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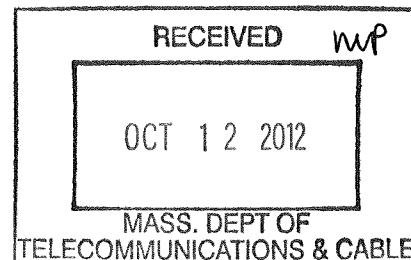
Email: lsteinhart@telecomcounsel.com

October 11, 2012

VIA OVERNIGHT DELIVERY

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

Re: i-wireless, LLC
D.T.C 12-5



Dear Ms. Williams:

Enclosed please find an original and one (1) copy of i-wireless, LLC's responses to Record Requests issued at the September 20, 2012 hearing, along with a revised Motion for Non-Disclosure of Confidential Information.

ENCLOSED PLEASE FIND ONE COPY OF THE COMPANY'S RESPONSES TO RECORD REQUESTS 1, 3, AND 7 THROUGH 11 IN A SEPARATE SEALED ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY." RESPONSES TO RECORD REQUESTS 1, 3, AND 7 THROUGH 11 CONTAIN PROPRIETARY INFORMATION AND APPLICANT HEREBY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED INFORMATION. PUBLIC DISCLOSURE OF THE INFORMATION COULD PLACE APPLICANT AT A COMPETITIVE DISADVANTAGE. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

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
Attorney for i-wireless, LLC

Enclosures

cc: Nicki Wollenhaupt
D.T.C. 12-5 Service List

BEFORE THE
MASSACHUSETTS DEPARTMENT OF TELECOMMUNICATIONS AND CABLE

Petition of i-wireless, LLC for Designation) D.T.C. 12-5
as an Eligible Telecommunications Carrier)

MOTION FOR NON-DISCLOSURE OF CONFIDENTIAL INFORMATION

i-wireless, LLC hereafter ("i-wireless") hereby moves the Department of Telecommunications and Cable ("the Department") to grant its Motion for Non-disclosure of Confidential Information ("Motion") precluding public disclosure of certain proprietary, competitively sensitive confidential information contained in i-wireless' Responses to the First Set of Information Requests of the Department of Telecommunications and Cable ("IR Responses") and concurrently filed Record Request responses ("RR Responses"). i-wireless requests the Department grant its Motion for those reasons provided below, and in accordance with Massachusetts G.L. ch. 25C § 5:

1. The information that i-wireless seeks to protect is the information submitted in Exhibit 2 and D.T.C. 1-6 of the IR Responses and the information submitted in RR Responses 1, 3, and 7 through 11 (collectively the "Protected Information"). The Protected Information consists of a description of the company's customer count, financial information (including credit facilities and projections), vendor contract, strategic Advertising Plan, and cost of providing service. The Protected Information was marked with the words "CONFIDENTIAL AND PROPRIETARY" and enclosed in a separate sealed envelope marked with the words "CONFIDENTIAL AND PROPRIETARY".

2. i-wireless respectfully requests that the Protected Information (and any reproduction or copying of any part thereof) be restricted to counsel, and other agents or employees, who have been specifically assigned to this proceeding by the Department; that the Protected Information be used solely in connection with this proceeding; that the Protected Information used in depositions,

prepared testimony or other similar uses will be redacted and submitted under seal; that all Protected Information should be marked "CONFIDENTIAL AND PROPRIETARY" prior to delivery; that neither the filing of the Protected Information in this proceeding, nor the furnishing of the Protected Information for review by Department ("Staff") shall be considered a waiver of any right to object upon any ground to the use of introduction into evidence during any proceeding of any Protected Information; and that not later than thirty (30) days following the conclusion of this proceeding by issuance of a final, non-appealable order of this Department, all Protected Information designed as "CONFIDENTIAL AND PROPRIETARY" including all copies in whole or in part thereof, should be returned to i-wireless.

3. As grounds for this Motion, i-wireless states:

- (a) The Protected Information constitutes or contains proprietary information, confidential business information, or trade secrets.
- (b) The Protected Information is not publicly available and the release of such information would be competitively disadvantageous to i-wireless.
- (c) The Protected Information is only available to a limited number of i-wireless personnel, and i-wireless employs its best efforts to maintain the secrecy and security of the information. The Protected Information is housed behind a Company firewall on encrypted servers and is only accessible with the appropriate security clearance.
- (d) The Protected Information is not generally available outside the company, other than by order or request of a judicial or regulatory body or in the course of the discovery process in a hearing or trial, but then only to the extent that the discovery of the information is subject to a non-disclosure agreement or protective order, and then submitted only under seal and expressly marked as confidential.
- (e) The Protected Information contains commercial information that derives actual and potential independent economic value from not being known to, and not being

ascertainable by proper means by, persons who can obtain economic value from its disclosure and use.

(f) No public interest would be served by the disclosure of the Protected Information.

(g) Release of the Protected Information could have serious and injurious consequences as it would uniquely situate any competing carrier to focus its marketing, business or network construction plans to target its competitor's customer base. Competitive harm could also occur insofar as carriers might concentrate their services in insular patterns, whether geographic, technological, commercial or otherwise. Such actions would result in a degradation of service outside the areas of concentration, delay in further or future deployment, duplication of service offerings, and reduce pressure for price competition. These results are clearly undesirable, but entirely likely to occur as a result of any release confidential data provided to the Department by i-wireless.

i. Customer Count: The identity and number of Company customers goes to the very heart of its present market share and corresponding growth/customer development strategy. Such information could be utilized to assess market weaknesses and predicted areas of expansion. Hence, this information could be instrumental to a competitor who seeks to anticipate i-wireless' business and growth strategy. i-wireless is not privy to such information of its competitors and if it is forced to disclosed such information it will be a competitive disadvantage in the market place. Consequently, i-wireless submits that information concerning its customer count should be treated as confidential.

ii. Financial Information: i-wireless is a privately-owned company and its financial status, statements and projections are not readily ascertainable. Disclosure of i-wireless' Financial Information is limited to i-wireless' senior officers, counsel and employees of the company who are directly involved with i-wireless' financial operations. Furthermore, when

required to submit Financial Information to public authorities, all such information is clearly stamped “confidential” and is accompanied by formal requests to maintain the confidentiality of the information and to withhold it from public disclosure. i-wireless’ financial statements contain a compilation of information related to costs, revenue, financing, and business structure, and disclosure of such information would provide competitors with an unfair look at i-wireless’ business model and financial fitness and would undermine the company’s ability to remain competitive. i-wireless is not privy to such information of its competitors and if it is forced to disclose such information it will be a competitive disadvantage in the market place. Based on the foregoing, i-wireless submits that its Financial Information should be deemed confidential.

iii. Vendor Contract: i-wireless is party to various contracts with 3rd parties which, by their terms are confidential and which the company is prohibited from disclosing to others. These contractual arrangements are confidential so that the counter-parties retain the ability to negotiate on their own accord with other service providers. Disclosing such information would undermine such counter-parties’, and the company’s, ability to engage in arms’ length, competitive negotiations with others in the industry. Hence, in order to honor such contractual obligations, i-wireless submits that information concerning its 3rd party contracts should be treated as confidential.

iv. Advertising Plan: i-wireless’ advertising plan is central to the implementation of its business strategy. Part and parcel of such plan is to distinguish i-wireless from its competitors. The confidential nature of the company’s advertising plan is integral to i-wireless’ strategy to grow market share by attracting customers. If its proprietary marketing and advertising strategy is disclosed, i-wireless would certainly lose its competitive advantage and its business competitors would gain an unfair and undue advantage. Above all, such disclosure would work to preclude healthy competition in the market place which would negate the benefits to consumers of having competing businesses in the market place. i-wireless is not privy to its

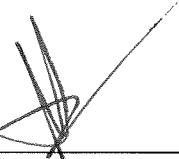
competitors advertising strategy and it should not be in the inequitable position of being compelled to disclose its strategy to them. Based on the foregoing, i-wireless submits that its Advertising Plan should be deemed confidential.

v. Cost of Providing Service: i-wireless' cost of providing service is a direct function of the financial management of its business and its cost structure. The company's cost structure is, in turn, a function of many factors including, the rates paid to third party providers for service, capital expenditures, rental costs, and other factors. All of this information is absolutely central to i-wireless maintaining its competitive advantage in the market place. Disclosure of service costs, even as an aggregate figure, would provide competitors with an unfair look at i-wireless' business model and it would undermine the company's ability to stay competitive. It goes without saying that i-wireless does not enjoy the benefit of being able to see its competitors' cost structure and it would therefore be wholly unfair for i-wireless to be forced to disclose such information to those competitors. As a result, i-wireless requests that information concerning the Cost of Providing Service should be deemed confidential.

