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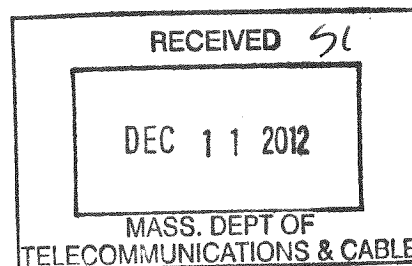
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December 10, 2012

VIA OVERNIGHT DELIVERY

Catrice Williams, Secretary
Department of Telecommunications and Cable
1000 Washington Street, Suite 820
Boston, Massachusetts 02118
(617) 305-3580



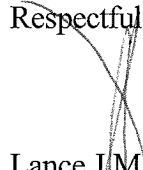
Re: YMax Communications Corp.

Dear Ms. Williams:

Enclosed please find an original and one copy of YMax Communications Corp.'s Application for Designation as an Eligible Telecommunications Carrier in the Commonwealth of Massachusetts. I have also enclosed a check in the amount of \$100.00 payable to the "Commonwealth of Massachusetts" for the filing fee.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Please acknowledge receipt of this filing by returning the duplicate copy of this letter in the enclosed, self-addressed envelope. Thank you.

Respectfully submitted,


Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
Attorneys for YMax Communications Corp.

Enclosures

cc: Shelby Ramsey

PAID
\$100.00 SL

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

APPLICATION OF)
YMAX COMMUNICATIONS CORP.)
FOR DESIGNATION AS AN ELIGIBLE) **DOCKET NO.**
TELECOMMUNICATIONS CARRIER)

**APPLICATION FOR DESIGNATION AS AN ELIGIBLE
TELECOMMUNICATIONS CARRIER**

YMax Communications Corp. (“YMAX”, “Applicant” or the “Company”), pursuant to Section 214(e)(2) of the Communications Act of 1934, as amended (the “Act”)¹ and 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 applies to the Department for Designation as an Eligible Telecommunications Carrier (“ETC”) throughout the Verizon New England, Inc. (“Verizon”) service area (the “Designated Service Area”) for the purpose of receiving federal universal service support. The Company is seeking only low income support, and is not requesting high cost support. As demonstrated below, YMAX satisfies all of the statutory and regulatory requirements for designation as an ETC in the Designated Service Area, including the new requirements outlined in the FCC’s *Lifeline and Link Up Reform Order*.³ Furthermore,

¹ 47 U.S.C. § 214(e)(2).

² 47 C.F.R. §§ 54.101-54.207.

³ *In the Matter of Lifeline and Link Up Reform and Modernization, Lifeline and Link Up, Federal-State Joint Board on Universal Service, Advancing Broadband Availability Through Digital Literacy Training*, WC Docket No. 11-42, WC Docket No. 03-109, CC Docket No. 96-45, WC Docket No. 12-23, Report and Order and Further Notice of Proposed Rulemaking, FCC 12-11 (rel. Feb. 6, 2012) (“*Lifeline and Link Up Reform Order*”).

designation of YMAX as an ETC in the Designated Service Area will serve the public interest. Accordingly, YMAX respectfully requests that the Department grant this Application.

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

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I. Background

1. YMAX is a Delaware Corporation.⁴ A copy of the Company's Certificate of Incorporation is on file with the Department and incorporated herein by reference. The Company is authorized to provide competitive local exchange services throughout Massachusetts pursuant to its Statement of Business Operations effective April 14, 2006. The principal office of the Company is located at 5700 Georgia Ave, West Palm Beach, Florida 33405. The telephone number of the Applicant is (561) 586-3380. The Company will provide local exchange services in the Designated Service Area using either its own facilities or a combination of its own facilities and resale of another carrier's services.

2. As set forth in Section 214(e)(2) of the Act, the Department "shall upon its own motion or upon request designate a common carrier that meets the requirements of [Section 214(e)(1)] as an eligible telecommunications carrier for a service area designated by the State

⁴ The Company was incorporated in the State of Delaware on May 24, 2005

commission.”⁵ Upon designation as an ETC, the carrier shall be eligible to receive universal support in accordance with Section 254 of the Act.⁶

3. The requirements for designation as an ETC set forth in Section 214(e)(1) are that the carrier must:

- (A) offer the services that are supported by Federal universal support mechanisms under section 254(c), either using its own facilities or a combination of its own facilities and resale of another carrier’s services (including the services offered by another eligible telecommunications carrier); and
- (B) advertise the availability of such services and the charges therefore using the media of general distribution.⁷

II. YMAX Satisfies the Requirements for Designation as an ETC to Serve the Designated Service Area

4. YMAX is a common carrier as that term is defined in the Act.⁸ The Company will provide the supported services in the Designated Service Area.

