The Wireless Association’s® Consumer Code for Wireless Service (“Consumer Code”). T-Mobile has been a signatory of the Consumer Code since 2003. Most recently, T-Mobile was certified as CTIA compliant as evidenced by the CTIA letter of certification dated October 7, 2011, attached hereto as Exhibit D.

T-Mobile also provides its customers with other service quality and consumer protection benefits that have resulted in the Company being repeatedly recognized for excellence. On March 16, 2011, T-Mobile was recognized by the Ethisphere Institute as one of the 2011

³¹ 47 C.F.R. § 54.202(a)(2).

World's Most Ethical Companies, which marked the third consecutive year that T-Mobile has been included on the list.³² T-Mobile secured this prestigious distinction by continuing to implement ethical business practices and initiatives that are instrumental to the Company's success, while benefitting the community and raising the standard for the industry. T-Mobile was the only U.S. wireless telecommunications service provider included on the 2011 list.

In addition, T-Mobile maintains policies for consumer privacy protections, as detailed in T-Mobile's Privacy Policy available at the Company's website (t-mobile.com). As part of those policies, T-Mobile does not disclose or provide access to individual customer records to any individual or entity, other than to the customer directly, unless such records are required to be disclosed to a governmental agency as required by law. T-Mobile has implemented a system by which individual customer records are safeguarded. T-Mobile has trained its personnel as to when they are, and are not, authorized to disclose individual customer records.

4. Financial and Technical Capability To Provide Lifeline Service and Information on Lifeline Service Offering

In the *Lifeline Reform Order*, the FCC adopted a rule, 47 C.F.R. Section 54.202(a)(4), requiring Lifeline-only ETC applicants to demonstrate financial and technical capability of providing Lifeline service in compliance with applicable requirements. In explaining this new requirement, the FCC stated:

Among the relevant considerations for such a showing would be whether the applicant previously offered services to non-Lifeline consumers, how long it has been in business, whether the applicant intends to rely exclusively on USF disbursements to operate, whether the applicant receives or will receive revenue from other sources, and whether it has been subject to enforcement action or ETC revocation proceedings in any state.³³

³² See Press Release of T-Mobile, issued March 16, 2011, recently viewed at <http://newsroom.t-mobile.com/articles/worlds-most-ethical-company>.

³³ *Lifeline Reform Order*, at para. 388.

As demonstrated herein, T-Mobile is a well-established facilities-based wireless telecommunications carrier with a long history of providing service in the state to non-Lifeline consumers and does not rely exclusively on USF disbursements. T-Mobile receives revenue from several non-USF sources, is currently a Lifeline service provider in numerous states, and has not been subject to ETC enforcement or revocation proceedings in any state. As such, T-Mobile clearly has the financial and technical capability of providing Lifeline service in compliance with all applicable requirements consistent with 47 C.F.R. Section 54.202(a)(4).

T-Mobile explains below its Lifeline service offering, including “the terms and conditions of any voice telephony service plans offered to Lifeline subscribers, including details on the number of minutes provided as part of the plan, additional charges, if any, for toll calls, and rates for each such plan,” consistent with 47 C.F.R. § 54.202(a)(5). In addition, consistent with the conditions imposed in the *Virgin Mobile ETC Order*, T-Mobile will have an ongoing obligation to notify the Department of any future changes to its rates, terms, or conditions.

G. T-Mobile Will Comply With All Applicable Reporting and On-Going Operation Requirements

In the *Virgin Mobile ETC Order*, the Department imposed the following reporting and on-going operations requirements on Virgin Mobile:

1. Provide quarterly reporting to the Department of customer accounts terminated for inactivity;
2. Provide reporting of consumer complaints to the Department regarding its Lifeline service and agree to participate in dispute resolution by the Department’s Consumer Division;
3. Provide reporting to the Department of USF support received for Massachusetts consumers;
4. File with the Department, within 60 days of the approval of its Petition, its terms and conditions of service, applicable to qualifying Lifeline service customers. Further, Virgin Mobile shall have an ongoing obligation to notify the Department of any future changes to its rates, terms, or conditions;

5. Include the Department's contact information for consumer complaints in its marketing materials for its Lifeline service; and
6. Provide Public Safety Answering Points (PSAP) self-certification to the Department.³⁴

T-Mobile commits to meeting the reporting and on-going operations requirements that are applicable to its Lifeline service offering. Requirement #1, to provide reports on accounts terminated for inactivity, appears to only apply to prepaid offerings, which T-Mobile is not proposing to offer at this time, but, to the extent T-Mobile offers a Lifeline prepaid service in the future, the Company will comply with this reporting requirement. Requirement #6, to provide PSAP self-certifications to the Department, appears to be more applicable to resellers, who face different E911 challenges than facilities-based carriers like T-Mobile, which is fully compliant with all E911 requirements.

H. Additional Steps to Be Taken To Prevent Waste, Fraud and Abuse

In its *Lifeline Reform Order* released on February 6, 2012, the FCC adopted comprehensive reforms to the low-income program to revise and modernize the Lifeline service requirements and implement measures to address fraud, waste, and abuse within the system. T-Mobile has thoroughly reviewed the *Lifeline Reform Order* and all newly-adopted requirements and will implement the internal controls and processes to ensure compliance with the FCC's final rules and any subsequent FCC orders.³⁵ T-Mobile is a well-established universal service provider operating in multiple states with a comprehensive compliance program in place to address all existing and future requirements.

T-Mobile has taken and will continue to take steps to protect against fraud, waste and abuse within the Lifeline universal service system, consistent with the *Lifeline Reform Order*.