WHEREFORE, i-wireless, LLC requests that the Department enter an order granting i-wireless' motion for confidential treatment to protect the identified submitted information, requiring Staff to treat the Protected Information in the manner described herein, and issue a Protective Order to ensure the confidentiality and facilitate the submission of confidential information in response to such further information and data requests as may be made by the Department in the instant docket.

Respectfully submitted,

i-wireless, LLC



By: _____

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(770) 232-9200

Dated: October 11, 2012

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

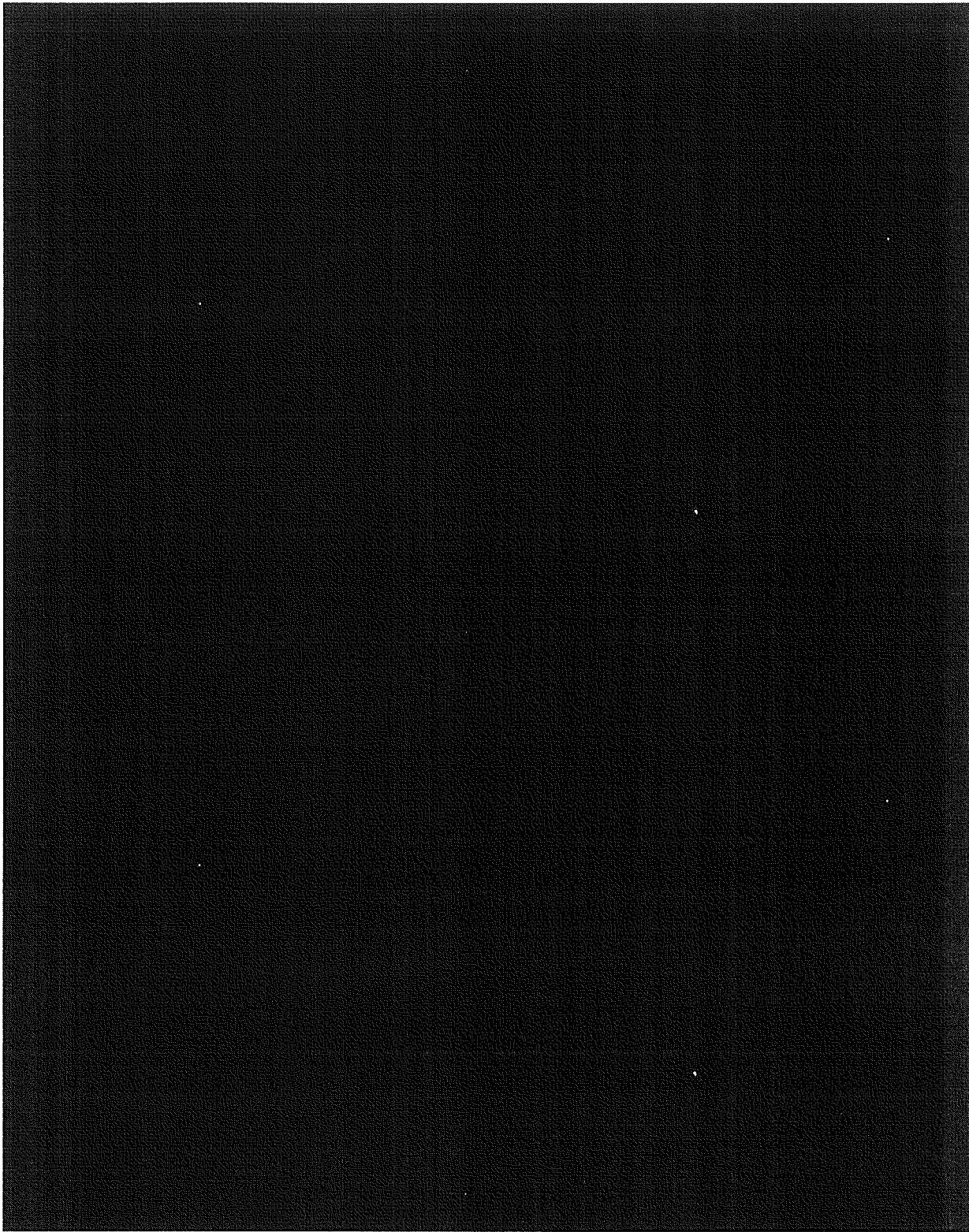
Record Request #1

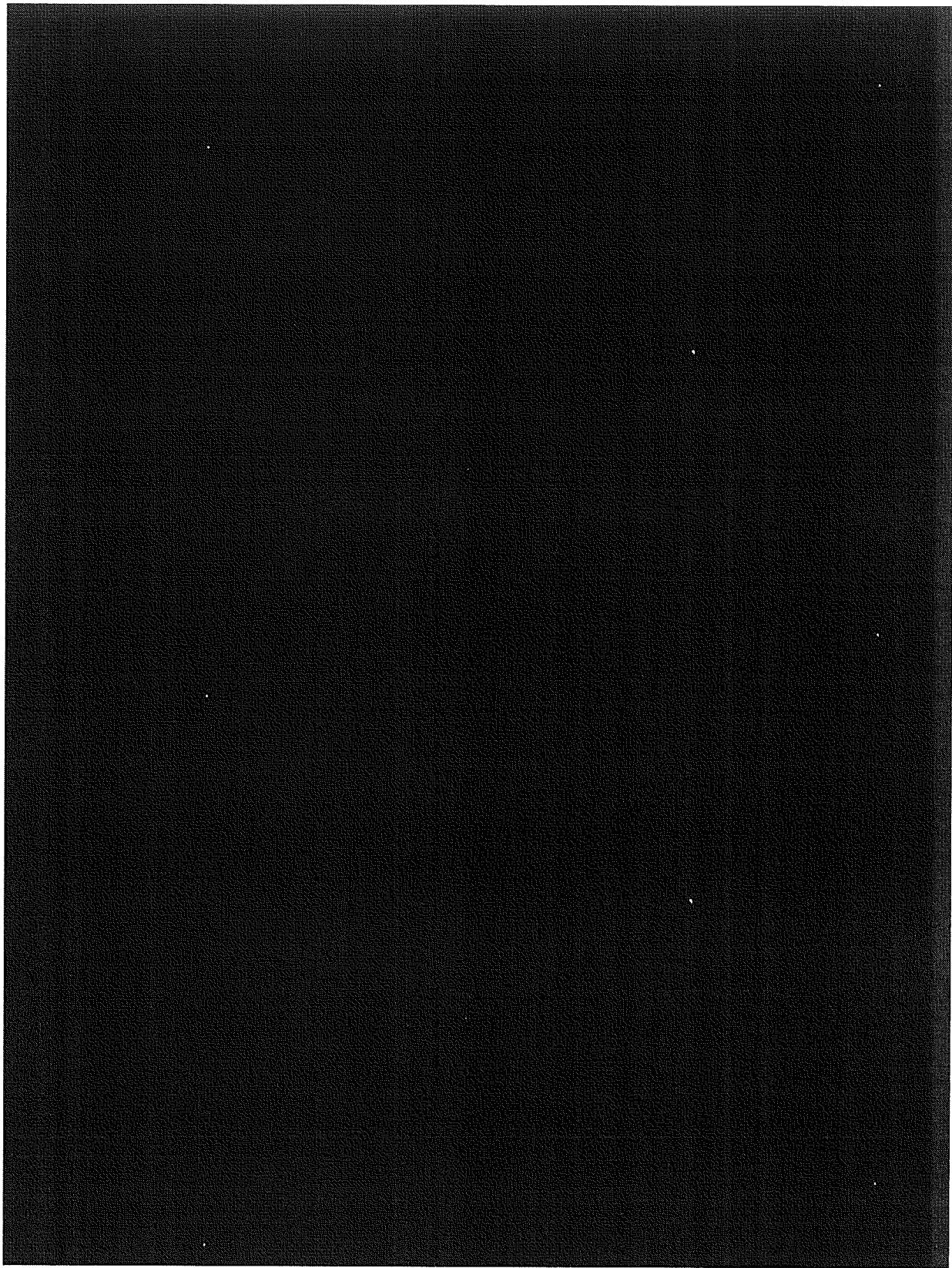
Copy of i-wireless' contract with CGM and any other written materials which describe the CGM policies and procedures.