5. YMAX will offer all of the supported services enumerated under Section 254(c) using either its own facilities or a combination of its own facilities and resale of another carrier’s services. Accordingly, the Company satisfies the requirement set forth in Section 214(e)(1)(A).

6. The services that are supported by Federal universal support mechanisms under section 254(c) are enumerated at 47 C.F.R. § 54.101(a). These services are:

- a) Voice grade access to the public switched telephone network (PSTN).

"Voice grade access" is defined as a functionality that enables a user of

⁵ 47 U.S.C. § 214(e)(2); *see* 47 C.F.R. § 54.201(b) (FCC Rules citing the Act’s requirements).

⁶ 47 U.S.C. § 214(e)(1).

⁷ *Id.*

⁸ *See* 47 U.S.C. § 153(10) (“the term ‘common carrier’ or ‘carrier’ means any person engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy . . .”).

telecommunications services to transmit voice communications, including signaling the network that the caller wishes to place a call, and to receive voice communications, including receiving a signal indicating there is an incoming call. YMAX is able to originate and terminate telephone service for all of its subscribers;

- b) Local usage. As part of the voice grade access to the PSTN, an ETC must provide minutes of use for local service at no additional charge to end-users. The Company's service includes unlimited local usage that allows customers to originate and terminate calls within the local calling area without incurring toll charges;
- c) Access to emergency services. "Access to emergency services" includes access to 911 and enhanced 911 services to the extent the local government in an eligible carrier's service area has implemented 911 or enhanced 911 systems. The Company will provide its customers with access to these services;
- d) Toll limitation for qualifying low-income consumers. Toll Blocking allows customers to block the completion of outgoing toll calls. Toll Control allows the customer to limit the dollar amount of toll charges a subscriber can incur during a billing period. YMAX provides qualifying Lifeline customers with access to toll limitation.⁹ The

⁹ On December 30, 1997, the FCC issued an order clarifying its definition of "toll limitation" services as either toll blocking or toll control and requires carriers to offer only one, not necessarily both, of these services to be designated as an ETC.

Company will seek toll limitation service (“TLS”) reimbursement from the USF;

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

7. YMAX will advertise the availability of the above-referenced services and the charges for those services in the Designated Service Area using media of general distribution and in a manner reasonably designed to reach those likely to qualify for those services, as required by FCC Rules.¹⁰ Accordingly, the Company satisfies the requirement set forth in Section 214(e)(1)(B).

III. Area for Which ETC Designation Is Requested

8. YMAX requests ETC designation throughout all Verizon exchanges, as identified in Exhibit 2 attached hereto. YMAX does not seek certification as an ETC in any areas served by rural telephone companies.

IV. YMAX Satisfies the Additional Requirements for Designation as an ETC

9. In accordance with 47 C.F.R. § 54.202(a)(1)(i), Applicant commits to comply with the service requirements applicable to the support that it receives. As a common carrier

¹⁰ See 47 C.F.R. § 54.201(d)(2).

seeking designation as an ETC for low-income support only, Applicant is not required to submit a five-year network improvement plan.¹¹

10. An ETC Applicant must demonstrate its ability to remain functional in emergency situations (47 CFR §54.202(a)(2)). Since Applicant is providing service to its customers through the use of its own redundant facilities, Applicant will provide to its customers the same ability to remain functional in emergency situations as currently provided by the ILECs to their own customers, including access to a reasonable amount of back-up power to ensure functionality without an external power source, rerouting of traffic around damaged facilities, and the capability of managing traffic spikes resulting from emergency situations.

11. An ETC Applicant must demonstrate that it will satisfy applicable consumer protection and service quality standards (47 C.F.R. § 54.202(a)(3)). Applicant will satisfy all such standards. As part of its certification requirements for providing local exchange services, Applicant must abide by the service quality and consumer protection rules. In addition, Applicant commits to reporting information on an annual basis consistent with 47 C.F.R. § 54.422.