³⁴ See *Virgin Mobile ETC Order*, at 15-16.

³⁵ T-Mobile notes that the *Lifeline Reform Order* may be subject to petitions for reconsideration, including petitions that may be filed by T-Mobile, both as to substance and the implementation schedule.

The steps taken by T-Mobile, and the requirements adopted in the *Lifeline Reform Order*, are also largely consistent with the conditions imposed in the *Virgin Mobile ETC Order*:

1. The carrier shall require income self-certification;
2. The carrier shall require certification of a single Lifeline service per household;
3. The carrier shall establish safeguards to prevent customers from receiving more than one Lifeline subsidy at the same address;
4. The carrier shall deal directly with the customer to certify and verify the customer's Lifeline eligibility; and
5. The carrier shall suspend collection of USF support during the 30-day grace period following a 60-day period of account inactivity.
6. The carrier shall conduct an annual audit of random and statistically valid sample of its customers to verify subscriber eligibility.³⁶

IV. T-MOBILE WILL MAKE AVAILABLE LIFELINE SERVICE TO QUALIFYING LOW-INCOME CONSUMERS

Upon designation as an ETC, T-Mobile will make available to qualified low-income consumers a discounted service offering that meets all applicable Lifeline requirements. Consumers increasingly rely on their mobile phones for all of their communications needs and qualifying low-income consumers are no exception.

As implemented in other areas where the Company has been designated as an ETC, T-Mobile's planned initial Lifeline service offering, which is subject to change, will include:³⁷

- a low \$9.99 per month Lifeline rate;³⁸
- 145 Whenever minutes³⁹, 500 night minutes, and 500 weekend minutes per month;⁴⁰

³⁶ See *Virgin Mobile ETC Order*, at 13-14.

³⁷ See 47 C.F.R. Section 54.202(a)(5).

³⁸ The \$9.99 per month discounted Lifeline rate is based upon a non-discounted rate of \$19.99 per month *minus* a \$10.00 Lifeline discount (\$19.99-\$10.00=\$9.99). In the *Lifeline Reform Order*, the FCC established a uniform Lifeline reimbursement of \$9.25 per month per eligible consumer. As such, the Company may revise the Lifeline discount available to eligible consumers to be consistent with the applicable reimbursement amount.

³⁹ Whenever minutes[®] are minutes that can be used at anytime and anywhere on T-Mobile's nationwide network.

⁴⁰ Weekend minutes are currently defined as midnight Friday to midnight Sunday, and nights are currently defined as 9:00 p.m. to 6:59 a.m. Monday-Friday, based on the start time of call.

- additional minutes priced at \$0.05 per minute;
- competitive terms and conditions of service;⁴¹ and
- an affordable handset.

T-Mobile's planned Lifeline service offering provides consumers additional benefits. For example, calls to 911 and to customer service (dialing 611 from the mobile handset) will be free calls, regardless of whether the customer has sufficient remaining minutes available in their account, and those calls will not be deducted from the monthly included minutes or charged as additional minutes. Additionally, qualified consumers who subscribe to T-Mobile's Lifeline offering are not charged a fee for local number portability or the federal universal service fund. In addition to voice services, Lifeline customers will also have access to a variety of other standard features at no additional charge, including voice mail, caller I.D. and call-waiting services. T-Mobile may implement other Lifeline service offerings in the future, consistent with all applicable requirements.

V. DESIGNATING T-MOBILE AS AN ETC IS IN THE PUBLIC INTEREST

Currently, T-Mobile serves the mobile communications needs of Massachusetts consumers, and, through its proposed Lifeline offering, T-Mobile will significantly expand its business in Massachusetts by making available to low-income consumers a new service offering that meets their basic and advanced communication needs. As a CMRS provider, T-Mobile is not subject to universal service obligations in Massachusetts today, but, as a Lifeline service provider, T-Mobile will be entering the universal service market and, by doing so, will be subject to the following universal service obligations:

1. Providing Lifeline service that includes all of the supported services;

⁴¹ See t-mobile.com for terms and conditions of service.

2. Committing to meet and maintain compliance with certain requirements applicable to ETCs, including:
 - a. complying with service requirements applicable to Lifeline service providers;
 - b. satisfying consumer protection standards; and
 - c. maintaining the ability to remain functional in emergency situations; and
3. Increasing public awareness of the availability of Lifeline programs by
 - a. advertising the availability of its Lifeline offerings; and,
 - b. undertaking outreach initiatives aimed eligible low-income consumers; and
4. Offering Lifeline service consistent with the requirements of the Department's rules and prior Department orders designating ETCs.⁴²

Public Interest Benefits

The benefits to low-income consumers in Massachusetts will be significant and also include: (i) greater customer choice; (ii) a new Lifeline service offering with competitive pricing, services, and features; and (iii) access to a nationwide network that has been recognized for its high quality and customer service.