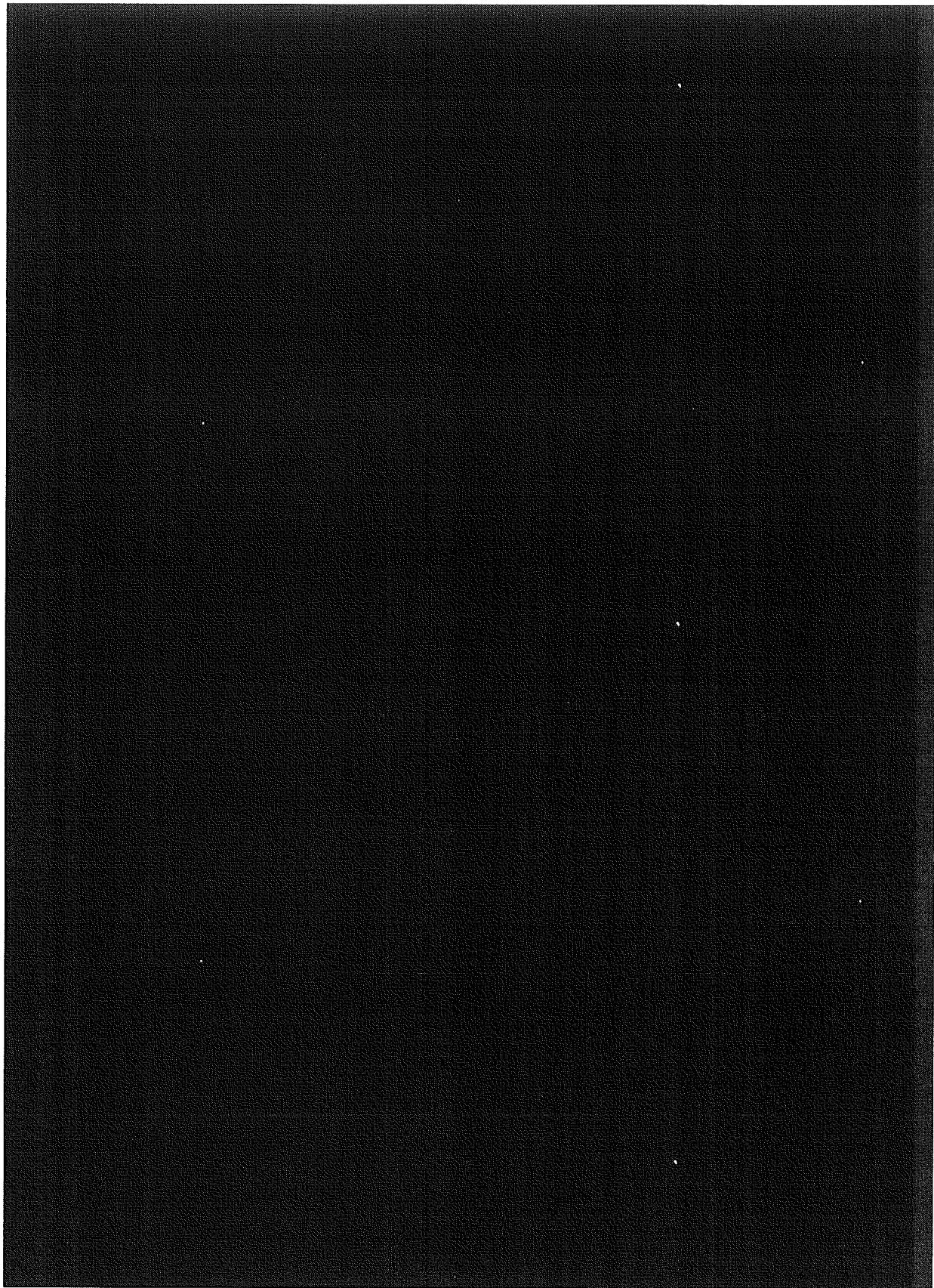
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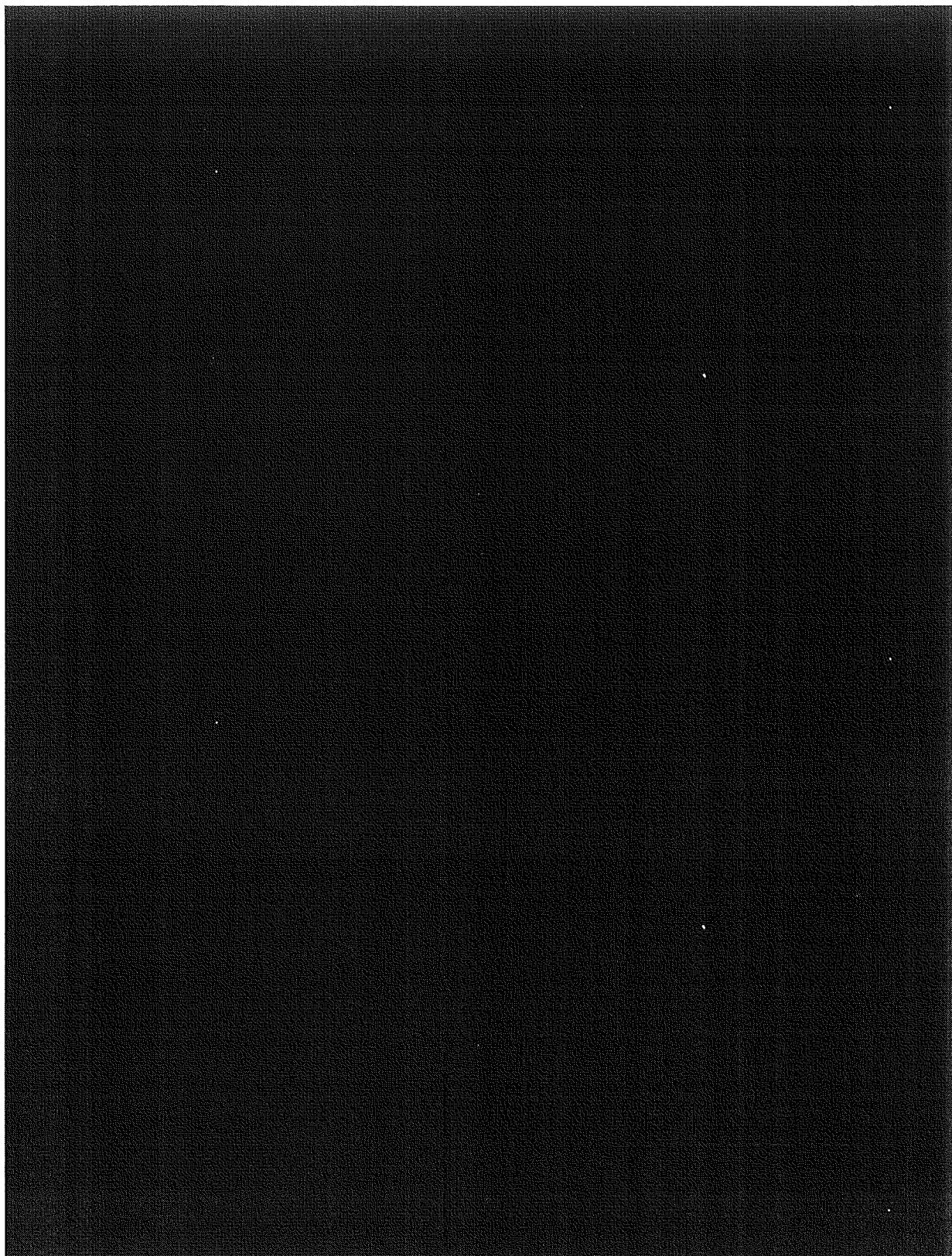
See attached contract, which is CONFIDENTIAL AND PROPRIETARY

CGM, LLC - SERVICE BUREAU AGREEMENT (WIN)