12. FCC Rules no longer require an applicant for ETC status to acknowledge that the FCC may require it to provide equal access to long distance carriers in the event that no other ETC is providing equal access within the service area.¹²

13. An applicant for ETC designation is no longer required to demonstrate that it offers a local usage plan that is "comparable" to the plan offered by the ILEC in the relevant

¹¹ See *Lifeline and Link Up Reform Order* at ¶ 386; see also 47 C.F.R. § 54.202(a)(1)(ii).

¹² See *id.*

service territory.¹³ Nevertheless, Applicant will offer a local usage plan comparable to the one offered by the incumbent LEC in the service areas for which it seeks designation. Applicant will offer a local usage plan with unlimited calling within the customer's local calling area for a flat monthly fee with the same calling scope as Verizon.

14. In accordance with 47 C.F.R. § 54.202(a)(4), Applicant is financially and technically capable of providing Lifeline-supported services. YMAX has been offering non-Lifeline telecommunications services since 2006. The Company generates substantial revenues from non-Lifeline services and therefore will not be relying exclusively on Lifeline reimbursement for the Company's operating revenues. The Company has not been subject to enforcement sanctions or ETC revocation proceedings in any state. Furthermore, the senior management of YMAX has great depth in the telecommunications industry and offers extensive telecommunications business technical and managerial expertise to the Company.

15. The Company will provide reduced billing to Lifeline-eligible customers throughout its designated service area. The reduction will include the maximum federal Lifeline subsidy amount.

16. YMAX will certify a customer's initial and annual eligibility for Lifeline in accordance with 47 C.F.R. § 54.410.

V. Granting YMAX's Application Will Serve the Public Interest

17. Congress requires that the Department grant competitive ETC applications in non-rural areas.¹⁴ No specific public interest test is mentioned, as is the case for areas served by

¹³ See *Lifeline and Link Up Reform Order* at page 208, revised § 54.202(a).

¹⁴ See 47 U.S.C. 214(e)(2).

rural telephone companies.¹⁵ Thus, the Act provides that the Department “shall” designate YMAX as an ETC upon finding that the company meets the requirements of Section 54.101(a) and Section 54.202(a) of the FCC’s Rules (47 C.F.R. § 54.101(a) and 47 C.F.R. § 54.202(a)).

18. Grant of the Company’s Application will serve the public interest and the market as a whole by promoting additional deployment of its unique service offering to the unserved and underserved exchanges in the Designated Service Area and will allow the Company to participate in and offer Lifeline to qualifying consumers throughout these same exchanges. The Company’s presence will undeniably include a benefit of increased customer choice, as its service is unique, and serves a specific sector of the public who might well not otherwise be able to obtain wire line service from traditional providers.

19. The unique advantages and disadvantages of the Company’s service offering are as follows:

The services are offered to customers on a monthly basis. Services are provided without requiring a security deposit or gaining credit worthiness. Customers have the opportunity to choose products based on current needs and change products if necessary on a monthly basis without incurring large costly fees. The Company’s offering provides long distance calling which eliminates the billing of additional monthly fees. Services can be discontinued simply by nonpayment of the next month’s services without penalty or disconnection fees.

20. A central purpose of the Telecommunications Act of 1996 was to “promote competition and reduce regulation ... [thereby securing] lower prices and higher quality services ... and encourage the rapid deployment of new telecommunications technologies.”¹⁶

¹⁵ See *Id.*

¹⁶ The Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56, 56 (1996).

Designation of YMAX as an ETC would further these goals. Granting ETC status to YMAX would allow the Company to obtain federal universal service support, which it will use to offer innovative telecommunications services at competitive prices to consumers in the Designated Service Area.

21. YMAX will announce and advertise telecommunications services as an ETC where it provides service in its Designated Service Area in Massachusetts and will publicize the availability of Lifeline services in a manner reasonably designed to reach those likely to qualify for those services. Accordingly, more low-income Massachusetts residents will be made aware of the opportunities afforded to them under the Lifeline program and will be able to take advantage of those opportunities by subscribing to the Company's service.

22. Since YMAX's service is of particular interest to credit-challenged customers—many of whom are low income—who generally cannot obtain service from the incumbent carrier, the granting of ETC status is clearly in the public interest; access to Lifeline can be critically important to a significant portion of the eligible low income consumers. To Applicant's knowledge, Lifeline services are not being sufficiently advertised and made available to eligible low income consumers in the Designated Service Area. Statistics suggest that there are many eligible customers who are not yet aware of the programs. According to the best data available to Applicant, as of December 31, 2010, only between 20-50% of consumers eligible for Lifeline Services in the Commonwealth of Massachusetts were being provided such services.¹⁷ When additional carriers enter the market with programs designed specifically for

¹⁷ See attached Exhibit 3, 2010 Lifeline Participation Rates by State, which was obtained from the Universal Service Administrative Company ("USAC"), an independent not-for-profit corporation designated as the administrator of the federal Universal Service Fund by the FCC.

such customers, it increases the likelihood that eligible customers will become generally aware of these valuable options for telecommunications service.