The benefits of competition are widely recognized and extend to all markets, including the Lifeline universal service market, as recognized by the FCC:

We note that an important goal of the Act is to open local telecommunications markets to competition. Designation of competitive ETCs promotes competition and benefits consumers in rural and high-cost areas by increasing customer choice, innovative services, and new technologies. We agree with Western Wireless that competition will result not only in the deployment of new facilities and technologies, but will also provide an incentive to the incumbent rural telephone companies to improve their existing network to remain competitive, resulting in improved service to Wyoming consumers [consumers in the proposed ETC service area]. In addition, we find that the provision of competitive service will facilitate universal service to the benefit of consumers in Wyoming by

⁴²See *Virgin Mobile ETC Order*.

creating incentives to ensure that quality services are available at “just, reasonable, and affordable rates.”⁴³

Low-income consumers rely on wireless services for their telecommunications needs. T-Mobile’s designation as an ETC will result in low-income consumers having greater access to wireless telecommunications services, thereby advancing the basic goal of preserving and advancing universal service. To accomplish this goal, Congress established a competitive universal service framework to expand the level of competition among carriers vying for the business of consumers based on price, service offerings, coverage, and service quality. T-Mobile offers consumers competitive service offerings and high-quality customer service, and through its entry into the Lifeline service market, low-income consumers will now have greater access to all of these benefits. T-Mobile’s Lifeline Plan allows customers to control costs by receiving a preset monthly rate with a low per minute overage rate. The wireless service that T-Mobile offers will provide customers with an affordable alternative to traditional telecommunications service.

The wireless consumer in Massachusetts has taken advantage of heavy market penetration. The FCC reports that more than 6.3 million Massachusetts residents (or 97% of the Commonwealth’s population) are wireless subscribers.⁴⁴ According to the Centers for Disease Control, 16.8% of adults in Massachusetts were living in wireless-only households from mid-year 2009 to mid-year 2010, while 14.7% were living in wireless-mostly households.⁴⁵ And prices for wireless services continue to fall dramatically. American consumers enjoy lower prices than consumers in nearly all other nations: Voice revenue per minute (“RPM”) equaled

⁴³*In the Matter of the Federal-State Joint Board on Universal Service, Western Wireless Corp. Petition for Designation as an Eligible Telecommunications Carrier in the State of Wyoming*, CC Docket No. 96-45, *Memorandum Opinion and Order*, DA 00-2896, ¶ 17 (released December 26, 2000).

⁴⁴See *FCC Local Telephone Competition: Status as of June 30, 2010*, available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-305297A1.pdf, Table 17.

⁴⁵See *National Health Statistics Report*, at Table 1, available at <http://www.cdc.gov/nchs/data/nhsr/nhsr039.pdf>.

\$0.04 in the U.S., compared to \$0.09 in Canada; \$0.11 in the United Kingdom; \$0.16 in Germany; \$0.09 in South Korea; and \$0.25 in Japan.⁴⁶ Text messaging prices declined from \$0.011 per message in 2008 to \$0.009 in 2009.⁴⁷ Average smartphone prices net of carrier subsidies decreased from \$220 in 4Q06 to \$120 in 4Q09, with average prices for all handsets after discounts falling from \$85 in 4Q06 to \$50 in 4Q09.⁴⁸ Although average monthly data traffic per subscriber grew 78% between 2008 and 2009, wireless data service ARPU rose only 22% in that period.⁴⁹ Indeed, as the most recent data from the U.S. Bureau of Labor Statistics' Wireless Price Index shows, as of July 2011 the price of wireless service has fallen some 40% since December 1997.⁵⁰

T-Mobile's designation as an ETC will enable the Company to make available competitive Lifeline service offerings to consumers throughout its designated service area in Massachusetts, which will add to competition with other carriers. Designating T-Mobile as an ETC will provide an additional alternative to the existing Lifeline service offerings currently being offered and thus will promote competition and advance communication services for the benefit of the residents of Massachusetts. Carriers are investing in newer, better and faster networks. Despite continuing economic difficulties, incremental capital investment increased from \$20.2 billion in 2008 to \$20.4 billion in 2009. Wireless accounts for more than 30% of all telecommunications investment, nearly a quarter of all information and communications technology investment, and two percent of total investment in the U.S. economy.⁵¹ T-Mobile invested approximately \$2.7 billion in 2011, primarily in expanding deployment of its HSPA+

⁴⁶*Id.* at Table 44.

⁴⁷*Id.* ¶ 193.

⁴⁸*Id.* ¶ 334.

⁴⁹*Id.* ¶¶ 186, 203.

⁵⁰See Bureau of Labor Statistics Consumer Price Index – All Urban Consumers, Series ID CUUR0000SEED03, available at <http://data.bls.gov/pdq/querytool.jsp?survey=cu>.

⁵¹*Annual Report and Analysis of Competitive Market Conditions With Respect to Mobile Wireless, Including Commercial Mobile Services*, 2011 FCC LEXIS 2636, Chart 48 (2011) (*FCC Report*).

(4G) network. T-Mobile recently announced that it will invest \$4 billion in total to strengthen its 4G network and engage in a significant spectrum re-farming effort which will allow the deployment of long-term evolution (LTE) service in 2013. This anticipated network transformation will significantly enhance coverage and performance for customers, and also provide high-paying American jobs.

Allowing T-Mobile to offer the services required by an ETC will also provide critical telecommunications services to low-income consumers that need it the most, at a low monthly rate. T-Mobile's Lifeline Plan allows for customers to control costs by receiving a preset monthly rate with a low per minute overage rate. The Lifeline wireless service that T-Mobile will offer will provide customers with an affordable alternative to existing telecommunications service. Increased competitive choices in the telecommunications arena benefit all consumers, but low income consumers stand to gain the most.

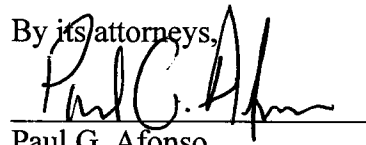
VI. CONCLUSION

WHEREFORE, for the reasons stated above, T-Mobile respectfully requests that the Department expeditiously: (i) designate T-Mobile as an ETC for the limited purpose of offering Lifeline services, including receiving FUSF support for providing Lifeline Service to qualified low-income consumers in the areas identified in Exhibit A in the Commonwealth of Massachusetts; (ii) send the appropriate notice of the Order designating T-Mobile as an ETC to the FCC and the Universal Service Administrative Company; and (iii) order such other relief as may be appropriate.