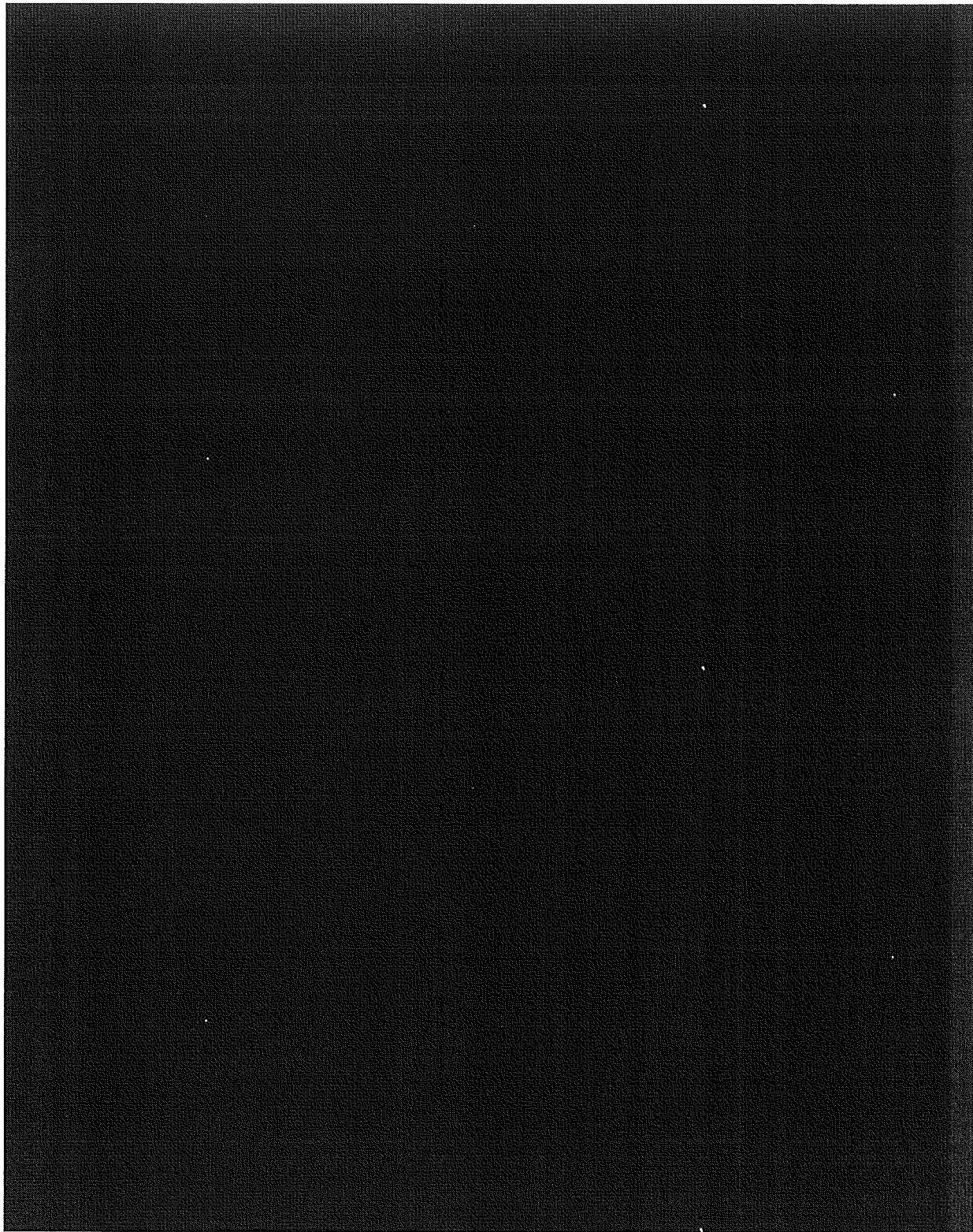
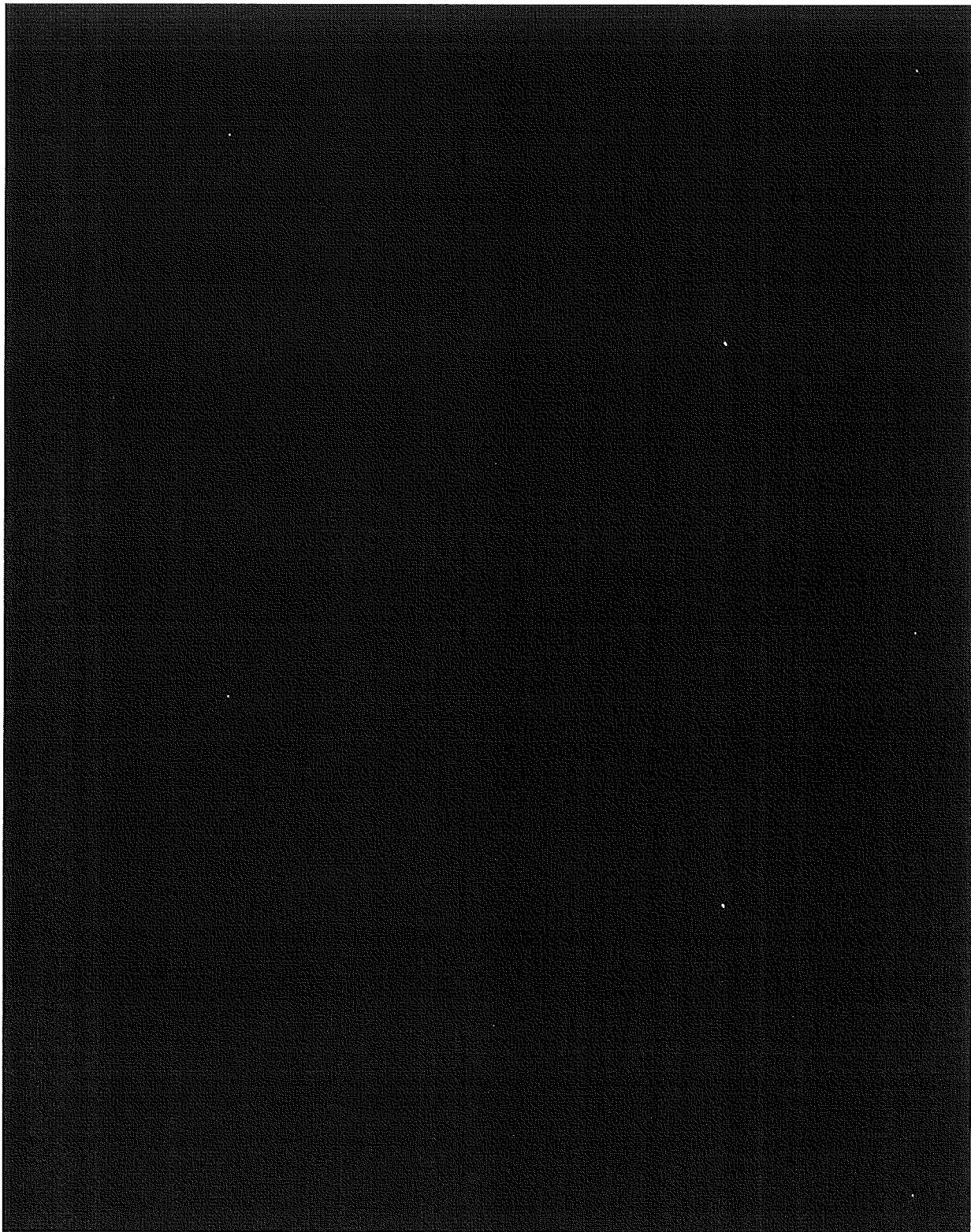
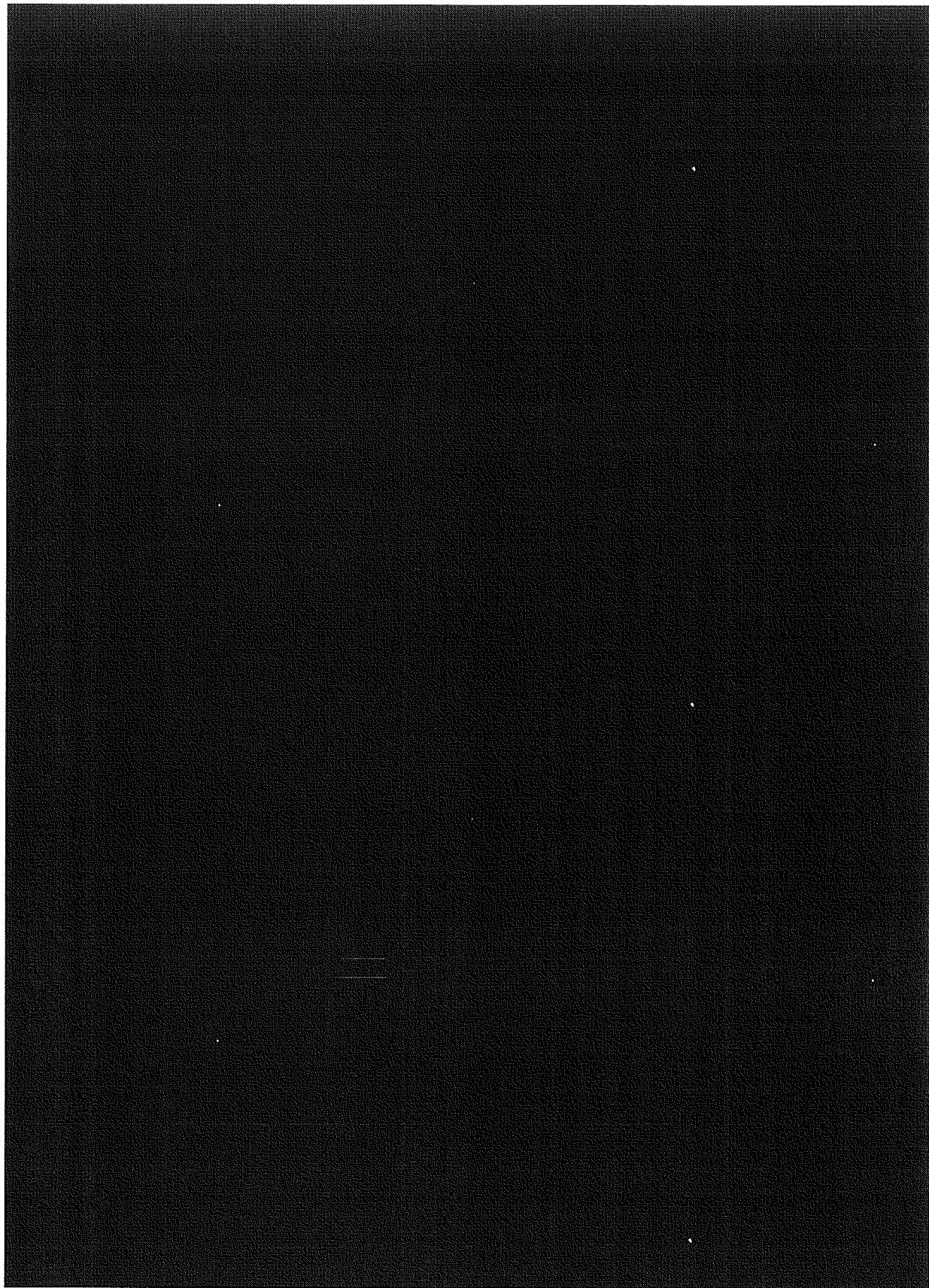