23. Applicant hereby asserts its willingness and ability to comply with all the rules and regulations that the Department may lawfully impose upon Applicant's provision of service contemplated by this Application. Upon Department request, Applicant is prepared to answer questions or present additional testimony or other evidence about its services within the state.

VI. Relief Requested

For the foregoing reasons, YMAX respectfully requests that the Department grant its Application and Designate the Company as an Eligible Telecommunications Carrier for the Designated Service Area.

Respectfully submitted,

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Facsimile: 770-232-9208
E-Mail: lsteinhart@telecomcounsel.com

Attorneys for YMax Communications Corp.

List of Exhibits

- | | |
|------------------|---|
| Exhibit 1 | Certification |
| Exhibit 2 | Wire Centers |
| Exhibit 3 | 2010 Lifeline Participation Rates by State |

EXHIBIT 1


Certification

State of Florida)
)
County of Palm Beach)

Certification

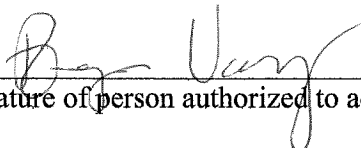
Personally appeared before the undersigned, an officer duly authorized to administer oaths, Peter Russo, who first being duly sworn, deposes and states that he is the Chief Financial Officer of YMax Communications Corp., Applicant in this application, and has read the same and knows the contents thereof, and confirms that the statements made herein are true to the best of his knowledge and belief.

Dated: Nov 27, 2012



Peter Russo, Chief Financial Officer

Subscribed and sworn to before me this 27 day of Nov. 2012.

(Notary Seal) 

(Signature of person authorized to administer oath)

My Commission Expires: 9-14-2015


 BENJAMIN VANDERPLOEG
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE130289
Expires 9/14/2015

EXHIBIT 2

Wire Centers

STATE	STUDY AREA CODE	ILEC	WIRE CENTER CLLI	WIRE CENTER NAME
MA	115112	VERIZON	ACSHMAPL	ACUSHNET
MA	115112	VERIZON	ACTNMAMA	ACTON
MA	115112	VERIZON	ADMSMAMA	ADAMS
MA	115112	VERIZON	AGWMMARO	AGAWAM
MA	115112	VERIZON	AMHRMAFE	AMHERST-FEARING
MA	115112	VERIZON	AMHRMASP	AMHERST-PROSPECT
MA	115112	VERIZON	AMSBMAPL	AMESBURY
MA	115112	VERIZON	ANDVMAEL	ANDOVER
MA	115112	VERIZON	ARTNMAPL	ARLINGTON
MA	115112	VERIZON	ASFDMAMA	ASHFIELD
MA	115112	VERIZON	ASHBMASO	ASHBY
MA	115112	VERIZON	ASHMMAPL	ASHBURNHAM
MA	115112	VERIZON	ASLDMAMA	ASHLAND
MA	115112	VERIZON	ASNTMAMA	ASSONET
MA	115112	VERIZON	ATHOMARI	ATHOL
MA	115112	VERIZON	ATLBMABA	ATTLEBORO
MA	115112	VERIZON	AUBNMALG	AUBURN
MA	115112	VERIZON	AYERMAPL	AYER
MA	115112	VERIZON	BARRMAJA	BARRE
MA	115112	VERIZON	BCKTMAWA	BECKET
MA	115112	VERIZON	BDFRMAPA	BEDFORD
MA	115112	VERIZON	BITNMAWI	BRIGHTON
MA	115112	VERIZON	BKLIMAMA	BROOKLINE
MA	115112	VERIZON	BLMTMALE	BELMONT
MA	115112	VERIZON	BLNDMAGL	BLANDFORD
MA	115112	VERIZON	BLRCMAAN	BILLERICA