Respectfully submitted,

T-MOBILE NORTHEAST LLC

By its attorneys,

A handwritten signature in black ink, appearing to read "Paul G. Afonso", is written over a horizontal line.

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March 7, 2012

INDEX TO EXHIBITS

Exhibit A – ETC Service Area

Exhibit B – T-Mobile Coverage Area

Exhibit C – Emergency Operations Plan and Business Continuity Plan

Exhibit D – CTIA Consumer Code Certification

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EXHIBIT A

**TELEPHONE COMPANY AREAS
WITHIN T-MOBILE COVERAGE**

T-Mobile's ETC Service Area for providing Lifeline service is its coverage area, which comprises at least a portion of the following telephone company areas.

TELEPHONE COMPANY AREA	SERVICE AREA/WIRE CENTER
GRANBY TELEPHONE & TELEGRAPH CO.	STUDY AREA
RICHMOND TELEPHONE CO.	STUDY AREA
SOUTHERN NEW ENGLAND TELEPHONE CO.	SFFDCT00
TACONIC TELEPHONE CORP.	STUDY AREA
VERIZON NEW ENGLAND INC.	ACSHMAPL
VERIZON NEW ENGLAND INC.	ACTNMAMA
VERIZON NEW ENGLAND INC.	ADMSMAMA
VERIZON NEW ENGLAND INC.	AGWMMARO
VERIZON NEW ENGLAND INC.	AMHRMAFE
VERIZON NEW ENGLAND INC.	AMHRMASP
VERIZON NEW ENGLAND INC.	AMSBMAPL
VERIZON NEW ENGLAND INC.	ANDVMAEL
VERIZON NEW ENGLAND INC.	ARTNMAPL
VERIZON NEW ENGLAND INC.	ASFDMAMA
VERIZON NEW ENGLAND INC.	ASHBMASO
VERIZON NEW ENGLAND INC.	ASHMMAPL
VERIZON NEW ENGLAND INC.	ASLDMAMA
VERIZON NEW ENGLAND INC.	ASNTMAMA
VERIZON NEW ENGLAND INC.	ATHOMARI
VERIZON NEW ENGLAND INC.	ATLBMABA
VERIZON NEW ENGLAND INC.	AUBNMALG
VERIZON NEW ENGLAND INC.	AYERMAPL
VERIZON NEW ENGLAND INC.	BARRMAJA
VERIZON NEW ENGLAND INC.	BCKTMAWA
VERIZON NEW ENGLAND INC.	BDFRMAPA
VERIZON NEW ENGLAND INC.	BITNMAWI
VERIZON NEW ENGLAND INC.	BKLIMAMA
VERIZON NEW ENGLAND INC.	BLMTMALE
VERIZON NEW ENGLAND INC.	BLNDMAGL
VERIZON NEW ENGLAND INC.	BLRCMAAN
VERIZON NEW ENGLAND INC.	BLTWMAJA
VERIZON NEW ENGLAND INC.	BMFDMAWA
VERIZON NEW ENGLAND INC.	BOTNMAMA
VERIZON NEW ENGLAND INC.	BRLNMAHI
VERIZON NEW ENGLAND INC.	BRNRMACH
VERIZON NEW ENGLAND INC.	BRNSMAMA
VERIZON NEW ENGLAND INC.	BRNTMAWA
VERIZON NEW ENGLAND INC.	BRPKMAWI
VERIZON NEW ENGLAND INC.	BRTNMACR
VERIZON NEW ENGLAND INC.	BRWRMACH
VERIZON NEW ENGLAND INC.	BRWSMAYA
VERIZON NEW ENGLAND INC.	BRYVMAUN
VERIZON NEW ENGLAND INC.	BSRVMAST
VERIZON NEW ENGLAND INC.	BSTNMABE
VERIZON NEW ENGLAND INC.	BSTNMABO
VERIZON NEW ENGLAND INC.	BSTNMAFR
VERIZON NEW ENGLAND INC.	BSTNMAHA
VERIZON NEW ENGLAND INC.	BURLMABE
VERIZON NEW ENGLAND INC.	BVRLMAEL
VERIZON NEW ENGLAND INC.	BYTNMAMA
VERIZON NEW ENGLAND INC.	BZBYMAPE