Exhibit A
CGM, LLC Service Bureau Agreement





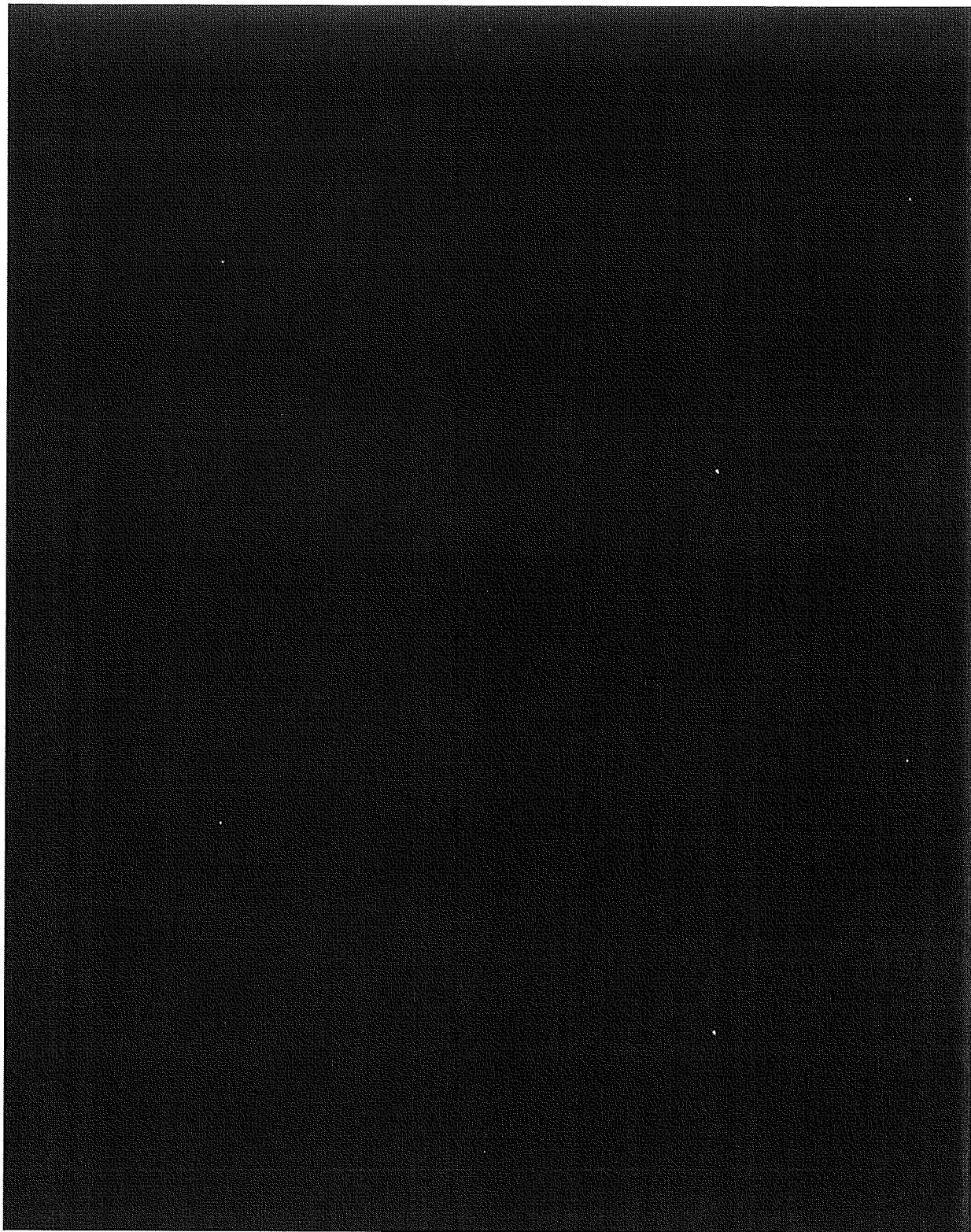
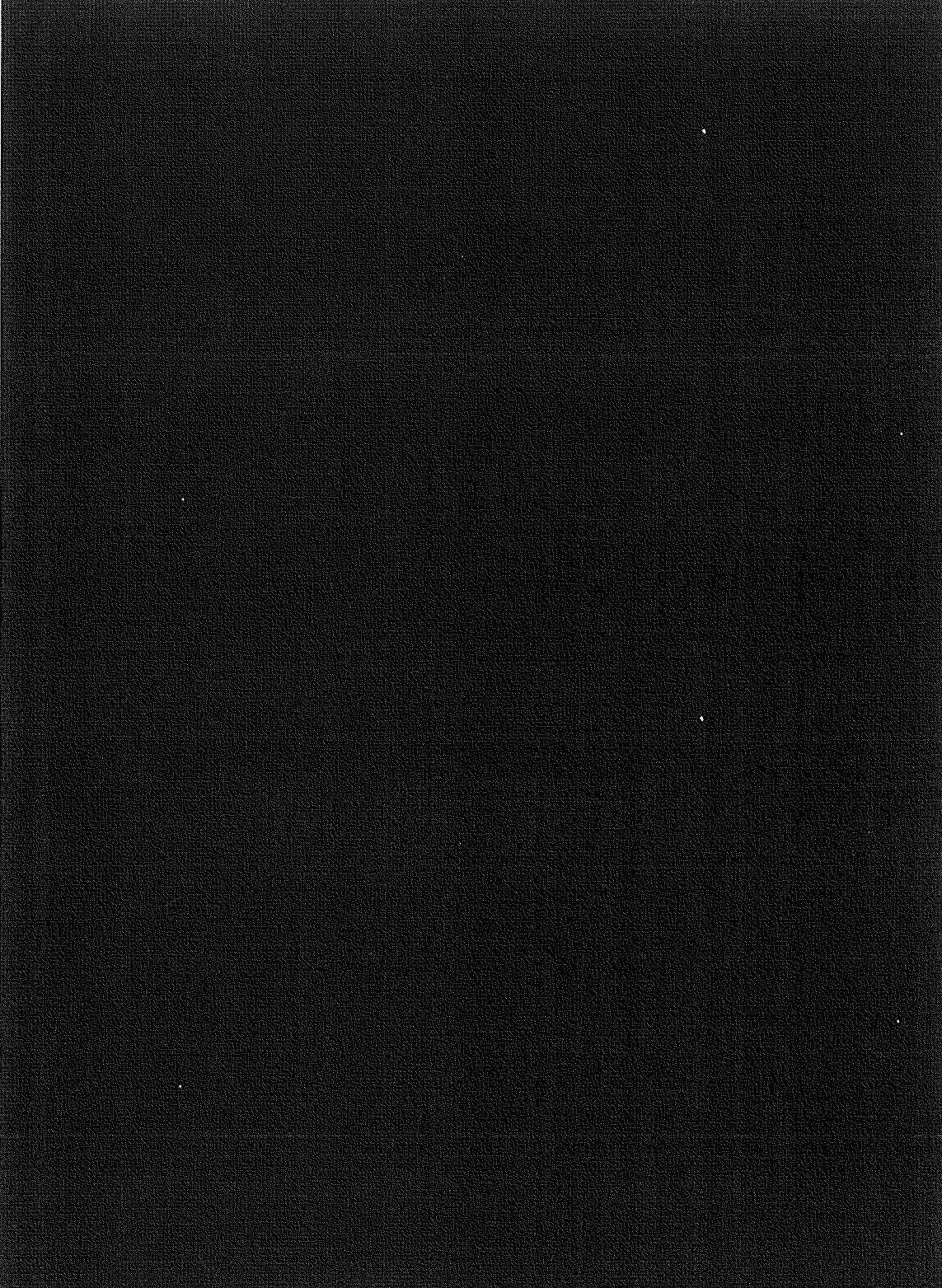
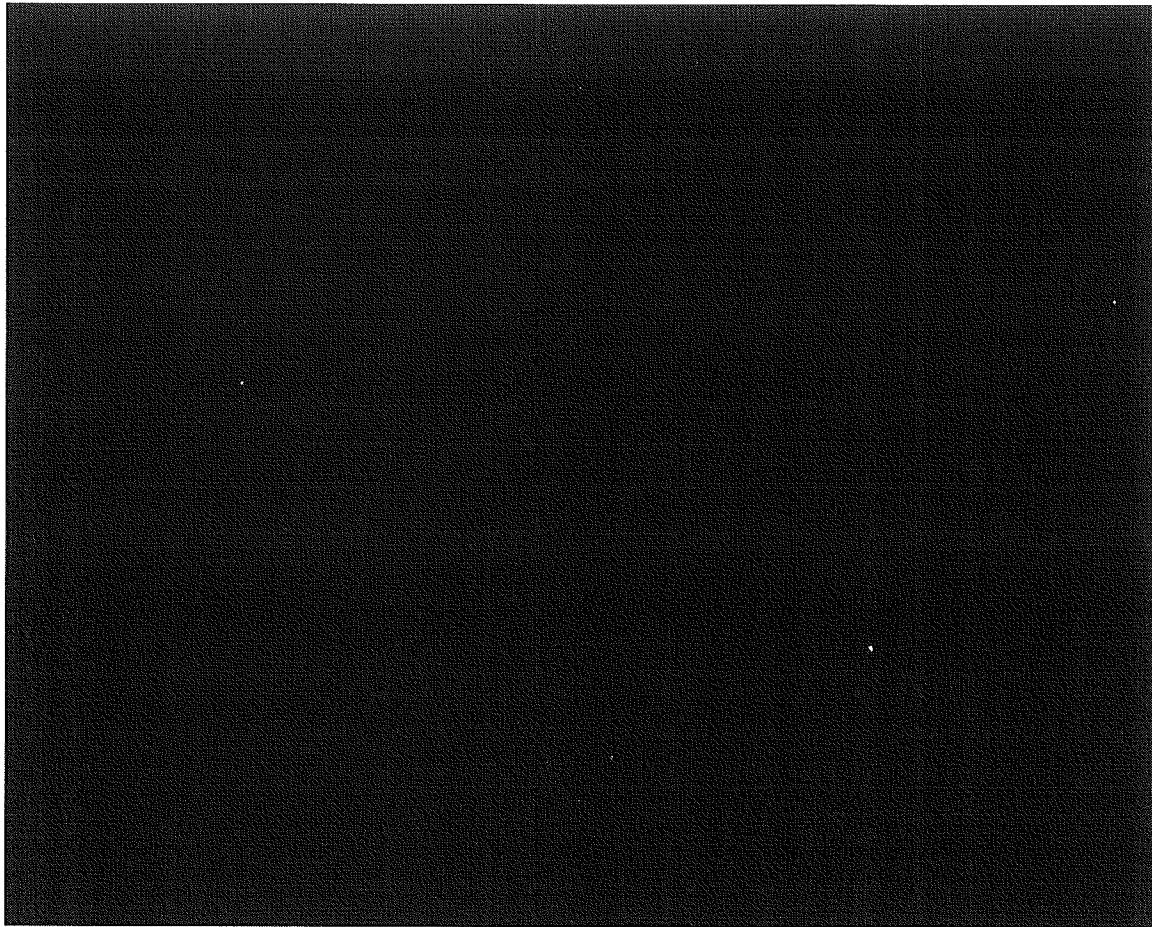


Exhibit B
CGM, LLC - Service Bureau Agreement





I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

Record Request #2

Provide information regarding the coverage area of Sprint services in Massachusetts by ZIP code

Response:

See attached

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
01001	MA	AGAWAM	HAMPDEN
01002	MA	AMHERST	HAMPSHIRE
01003	MA	AMHERST	HAMPSHIRE
01004	MA	AMHERST	HAMPSHIRE
01007	MA	BELCHERTOWN	HAMPSHIRE
01009	MA	BONDSVILLE	HAMPDEN
01010	MA	BRIMFIELD	HAMPDEN
01011	MA	CHESTER	HAMPDEN
01013	MA	CHICOPEE	HAMPDEN
01014	MA	CHICOPEE	HAMPDEN
01020	MA	CHICOPEE	HAMPDEN
01021	MA	CHICOPEE	HAMPDEN
01022	MA	CHICOPEE	HAMPDEN
01027	MA	EASTHAMPTON	HAMPSHIRE
01028	MA	EAST LONGMEADOW	HAMPDEN