MA	115112	VERIZON	BLTWMAJA	BELCHERTOWN
MA	115112	VERIZON	BMFDMAWA	BRIMFIELD
MA	115112	VERIZON	BOTNMAMA	BOLTON
MA	115112	VERIZON	BRLNMAHI	BERLIN
MA	115112	VERIZON	BRNRMACH	BERNARDSTON
MA	115112	VERIZON	BRNSMAMA	BARNSTABLE
MA	115112	VERIZON	BRNTMAWA	BRAINTREE
MA	115112	VERIZON	BRPKMAWI	BRECKWOOD PARK
MA	115112	VERIZON	BRTNMACR	BROCKTON
MA	115112	VERIZON	BRWRMACH	BRIDGEWATER
MA	115112	VERIZON	BRWSMAYA	BREWSTER
MA	115112	VERIZON	BRYVMAUN	BRYANTVILLE
MA	115112	VERIZON	BSRVMAST	BASS RIVER
MA	115112	VERIZON	BSTNMABE	BOSTON-BACK BAY
MA	115112	VERIZON	BSTNMABO	BOSTON-BOWDOIN
MA	115112	VERIZON	BSTNMAFR	BOSTON-FRANKLIN ST.
MA	115112	VERIZON	BSTNMAHA	BOSTON-HARRISON ST.
MA	115112	VERIZON	BURLMABE	BURLINGTON
MA	115112	VERIZON	BVRLMAEL	BEVERLY
MA	115112	VERIZON	BYTNMAMA	BOYLSTON
MA	115112	VERIZON	BZBYMAPE	BUZZARDS BAY
MA	115112	VERIZON	CATNMANM	CHARLTON
MA	115112	VERIZON	CHCPMARI	CHICOPEE 2
MA	115112	VERIZON	CHCPMAWE	CHICOPEE 3
MA	115112	VERIZON	CHESMAMU	CHESTER
MA	115112	VERIZON	CHFDMASB	CHESTERFIELD
MA	115112	VERIZON	CHFRMANO	CHELMSFORD

MA	115112	VERIZON	CHHMAOH	CHATHAM
MA	115112	VERIZON	CHLMMAST	CHILMARK
MA	115112	VERIZON	CHLSMACH	CHELSEA
MA	115112	VERIZON	CHMTMASO	CHARLEMONT
MA	115112	VERIZON	CLRNMAYA	COLRAIN
MA	115112	VERIZON	CLTNMACH	CLINTON
MA	115112	VERIZON	CMBRMA01	CAMBRIDGE-BENT ST.
MA	115112	VERIZON	CMBRMAWA	CAMBRIDGE-WARE ST.
MA	115112	VERIZON	CMTNMAMA	CUMMINGTON
MA	115112	VERIZON	CNCRMAWA	CONCORD
MA	115112	VERIZON	CNTNMAWA	CANTON
MA	115112	VERIZON	CNWMASH	CONWAY
MA	115112	VERIZON	CRVRMAMA	CARVER
MA	115112	VERIZON	CTMTMADE	CATAUMET
MA	115112	VERIZON	DDHMAWA	DEDHAM
MA	115112	VERIZON	DGTNMAEL	DIGHTON
MA	115112	VERIZON	DLTNMACA	DALTON
MA	115112	VERIZON	DNNSMAYA	DENNIS
MA	115112	VERIZON	DNVSMABI	DANVERS
MA	115112	VERIZON	DRCHMAAD	DORCHESTER
MA	115112	VERIZON	DRCTMAMM	DRACUT
MA	115112	VERIZON	DXBRMACH	DUXBURY
MA	115112	VERIZON	EBSTMASA	E. BOSTON
MA	115112	VERIZON	EBWRMABE	E. BRIDGEWATER
MA	115112	VERIZON	EDGLMAMA	E. DOUGLAS
MA	115112	VERIZON	EDGRMAPP	EDGARTOWN
MA	115112	VERIZON	EHMPMARA	EASTHAMPTON