**TELEPHONE COMPANY AREAS
WITHIN T-MOBILE COVERAGE**

TELEPHONE COMPANY AREA	SERVICE AREA/WIRE CENTER
VERIZON NEW ENGLAND INC.	CATNMANM
VERIZON NEW ENGLAND INC.	CHCPMARI
VERIZON NEW ENGLAND INC.	CHCPMAWE
VERIZON NEW ENGLAND INC.	CHESMAMU
VERIZON NEW ENGLAND INC.	CHFDMASB
VERIZON NEW ENGLAND INC.	CHFRMANO
VERIZON NEW ENGLAND INC.	CHHMMAOH
VERIZON NEW ENGLAND INC.	CHLMMAST
VERIZON NEW ENGLAND INC.	CHLSMACH
VERIZON NEW ENGLAND INC.	CHMTMASO
VERIZON NEW ENGLAND INC.	CLRNMAYA
VERIZON NEW ENGLAND INC.	CLTNMACH
VERIZON NEW ENGLAND INC.	CMBRMABE
VERIZON NEW ENGLAND INC.	CMBRMAWA
VERIZON NEW ENGLAND INC.	CMTNMAMA
VERIZON NEW ENGLAND INC.	CNCRMAWA
VERIZON NEW ENGLAND INC.	CNTNMAWA
VERIZON NEW ENGLAND INC.	CNWYMASH
VERIZON NEW ENGLAND INC.	CRVRMAMA
VERIZON NEW ENGLAND INC.	CTMTMADE
VERIZON NEW ENGLAND INC.	DDHMMAWA
VERIZON NEW ENGLAND INC.	DGTNMAEL
VERIZON NEW ENGLAND INC.	DLTNMACA
VERIZON NEW ENGLAND INC.	DNNSMAYA
VERIZON NEW ENGLAND INC.	DNVSMABI
VERIZON NEW ENGLAND INC.	DRCHMAAD
VERIZON NEW ENGLAND INC.	DRCTMAMM
VERIZON NEW ENGLAND INC.	DXBRMACH
VERIZON NEW ENGLAND INC.	EBSTMASA
VERIZON NEW ENGLAND INC.	EBWRMABE
VERIZON NEW ENGLAND INC.	EDGLMAMA
VERIZON NEW ENGLAND INC.	EDGRMAPP
VERIZON NEW ENGLAND INC.	EHMPMARA
VERIZON NEW ENGLAND INC.	ELNMMAPL
VERIZON NEW ENGLAND INC.	EPRVRINB
VERIZON NEW ENGLAND INC.	ESSXMASP
VERIZON NEW ENGLAND INC.	ESTNMANM
VERIZON NEW ENGLAND INC.	FKLNMACC
VERIZON NEW ENGLAND INC.	FLMOMAMG
VERIZON NEW ENGLAND INC.	FLRVMANM
VERIZON NEW ENGLAND INC.	FRMNMAUN
VERIZON NEW ENGLAND INC.	FTBGMAMA
VERIZON NEW ENGLAND INC.	FTZWNHUT
VERIZON NEW ENGLAND INC.	FXBOMACO
VERIZON NEW ENGLAND INC.	GFTNMAWO
VERIZON NEW ENGLAND INC.	GLCSMAEL
VERIZON NEW ENGLAND INC.	GLVLMABI
VERIZON NEW ENGLAND INC.	GNDLMASU
VERIZON NEW ENGLAND INC.	GNFDMACH
VERIZON NEW ENGLAND INC.	GNVLNHAD
VERIZON NEW ENGLAND INC.	GRBRMASC
VERIZON NEW ENGLAND INC.	GRNRMAWE
VERIZON NEW ENGLAND INC.	GRTNMAHO

**TELEPHONE COMPANY AREAS
WITHIN T-MOBILE COVERAGE**

TELEPHONE COMPANY AREA	SERVICE AREA/WIRE CENTER
VERIZON NEW ENGLAND INC.	GRTWMAWI
VERIZON NEW ENGLAND INC.	GRVIMAWG
VERIZON NEW ENGLAND INC.	HBTNMAMA
VERIZON NEW ENGLAND INC.	HDSNMAFR
VERIZON NEW ENGLAND INC.	HLDNMAHO
VERIZON NEW ENGLAND INC.	HLSTMACH
VERIZON NEW ENGLAND INC.	HLYKMAMA
VERIZON NEW ENGLAND INC.	HMPDMAMA
VERIZON NEW ENGLAND INC.	HMTNMAWI
VERIZON NEW ENGLAND INC.	HNDLMA SO
VERIZON NEW ENGLAND INC.	HNHMMAGR
VERIZON NEW ENGLAND INC.	HNTNMAMA
VERIZON NEW ENGLAND INC.	HNVRMACO
VERIZON NEW ENGLAND INC.	HPTNMAHR
VERIZON NEW ENGLAND INC.	HRVRMALI
VERIZON NEW ENGLAND INC.	HRWCMAMA
VERIZON NEW ENGLAND INC.	HSTNMAMA
VERIZON NEW ENGLAND INC.	HTFDMACH
VERIZON NEW ENGLAND INC.	HVHLMAWI
VERIZON NEW ENGLAND INC.	HYNSMAOC
VERIZON NEW ENGLAND INC.	HYPKMAHA
VERIZON NEW ENGLAND INC.	INORMARL
VERIZON NEW ENGLAND INC.	IPSWMACO
VERIZON NEW ENGLAND INC.	KGTNMA SL
VERIZON NEW ENGLAND INC.	LCSR MAGR
VERIZON NEW ENGLAND INC.	LDLWMAWI
VERIZON NEW ENGLAND INC.	LEE MAHI
VERIZON NEW ENGLAND INC.	LENXMAWA
VERIZON NEW ENGLAND INC.	LGMDMALO
VERIZON NEW ENGLAND INC.	LMNSMASC
VERIZON NEW ENGLAND INC.	LNBGMASC
VERIZON NEW ENGLAND INC.	LTTNMAKI
VERIZON NEW ENGLAND INC.	LWLLMAAP
VERIZON NEW ENGLAND INC.	LWRNMACA
VERIZON NEW ENGLAND INC.	LXTNMAWA
VERIZON NEW ENGLAND INC.	LYFDMACA
VERIZON NEW ENGLAND INC.	LYNNMACH
VERIZON NEW ENGLAND INC.	MARNMAMI
VERIZON NEW ENGLAND INC.	MDLBMAJA
VERIZON NEW ENGLAND INC.	MEFDMAPL
VERIZON NEW ENGLAND INC.	MEWYMAVI
VERIZON NEW ENGLAND INC.	MLBRMAGR
VERIZON NEW ENGLAND INC.	MLDNMAEL
VERIZON NEW ENGLAND INC.	MLFLMACR
VERIZON NEW ENGLAND INC.	MLFRMAWA
VERIZON NEW ENGLAND INC.	MLISMAMA
VERIZON NEW ENGLAND INC.	MLTNMAAD
VERIZON NEW ENGLAND INC.	MNCHMASU
VERIZON NEW ENGLAND INC.	MNFDMABR
VERIZON NEW ENGLAND INC.	MNMTMAMA
VERIZON NEW ENGLAND INC.	MNSNMAMA
VERIZON NEW ENGLAND INC.	MRBLMAPL
VERIZON NEW ENGLAND INC.	MRBOMAMA