01030	MA	FEEDING HILLS	HAMPDEN
01033	MA	GRANBY	HAMPSHIRE
01035	MA	HADLEY	HAMPSHIRE
01036	MA	HAMPDEN	HAMPDEN
01038	MA	HATFIELD	HAMPSHIRE
01040	MA	HOLYOKE	HAMPDEN
01041	MA	HOLYOKE	HAMPDEN
01050	MA	HUNTINGTON	HAMPSHIRE
01053	MA	LEEDS	HAMPSHIRE
01056	MA	LUDLOW	HAMPDEN
01057	MA	MONSON	HAMPDEN
01059	MA	NORTH AMHERST	HAMPSHIRE
01060	MA	NORTHAMPTON	HAMPSHIRE
01061	MA	NORTHAMPTON	HAMPSHIRE
01062	MA	FLORENCE	HAMPSHIRE
01063	MA	NORTHAMPTON	HAMPSHIRE
01066	MA	NORTH HATFIELD	HAMPSHIRE
01069	MA	PALMER	HAMPDEN
01071	MA	RUSSELL	HAMPDEN
01073	MA	SOUTHAMPTON	HAMPSHIRE
01075	MA	SOUTH HADLEY	HAMPSHIRE
01077	MA	SOUTHWICK	HAMPDEN
01079	MA	THORNDIKE	HAMPDEN
01080	MA	THREE RIVERS	HAMPDEN
01081	MA	WALES	HAMPDEN
01082	MA	WARE	HAMPSHIRE
01085	MA	WESTFIELD	HAMPDEN
01086	MA	WESTFIELD	HAMPDEN
01088	MA	WEST HATFIELD	HAMPSHIRE
01089	MA	WEST SPRINGFIELD	HAMPDEN
01090	MA	WEST SPRINGFIELD	HAMPDEN