MA	115112	VERIZON	ELNMMAPL	E. LONGMEADOW
MA	115112	VERIZON	EPRVRINB	SEEKONK (LOC)
MA	115112	VERIZON	ESSXMASP	ESSEX
MA	115112	VERIZON	ESTNMANM	EASTON
MA	115112	VERIZON	FKLNMAMC	FRANKLIN
MA	115112	VERIZON	FLMOMAMG	FALMOUTH
MA	115112	VERIZON	FLRVMANM	FALL RIVER
MA	115112	VERIZON	FRMNMAUN	FRAMINGHAM
MA	115112	VERIZON	FTBGMAMA	FITCHBURG
MA	115112	VERIZON	FXBOMACO	FOXBORO
MA	115112	VERIZON	GFTNMAWO	GRAFTON
MA	115112	VERIZON	GLCSMAEL	GLOUCESTER
MA	115112	VERIZON	GLVLMARI	GILBERTVILLE
MA	115112	VERIZON	GNDLMASU	GREENDALE
MA	115112	VERIZON	GNFDMACH	GREENFIELD
MA	115112	VERIZON	GRBRMALL	GREAT BARRINGTON
MA	115112	VERIZON	GRNRMAWE	GARDNER
MA	115112	VERIZON	GRTNMAHO	GROTON
MA	115112	VERIZON	GRTWMAWI	GEORGETOWN
MA	115112	VERIZON	GRVIMAWG	GRANVILLE
MA	115112	VERIZON	HBTNMAMA	HUBBARDSTON
MA	115112	VERIZON	HDSNMAFR	HUDSON
MA	115112	VERIZON	HLDNMAHO	HOLDEN
MA	115112	VERIZON	HLSTMACH	HOLLISTON
MA	115112	VERIZON	HLYKMAMA	HOLYOKE
MA	115112	VERIZON	HMPDMAMA	HAMPDEN
MA	115112	VERIZON	HMTNMAWI	HAMILTON

MA	115112	VERIZON	HNDLMASO	HINSDALE
MA	115112	VERIZON	HNHMMAGR	HINGHAM
MA	115112	VERIZON	HNTNMAMA	HUNTINGTON
MA	115112	VERIZON	HNVRMACO	HANOVER
MA	115112	VERIZON	HPTNMAHR	HOPKINTON
MA	115112	VERIZON	HRVRMALI	HARVARD
MA	115112	VERIZON	HRWCMAMA	HARWICH
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MA	115112	VERIZON	HTFDMACH	HATFIELD
MA	115112	VERIZON	HVHLMAWI	HAVERHILL
MA	115112	VERIZON	HYSMAOC	HYANNIS
MA	115112	VERIZON	HYPKMAHA	HYDE PARK
MA	115112	VERIZON	INORMARL	INDIAN ORCHARD
MA	115112	VERIZON	IPSWMACO	IPSWICH
MA	115112	VERIZON	KGTNMASL	KINGSTON
MA	115112	VERIZON	LCSRMAGR	LEICESTER
MA	115112	VERIZON	LDLWMAWI	LUDLOW
MA	115112	VERIZON	LEE_MAH	LEE
MA	115112	VERIZON	LENXMAWA	LENOX
MA	115112	VERIZON	LGMDMALO	LONGMEADOW
MA	115112	VERIZON	LMNSMALL	LEOMINSTER
MA	115112	VERIZON	LNBGMALL	LUNENBURG
MA	115112	VERIZON	LTTNMAKI	LITTLETON
MA	115112	VERIZON	LWLLMAAP	LOWELL
MA	115112	VERIZON	LWRNMACA	LAWRENCE
MA	115112	VERIZON	LXTNMAWA	LEXINGTON
MA	115112	VERIZON	LYFDMACA	LYNNFIELD

MA	115112	VERIZON	LYNNMACH	LYNN
MA	115112	VERIZON	MARNMAMI	MARION
MA	115112	VERIZON	MDLBMAJA	MIDDLEBORO
MA	115112	VERIZON	MEFDMAPL	MEDFIELD
MA	115112	VERIZON	MEWYMAVI	MEDWAY
MA	115112	VERIZON	MLBRMAGR	MILLBURY
MA	115112	VERIZON	MLDNMAEL	MALDEN
MA	115112	VERIZON	MLFLMACR	MILLERS FALLS
MA	115112	VERIZON	MLFRMAWA	MILFORD
MA	115112	VERIZON	MLISMAMA	MILLIS
MA	115112	VERIZON	MLTNMAAD	MILTON
MA	115112	VERIZON	MNCHMASU	MANCHESTER
MA	115112	VERIZON	MNFDMABR	MANSFIELD
MA	115112	VERIZON	MNMTMAMA	MANOMET
MA	115112	VERIZON	MNSNMAMA	MONSON
MA	115112	VERIZON	MRBLMAPL	MARBLEHEAD
MA	115112	VERIZON	MRBOMAMA	MARLBORO
MA	115112	VERIZON	MRFDMAMA	MARSHFIELD
MA	115112	VERIZON	MRMCMACE	MERRIMAC
MA	115112	VERIZON	MSHPMAGN	MASHPEE
MA	115112	VERIZON	MTAGMACE	MONTAGUE
MA	115112	VERIZON	MTPSMAMH	MATTAPOISETT
MA	115112	VERIZON	MYNRMAWA	MAYNARD
MA	115112	VERIZON	NADMASU	N. ADAMS
MA	115112	VERIZON	NATLMAOE	N. ATTLEBORO
MA	115112	VERIZON	NATNMAMA	NORTHAMPTON
MA	115112	VERIZON	NBFDMASM	N. BROOKFIELD