**TELEPHONE COMPANY AREAS
WITHIN T-MOBILE COVERAGE**

TELEPHONE COMPANY AREA	SERVICE AREA/WIRE CENTER
VERIZON NEW ENGLAND INC.	MRFDMAA
VERIZON NEW ENGLAND INC.	MRMCMACE
VERIZON NEW ENGLAND INC.	MSHPMAGN
VERIZON NEW ENGLAND INC.	MTAGMACE
VERIZON NEW ENGLAND INC.	MTPSMAMH
VERIZON NEW ENGLAND INC.	MYNRMAWA
VERIZON NEW ENGLAND INC.	NADMMAASU
VERIZON NEW ENGLAND INC.	NASHNHWP
VERIZON NEW ENGLAND INC.	NATLMAOE
VERIZON NEW ENGLAND INC.	NATNMAMA
VERIZON NEW ENGLAND INC.	NBFDMASM
VERIZON NEW ENGLAND INC.	NBFRMAAE
VERIZON NEW ENGLAND INC.	NBPTMAGR
VERIZON NEW ENGLAND INC.	NCHLMAGR
VERIZON NEW ENGLAND INC.	NCKTMAUN
VERIZON NEW ENGLAND INC.	NDHMMAPI
VERIZON NEW ENGLAND INC.	NFRMMAED
VERIZON NEW ENGLAND INC.	NRBOMASC
VERIZON NEW ENGLAND INC.	NRDGMACE
VERIZON NEW ENGLAND INC.	NRFDMAA
VERIZON NEW ENGLAND INC.	NRTNMATA
VERIZON NEW ENGLAND INC.	NRWDMAVE
VERIZON NEW ENGLAND INC.	NRWLMAMA
VERIZON NEW ENGLAND INC.	NTCKMAEC
VERIZON NEW ENGLAND INC.	NWTNMAWA
VERIZON NEW ENGLAND INC.	OKHMMARU
VERIZON NEW ENGLAND INC.	ORLNMAA
VERIZON NEW ENGLAND INC.	ORNGMASM
VERIZON NEW ENGLAND INC.	OSVLMAWB
VERIZON NEW ENGLAND INC.	OTISMAEO
VERIZON NEW ENGLAND INC.	OXFRMAWH
VERIZON NEW ENGLAND INC.	PBDYMACE
VERIZON NEW ENGLAND INC.	PLMOMACO
VERIZON NEW ENGLAND INC.	PLMRMAPL
VERIZON NEW ENGLAND INC.	PPRLMAHI
VERIZON NEW ENGLAND INC.	PRTNMABO
VERIZON NEW ENGLAND INC.	PRVNMAWI
VERIZON NEW ENGLAND INC.	PTFDMAFE
VERIZON NEW ENGLAND INC.	PTRSMAEA
VERIZON NEW ENGLAND INC.	PWTCRIHI
VERIZON NEW ENGLAND INC.	QNCYMAHA
VERIZON NEW ENGLAND INC.	RCPTMAMA
VERIZON NEW ENGLAND INC.	RDBOVTTU
VERIZON NEW ENGLAND INC.	RDNGMALI
VERIZON NEW ENGLAND INC.	REVRMABE
VERIZON NEW ENGLAND INC.	RHBTMABA
VERIZON NEW ENGLAND INC.	RKLDMAWE
VERIZON NEW ENGLAND INC.	RNDHMAME
VERIZON NEW ENGLAND INC.	ROCHMANO
VERIZON NEW ENGLAND INC.	RSSLMAMA
VERIZON NEW ENGLAND INC.	RTLDMAMA
VERIZON NEW ENGLAND INC.	RWLYMAHA
VERIZON NEW ENGLAND INC.	RXBRMAWA