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
01092	MA	WEST WARREN	WORCESTER
01093	MA	WHATELY	FRANKLIN
01095	MA	WILBRAHAM	HAMPDEN
01097	MA	WORONOCO	HAMPDEN
01101	MA	SPRINGFIELD	HAMPDEN
01102	MA	SPRINGFIELD	HAMPDEN
01103	MA	SPRINGFIELD	HAMPDEN
01104	MA	SPRINGFIELD	HAMPDEN
01105	MA	SPRINGFIELD	HAMPDEN
01106	MA	LONGMEADOW	HAMPDEN
01107	MA	SPRINGFIELD	HAMPDEN
01108	MA	SPRINGFIELD	HAMPDEN
01109	MA	SPRINGFIELD	HAMPDEN
01111	MA	SPRINGFIELD	HAMPDEN
01114	MA	SPRINGFIELD	HAMPDEN
01115	MA	SPRINGFIELD	HAMPDEN
01116	MA	LONGMEADOW	HAMPDEN
01118	MA	SPRINGFIELD	HAMPDEN
01119	MA	SPRINGFIELD	HAMPDEN
01128	MA	SPRINGFIELD	HAMPDEN
01129	MA	SPRINGFIELD	HAMPDEN
01133	MA	SPRINGFIELD	HAMPDEN
01138	MA	SPRINGFIELD	HAMPDEN
01139	MA	SPRINGFIELD	HAMPDEN
01144	MA	SPRINGFIELD	HAMPDEN
01151	MA	INDIAN ORCHARD	HAMPDEN
01152	MA	SPRINGFIELD	HAMPDEN
01195	MA	SPRINGFIELD	HAMPDEN
01199	MA	SPRINGFIELD	HAMPDEN
01201	MA	PITTSFIELD	BERKSHIRE
01202	MA	PITTSFIELD	BERKSHIRE
01203	MA	PITTSFIELD	BERKSHIRE
01220	MA	ADAMS	BERKSHIRE
01222	MA	ASHLEY FALLS	BERKSHIRE
01223	MA	BECKET	BERKSHIRE
01224	MA	BERKSHIRE	BERKSHIRE
01225	MA	CHESHIRE	BERKSHIRE
01226	MA	DALTON	BERKSHIRE
01227	MA	DALTON	BERKSHIRE
01229	MA	GLENDALE	BERKSHIRE
01237	MA	LANESBORO	BERKSHIRE
01238	MA	LEE	BERKSHIRE
01240	MA	LENOX	BERKSHIRE
01242	MA	LENOX DALE	BERKSHIRE
01247	MA	NORTH ADAMS	BERKSHIRE
01262	MA	STOCKBRIDGE	BERKSHIRE

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
01263	MA	STOCKBRIDGE	BERKSHIRE
01266	MA	WEST STOCKBRIDGE	BERKSHIRE
01301	MA	GREENFIELD	FRANKLIN
01302	MA	GREENFIELD	FRANKLIN
01331	MA	ATHOL	WORCESTER
01337	MA	BERNARDSTON	FRANKLIN
01342	MA	DEERFIELD	FRANKLIN
01344	MA	ERVING	FRANKLIN
01347	MA	LAKE PLEASANT	FRANKLIN
01349	MA	TURNERS FALLS	FRANKLIN
01355	MA	NEW SALEM	FRANKLIN
01364	MA	ORANGE	FRANKLIN
01373	MA	SOUTH DEERFIELD	FRANKLIN
01375	MA	SUNDERLAND	FRANKLIN
01376	MA	TURNERS FALLS	FRANKLIN
01380	MA	WENDELL DEPOT	FRANKLIN
01420	MA	FITCHBURG	WORCESTER
01430	MA	ASHBURNHAM	WORCESTER
01434	MA	DEVENS	MIDDLESEX
01436	MA	BALDWINVILLE	WORCESTER
01438	MA	EAST TEMPLETON	WORCESTER
01440	MA	GARDNER	WORCESTER
01441	MA	WESTMINSTER	WORCESTER
01450	MA	GROTON	MIDDLESEX
01451	MA	HARVARD	WORCESTER
01453	MA	LEOMINSTER	WORCESTER
01460	MA	LITTLETON	MIDDLESEX
01462	MA	LUNENBURG	WORCESTER
01463	MA	PEPPERELL	MIDDLESEX
01464	MA	SHIRLEY	MIDDLESEX
01467	MA	STILL RIVER	WORCESTER
01468	MA	TEMPLETON	WORCESTER
01469	MA	TOWNSEND	MIDDLESEX
01470	MA	GROTON	MIDDLESEX
01471	MA	GROTON	MIDDLESEX
01472	MA	WEST GROTON	MIDDLESEX
01473	MA	WESTMINSTER	WORCESTER
01474	MA	WEST TOWNSEND	MIDDLESEX
01475	MA	WINCHENDON	WORCESTER
01477	MA	WINCHENDON SPRINGS	WORCESTER
01501	MA	AUBURN	WORCESTER
01503	MA	BERLIN	WORCESTER
01504	MA	BLACKSTONE	WORCESTER
01505	MA	BOYLSTON	WORCESTER
01506	MA	BROOKFIELD	WORCESTER
01507	MA	CHARLTON	WORCESTER

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
01508	MA	CHARLTON CITY	WORCESTER
01510	MA	CLINTON	WORCESTER
01515	MA	EAST BROOKFIELD	WORCESTER
01516	MA	DOUGLAS	WORCESTER
01518	MA	FISKDALE	WORCESTER
01519	MA	GRAFTON	WORCESTER
01520	MA	HOLDEN	WORCESTER
01521	MA	HOLLAND	HAMPDEN
01522	MA	JEFFERSON	WORCESTER
01523	MA	LANCASTER	WORCESTER
01527	MA	MILLBURY	WORCESTER
01529	MA	MILLVILLE	WORCESTER
01532	MA	NORTHBOROUGH	WORCESTER
01534	MA	NORTHBRIDGE	WORCESTER
01536	MA	NORTH GRAFTON	WORCESTER
01537	MA	NORTH OXFORD	WORCESTER
01538	MA	NORTH UXBRIDGE	WORCESTER
01540	MA	OXFORD	WORCESTER
01541	MA	PRINCETON	WORCESTER
01542	MA	ROCHDALE	WORCESTER
01543	MA	RUTLAND	WORCESTER
01545	MA	SHREWSBURY	WORCESTER
01546	MA	SHREWSBURY	WORCESTER
01550	MA	SOUTHBRIDGE	WORCESTER
01560	MA	SOUTH GRAFTON	WORCESTER
01561	MA	SOUTH LANCASTER	WORCESTER
01562	MA	SPENCER	WORCESTER
01564	MA	STERLING	WORCESTER
01566	MA	STURBRIDGE	WORCESTER
01568	MA	UPTON	WORCESTER
01569	MA	UXBRIDGE	WORCESTER
01570	MA	WEBSTER	WORCESTER
01580	MA	WESTBOROUGH	WORCESTER
01581	MA	WESTBOROUGH	WORCESTER
01582	MA	WESTBOROUGH	WORCESTER
01583	MA	WEST BOYLSTON	WORCESTER
01585	MA	WEST BROOKFIELD	WORCESTER
01586	MA	WEST MILLBURY	WORCESTER
01590	MA	SUTTON	WORCESTER
01601	MA	WORCESTER	WORCESTER
01602	MA	WORCESTER	WORCESTER
01603	MA	WORCESTER	WORCESTER
01604	MA	WORCESTER	WORCESTER
01605	MA	WORCESTER	WORCESTER
01606	MA	WORCESTER	WORCESTER
01607	MA	WORCESTER	WORCESTER