MA	115112	VERIZON	NBFRMAAE	NEW BEDFORD
MA	115112	VERIZON	NBPTMAGR	NEWBURYPORT
MA	115112	VERIZON	NCHLMAGR	N. CHELMSFORD
MA	115112	VERIZON	NCKTMAUN	NANTUCKET
MA	115112	VERIZON	NDHMMAPI	NEEDHAM
MA	115112	VERIZON	NFRMMAED	N. FRAMINGHAM
MA	115112	VERIZON	NRBOMALL	NORTHBORO
MA	115112	VERIZON	NRDGMACE	N. READING
MA	115112	VERIZON	NRFDMAMA	NORTHFIELD
MA	115112	VERIZON	NRTNMATA	NORTON
MA	115112	VERIZON	NRWDMAVE	NORWOOD
MA	115112	VERIZON	NRWLMAMA	NORWELL
MA	115112	VERIZON	NTCKMAEC	NATICK
MA	115112	VERIZON	NWTNMAWA	NEWTON
MA	115112	VERIZON	OKHMMARU	OAKHAM
MA	115112	VERIZON	ORLNMAYA	ORLEANS
MA	115112	VERIZON	ORNGMASM	ORANGE
MA	115112	VERIZON	OSVLMAWB	OSTERVILLE
MA	115112	VERIZON	OTISMAEO	OTIS
MA	115112	VERIZON	OXFRMAWH	OXFORD
MA	115112	VERIZON	PBDYMACE	PEABODY
MA	115112	VERIZON	PLMOMACO	PLYMOUTH
MA	115112	VERIZON	PLMRMAPL	PALMER
MA	115112	VERIZON	PPRLMAHI	PEPPERELL
MA	115112	VERIZON	PRTNMABO	PRINCETON
MA	115112	VERIZON	PRVNMAWI	PROVINCETOWN
MA	115112	VERIZON	PTFDMAFE	PITTSFIELD

MA	115112	VERIZON	PTRSMAEA	PETERSHAM
MA	115112	VERIZON	PWTCRIHI	SOUTHGATE (LOC)
MA	115112	VERIZON	QNCYMAHA	QUINCY
MA	115112	VERIZON	RCPTMAMA	ROCKPORT
MA	115112	VERIZON	RDBOVTTU	MONROE BRIDGE (LOC)
MA	115112	VERIZON	RDNGMALI	READING
MA	115112	VERIZON	REVRMABE	REVERE
MA	115112	VERIZON	RHBTMABA	REHOBOTH
MA	115112	VERIZON	RKLDMAWE	ROCKLAND
MA	115112	VERIZON	RNDHMAME	RANDOLPH
MA	115112	VERIZON	ROCHMANO	ROCHESTER
MA	115112	VERIZON	RSSLMAMA	RUSSELL
MA	115112	VERIZON	RTLDMAMA	RUTLAND
MA	115112	VERIZON	RWLYMAHA	ROWLEY
MA	115112	VERIZON	RXBRMAWA	ROXBURY
MA	115112	VERIZON	SAGSMACE	SAUGUS
MA	115112	VERIZON	SALMMANO	SALEM
MA	115112	VERIZON	SBDGMAMA	SOUTHBRIDGE
MA	115112	VERIZON	SBTNMAEF	S. BOSTON
MA	115112	VERIZON	SCNSMABH	SIALLTEL ONSET
MA	115112	VERIZON	SCTTMAFP	SCITUATE
MA	115112	VERIZON	SDBRMABP	SUDBURY
MA	115112	VERIZON	SDFDMACO	S. DEERFIELD
MA	115112	VERIZON	SGMRMAYA	SAGAMORE
MA	115112	VERIZON	SGTNMAWA	STOUGHTON
MA	115112	VERIZON	SHFDMAMA	SHEFFIELD
MA	115112	VERIZON	SHRNMAHI	SHARON