**TELEPHONE COMPANY AREAS
WITHIN T-MOBILE COVERAGE**

TELEPHONE COMPANY AREA	SERVICE AREA/WIRE CENTER
VERIZON NEW ENGLAND INC.	SAGSMACE
VERIZON NEW ENGLAND INC.	SALMMANO
VERIZON NEW ENGLAND INC.	SBDGMAMA
VERIZON NEW ENGLAND INC.	SBTNMAEF
VERIZON NEW ENGLAND INC.	SCNSMABH
VERIZON NEW ENGLAND INC.	SCTTMAFP
VERIZON NEW ENGLAND INC.	SDBRMABP
VERIZON NEW ENGLAND INC.	SDFDMACO
VERIZON NEW ENGLAND INC.	SGMRMAYA
VERIZON NEW ENGLAND INC.	SGTNMAWA
VERIZON NEW ENGLAND INC.	SHFDMAMA
VERIZON NEW ENGLAND INC.	SHRNMAHI
VERIZON NEW ENGLAND INC.	SHRWMAGR
VERIZON NEW ENGLAND INC.	SHRYMACH
VERIZON NEW ENGLAND INC.	SLFLMACR
VERIZON NEW ENGLAND INC.	SNDSMAOT
VERIZON NEW ENGLAND INC.	SOVLMACE
VERIZON NEW ENGLAND INC.	SPFDMAWO
VERIZON NEW ENGLAND INC.	SPNCMAME
VERIZON NEW ENGLAND INC.	STBGMAMA
VERIZON NEW ENGLAND INC.	STBRMAPI
VERIZON NEW ENGLAND INC.	STNGMABR
VERIZON NEW ENGLAND INC.	SWCKMACO
VERIZON NEW ENGLAND INC.	TMTNMAME
VERIZON NEW ENGLAND INC.	TNTNMAPL
VERIZON NEW ENGLAND INC.	TPFDMACE
VERIZON NEW ENGLAND INC.	TRFLMAAA
VERIZON NEW ENGLAND INC.	TWBYMARO
VERIZON NEW ENGLAND INC.	TWNSMARA
VERIZON NEW ENGLAND INC.	TYNGMAKE
VERIZON NEW ENGLAND INC.	UPTNMAPI
VERIZON NEW ENGLAND INC.	UXBRMACO
VERIZON NEW ENGLAND INC.	VYHVMAED
VERIZON NEW ENGLAND INC.	WAHMMMAHI
VERIZON NEW ENGLAND INC.	WAREMABA
VERIZON NEW ENGLAND INC.	WBSTMANE
VERIZON NEW ENGLAND INC.	WBTNMAPR
VERIZON NEW ENGLAND INC.	WHMNMAWA
VERIZON NEW ENGLAND INC.	WHVLMAPA
VERIZON NEW ENGLAND INC.	WKFDMABE
VERIZON NEW ENGLAND INC.	WLBGMAMA
VERIZON NEW ENGLAND INC.	WLBRMAMA
VERIZON NEW ENGLAND INC.	WLHMMASP
VERIZON NEW ENGLAND INC.	WLHMMAWE
VERIZON NEW ENGLAND INC.	WLLFMAMA
VERIZON NEW ENGLAND INC.	WLMGMAMA
VERIZON NEW ENGLAND INC.	WLPLMASS
VERIZON NEW ENGLAND INC.	WLSLMALA
VERIZON NEW ENGLAND INC.	WLTWMAWA
VERIZON NEW ENGLAND INC.	WMNSMAEL
VERIZON NEW ENGLAND INC.	WNCHMAMA
VERIZON NEW ENGLAND INC.	WNDNMAGR
VERIZON NEW ENGLAND INC.	WNSCRICL

**TELEPHONE COMPANY AREAS
WITHIN T-MOBILE COVERAGE**

TELEPHONE COMPANY AREA	SERIVCE AREA/WIRE CENTER
VERIZON NEW ENGLAND INC.	WNTHMAMA
VERIZON NEW ENGLAND INC.	WNWBMAMA
VERIZON NEW ENGLAND INC.	WOTNMAWI
VERIZON NEW ENGLAND INC.	WPBDMAPI
VERIZON NEW ENGLAND INC.	WRCSMACE
VERIZON NEW ENGLAND INC.	WRHMMAISO
VERIZON NEW ENGLAND INC.	WRRNMAQU
VERIZON NEW ENGLAND INC.	WRRNRIEV
VERIZON NEW ENGLAND INC.	WRXBMABE
VERIZON NEW ENGLAND INC.	WSBGMALE
VERIZON NEW ENGLAND INC.	WSBOMASU
VERIZON NEW ENGLAND INC.	WSFDMAWA
VERIZON NEW ENGLAND INC.	WSFRMADE
VERIZON NEW ENGLAND INC.	WSPTMADR
VERIZON NEW ENGLAND INC.	WTTWMAWC
VERIZON NEW ENGLAND INC.	WYLDMABP
VERIZON NEW ENGLAND INC.	WYOMOMAMI