MA	115112	VERIZON	SHRWMAGR	SHREWSBURY
MA	115112	VERIZON	SHRYMACH	SHIRLEY
MA	115112	VERIZON	SLFLMACR	SHELBURNE FALLS
MA	115112	VERIZON	SND SMAOT	SANDSFIELD
MA	115112	VERIZON	SOVLMACE	SOMERVILLE
MA	115112	VERIZON	SPFDMAWO	SPRINGFIELD
MA	115112	VERIZON	SPNCMAME	SPENCER
MA	115112	VERIZON	STBGMAMA	STURBRIDGE
MA	115112	VERIZON	STBRMAPI	STOCKBRIDGE
MA	115112	VERIZON	STNGMABR	STERLING
MA	115112	VERIZON	SWCKMACO	SOUTHWICK
MA	115112	VERIZON	TMTNMAME	TEMPLETON
MA	115112	VERIZON	TNTNMAPL	TAUNTON
MA	115112	VERIZON	TPFDMACE	TOPSFIELD
MA	115112	VERIZON	TRFLMAAA	TURNERS FALLS
MA	115112	VERIZON	TWBYMARO	TEWKSBURY
MA	115112	VERIZON	TWN SMARA	TOWNSEND
MA	115112	VERIZON	TYNGMAKE	TYNGSBORO
MA	115112	VERIZON	UPTNMAPI	UPTON
MA	115112	VERIZON	UXBRMACO	UXBRIDGE
MA	115112	VERIZON	VYHVMAED	VINEYARD HAVEN
MA	115112	VERIZON	WAHMMMAHI	WAREHAM
MA	115112	VERIZON	WAREMABA	WARE
MA	115112	VERIZON	WBSTMANE	WEBSTER
MA	115112	VERIZON	WBTNMAPR	W. BOYLSTON
MA	115112	VERIZON	WHMNMAWA	WHITMAN
MA	115112	VERIZON	WHVLMAPA	WHITINSVILLE

MA	115112	VERIZON	WKFDMAE	WAKEFIELD
MA	115112	VERIZON	WLBGMAMA	WILLIAMSBURG
MA	115112	VERIZON	WLBRMAMA	WILBRAHAM
MA	115112	VERIZON	WLHMMASP	WALTHAM-SPRING ST.
MA	115112	VERIZON	WLHMMAWA	WALTHAM-WEST ST.
MA	115112	VERIZON	WLLFMAMA	WELLFLEET
MA	115112	VERIZON	WLMGMAMA	WILMINGTON
MA	115112	VERIZON	WLPLMASS	WALPOLE
MA	115112	VERIZON	WLSLMALA	WELLESLEY
MA	115112	VERIZON	WLTWMAWA	WILLIAMSTOWN
MA	115112	VERIZON	WMNSMAEL	WESTMINISTER
MA	115112	VERIZON	WNCHMAMA	WINCHESTER
MA	115112	VERIZON	WNDNMAGR	WINCHENDON
MA	115112	VERIZON	WNSCRICI	BLACKSTONE (LOC)
MA	115112	VERIZON	WNTHMAMA	WINTHROP
MA	115112	VERIZON	WNWBMAMA	W. NEWBURY
MA	115112	VERIZON	WOTNMAWI	WORTHINGTON
MA	115112	VERIZON	WPBDMAPI	W. PEABODY
MA	115112	VERIZON	WRCSMACE	WORCESTER
MA	115112	VERIZON	WRHMMASO	WRENTHAM
MA	115112	VERIZON	WRRNMAQU	WARREN
MA	115112	VERIZON	WRRNRIEV	N. SWANSEA (LOC)
MA	115112	VERIZON	WRXBMABE	W. ROXBURY
MA	115112	VERIZON	WSBGMALE	W. STOCKBRIDGE
MA	115112	VERIZON	WSBOMASU	WESTBORO
MA	115112	VERIZON	WSFDMAWA	WESTFIELD
MA	115112	VERIZON	WSFRMADE	WESTFORD

MA	115112	VERIZON	WSPTMADR	WESTPORT
MA	115112	VERIZON	WTTWMAWC	WATERTOWN
MA	115112	VERIZON	WYLDMABP	WAYLAND
MA	115112	VERIZON	WYMOMAMI	WEYMOUTH

EXHIBIT 3

2010 Lifeline Participation Rates by State