EXHIBIT B

Massachusetts T-Mobile Coverage

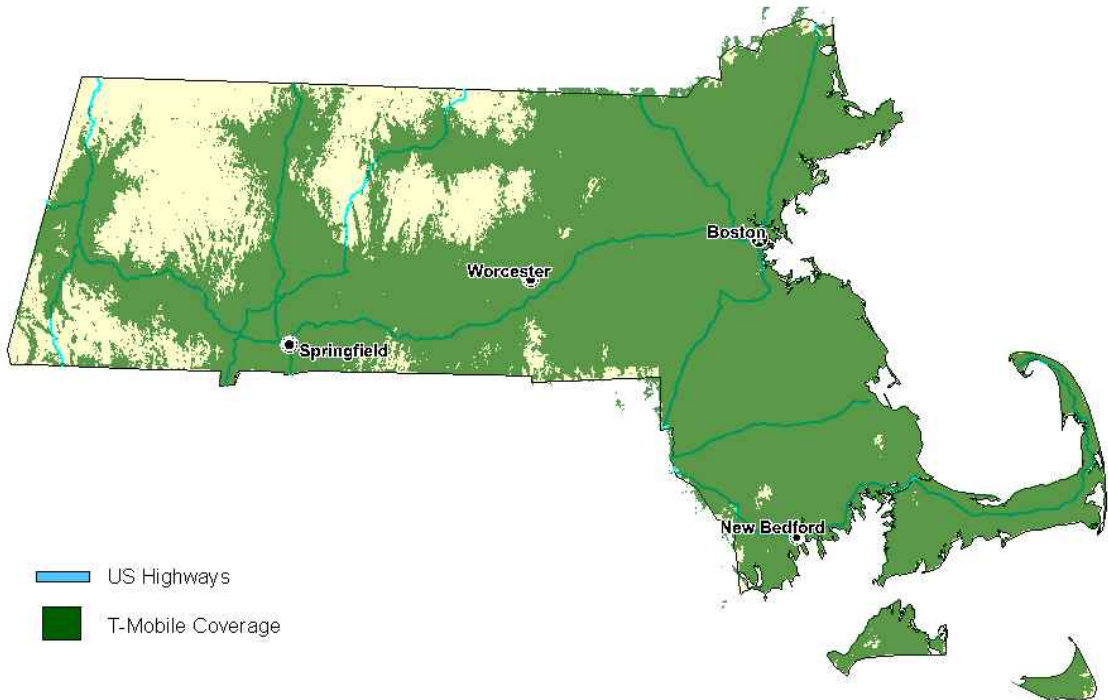


EXHIBIT C

EMERGENCY OPERATIONS PLAN

T-Mobile is able to function in emergency situations as set forth in Section 54.201(a)(2), which includes “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.”¹ In particular, T-Mobile has the following capabilities to remain functional in emergency situations:

- Availability of fixed and portable back-up power generators at various network locations throughout T-Mobile’s network that can be deployed in emergency situations.
- Ability to reroute traffic around damaged or out-of-service facilities through the deployment of cell-on-wheels (“COWs”), redundant facilities, and dynamic rerouting of traffic over alternate facilities.
- A network control center that monitors network traffic and anticipates traffic spikes, and can then (i) deploy network facilities to accommodate capacity needs, (ii) change call routing translations, and (iii) deploy COWs to temporarily meet traffic needs until longer-term solutions, such as additional capacity and antenna towers can be deployed.
- The majority of sites not equipped with fixed generators have battery back-up systems installed to maintain service in the event of a widespread power outage.

¹ 47 C.F.R. § 54.202(a)(2).

T-Mobile USA Business Continuity Program Summary

T-Mobile USA, Inc. (“T-Mobile”) is committed to safeguarding the interests of our customers, employees and stakeholders in the event of an emergency or significant business disruption. As a result T-Mobile has and maintains an enterprise-wide Business Continuity Program designed to provide effective responses to a wide variety of disruptive events. T-Mobile’s Business Continuity Program is centralized in its design and decentralized in its implementation, promoting active involvement in the program by all lines of business in all locations.

Primary components of the T-Mobile Business Continuity Program include:

- Enterprise Business Continuity Project Initiation and Oversight
- Risk Evaluation and Controls
- Business Impact Assessment and Analysis
- Business Continuity and Disaster Recovery Strategic Direction
- Crisis Response, Emergency Response, and Operations
- Business Continuity Plan Development, Maintenance, and Exercising
- Awareness and Training Programs
- Public Relations and Crisis Response and Resumption Coordination
- Coordination with External Agencies

A team of certified Business Continuity professionals is responsible for documenting and developing enterprise standards, processes, and policies for all business continuity and disaster recovery needs throughout T-Mobile. This group supports the line of business continuity planning and defines enterprise tools and methodologies. This level of consistency across the lines of business enhances T-Mobile’s overall planning and resumption efforts.

T-Mobile also maintains backup and alternate power sources at mission critical locations, and has information processing and telecommunications back-up sites that provide redundancy that is important to protecting key business information and services. Business Continuity Plans are housed in a centralized online repository, accessible to employees in office and remotely through a web browser. Additionally, hard copies of plans are available at multiple sites throughout the enterprise.

The T-Mobile USA Business Continuity Program is designed and maintained to proactively mitigate the risk of threats to T-Mobile’s customers, employees, and stakeholders. As such the program is revised and updated as needed to address potential and emerging hazards.

For more information on the T-Mobile Business Continuity Program, please send inquiries to: business.continuity@t-mobile.com

EXHIBIT D

Steve Largent
President/CEO

October 7, 2011

Ms. Kelsey Joyce
Director of Legal Affairs
Marketing
T-Mobile USA, Inc.
12920 SE 38th Street
Bellevue, WA 98006

Dear Kelsey:

Congratulations! This letter is to notify you that T-Mobile USA (“T-Mobile”) has completed the recertification process for the CTIA Consumer Code for Wireless Service (“Voluntary Consumer Code”) for the period January 1, 2011 – December 31, 2011, and is deemed compliant with the principles, disclosures and practices set forth in the Voluntary Consumer Code. Accordingly, T-Mobile is authorized to use and display the CTIA Seal of Wireless Quality/Consumer Information, subject to the terms and conditions set forth in the attached License Agreement.

Please ensure that the relevant employees of T-Mobile review the License Agreement before using the Seal. Use of the Seal constitutes acceptance of these terms and conditions. Upon request, we will provide two specimens (color and black/white) of the Seal for T-Mobile’s use on its website or collateral materials. If you should have any questions concerning the recertification process or use of the Seal, please contact Andrea Williams, CTIA’s Vice President of Law and Assistant General Counsel, at (202) 736-3215 or awilliams@ctia.org.

CTIA commends T-Mobile for its ongoing leadership and participation in the CTIA Voluntary Consumer Code, and we look forward to continuing to work with T-Mobile on this important industry initiative.

Sincerely,

Congratulations!

Steve Largent
Steve Largent

Attachment

cc: Philipp Humm
Dave Miller