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
01608	MA	WORCESTER	WORCESTER
01609	MA	WORCESTER	WORCESTER
01610	MA	WORCESTER	WORCESTER
01611	MA	CHERRY VALLEY	WORCESTER
01612	MA	PAXTON	WORCESTER
01613	MA	WORCESTER	WORCESTER
01614	MA	WORCESTER	WORCESTER
01615	MA	WORCESTER	WORCESTER
01653	MA	WORCESTER	WORCESTER
01654	MA	WORCESTER	WORCESTER
01655	MA	WORCESTER	WORCESTER
01701	MA	FRAMINGHAM	MIDDLESEX
01702	MA	FRAMINGHAM	MIDDLESEX
01703	MA	FRAMINGHAM	MIDDLESEX
01704	MA	FRAMINGHAM	MIDDLESEX
01705	MA	FRAMINGHAM	MIDDLESEX
01718	MA	VILLAGE OF NAGOG WOODS	MIDDLESEX
01719	MA	BOXBOROUGH	MIDDLESEX
01720	MA	ACTON	MIDDLESEX
01721	MA	ASHLAND	MIDDLESEX
01730	MA	BEDFORD	MIDDLESEX
01731	MA	HANSCOM AFB	MIDDLESEX
01740	MA	BOLTON	WORCESTER
01741	MA	CARLISLE	MIDDLESEX
01742	MA	CONCORD	MIDDLESEX
01745	MA	FAYVILLE	WORCESTER
01746	MA	HOLLISTON	MIDDLESEX
01747	MA	HOPEDALE	WORCESTER
01748	MA	HOPKINTON	MIDDLESEX
01749	MA	HUDSON	MIDDLESEX
01752	MA	MARLBOROUGH	MIDDLESEX
01754	MA	MAYNARD	MIDDLESEX
01756	MA	MENDON	WORCESTER
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01770	MA	SHERBORN	MIDDLESEX
01772	MA	SOUTHBOROUGH	WORCESTER
01773	MA	LINCOLN	MIDDLESEX
01775	MA	STOW	MIDDLESEX
01776	MA	SUDBURY	MIDDLESEX
01778	MA	WAYLAND	MIDDLESEX
01784	MA	WOODVILLE	MIDDLESEX
01801	MA	WOBURN	MIDDLESEX
01803	MA	BURLINGTON	MIDDLESEX
01805	MA	BURLINGTON	MIDDLESEX
01806	MA	WOBURN	MIDDLESEX

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
01807	MA	WOBURN	MIDDLESEX
01808	MA	WOBURN	MIDDLESEX
01810	MA	ANDOVER	ESSEX
01812	MA	ANDOVER	ESSEX
01813	MA	WOBURN	MIDDLESEX
01815	MA	WOBURN	MIDDLESEX
01821	MA	BILLERICA	MIDDLESEX
01822	MA	BILLERICA	MIDDLESEX
01824	MA	CHELMSFORD	MIDDLESEX
01826	MA	DRACUT	MIDDLESEX
01830	MA	HAVERHILL	ESSEX
01831	MA	HAVERHILL	ESSEX
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01833	MA	GEORGETOWN	ESSEX
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01835	MA	HAVERHILL	ESSEX
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01845	MA	NORTH ANDOVER	ESSEX
01850	MA	LOWELL	MIDDLESEX
01851	MA	LOWELL	MIDDLESEX
01852	MA	LOWELL	MIDDLESEX
01853	MA	LOWELL	MIDDLESEX
01854	MA	LOWELL	MIDDLESEX
01860	MA	MERRIMAC	ESSEX
01862	MA	NORTH BILLERICA	MIDDLESEX
01863	MA	NORTH CHELMSFORD	MIDDLESEX
01864	MA	NORTH READING	MIDDLESEX
01865	MA	NUTTING LAKE	MIDDLESEX
01866	MA	PINEHURST	MIDDLESEX
01867	MA	READING	MIDDLESEX
01876	MA	TEWKSBURY	MIDDLESEX
01879	MA	TYNGSBORO	MIDDLESEX
01880	MA	WAKEFIELD	MIDDLESEX
01885	MA	WEST BOXFORD	ESSEX
01886	MA	WESTFORD	MIDDLESEX
01887	MA	WILMINGTON	MIDDLESEX
01888	MA	WOBURN	MIDDLESEX
01889	MA	NORTH READING	MIDDLESEX
01890	MA	WINCHESTER	MIDDLESEX
01899	MA	ANDOVER	ESSEX
01901	MA	LYNN	ESSEX
01902	MA	LYNN	ESSEX

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
01903	MA	LYNN	ESSEX
01904	MA	LYNN	ESSEX
01905	MA	LYNN	ESSEX
01906	MA	SAUGUS	ESSEX
01907	MA	SWAMPSCOTT	ESSEX
01908	MA	NAHANT	ESSEX
01910	MA	LYNN	ESSEX
01913	MA	AMESBURY	ESSEX
01915	MA	BEVERLY	ESSEX
01921	MA	BOXFORD	ESSEX
01922	MA	BYFIELD	ESSEX
01923	MA	DANVERS	ESSEX
01929	MA	ESSEX	ESSEX
01930	MA	GLOUCESTER	ESSEX
01931	MA	GLOUCESTER	ESSEX
01936	MA	HAMILTON	ESSEX
01937	MA	HATHORNE	ESSEX
01938	MA	IPSWICH	ESSEX
01940	MA	LYNNFIELD	ESSEX
01944	MA	MANCHESTER	ESSEX
01945	MA	MARBLEHEAD	ESSEX
01949	MA	MIDDLETON	ESSEX
01950	MA	NEWBURYPORT	ESSEX
01951	MA	NEWBURY	ESSEX
01952	MA	SALISBURY	ESSEX
01960	MA	PEABODY	ESSEX
01961	MA	PEABODY	ESSEX
01965	MA	PRIDES CROSSING	ESSEX
01966	MA	ROCKPORT	ESSEX
01969	MA	ROWLEY	ESSEX
01970	MA	SALEM	ESSEX
01971	MA	SALEM	ESSEX
01982	MA	SOUTH HAMILTON	ESSEX
01983	MA	TOPSFIELD	ESSEX
01984	MA	WENHAM	ESSEX
01985	MA	WEST NEWBURY	ESSEX
02018	MA	ACCORD	PLYMOUTH
02019	MA	BELLINGHAM	NORFOLK
02020	MA	BRANT ROCK	PLYMOUTH
02021	MA	CANTON	NORFOLK
02025	MA	COHASSET	NORFOLK
02026	MA	DEDHAM	NORFOLK
02027	MA	DEDHAM	NORFOLK
02030	MA	DOVER	NORFOLK
02031	MA	EAST MANSFIELD	BRISTOL
02032	MA	EAST WALPOLE	NORFOLK

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
02035	MA	FOXBORO	NORFOLK
02038	MA	FRANKLIN	NORFOLK
02040	MA	GREENBUSH	PLYMOUTH
02041	MA	GREEN HARBOR	PLYMOUTH
02043	MA	HINGHAM	PLYMOUTH
02044	MA	HINGHAM	PLYMOUTH
02045	MA	HULL	PLYMOUTH
02047	MA	HUMAROCK	PLYMOUTH
02048	MA	MANSFIELD	BRISTOL
02050	MA	MARSHFIELD	PLYMOUTH
02051	MA	MARSHFIELD HILLS	PLYMOUTH
02052	MA	MEDFIELD	NORFOLK
02053	MA	MEDWAY	NORFOLK
02054	MA	MILLIS	NORFOLK
02055	MA	MINOT	PLYMOUTH
02056	MA	NORFOLK	NORFOLK
02059	MA	NORTH MARSHFIELD	PLYMOUTH
02060	MA	NORTH SCITUATE	PLYMOUTH
02061	MA	NORWELL	PLYMOUTH
02062	MA	NORWOOD	NORFOLK
02065	MA	OCEAN BLUFF	PLYMOUTH
02066	MA	SCITUATE	PLYMOUTH
02067	MA	SHARON	NORFOLK
02071	MA	SOUTH WALPOLE	NORFOLK
02072	MA	STOUGHTON	NORFOLK
02081	MA	WALPOLE	NORFOLK
02090	MA	WESTWOOD	NORFOLK
02093	MA	WRENTHAM	NORFOLK
02101	MA	BOSTON	SUFFOLK
02102	MA	BOSTON	SUFFOLK
02103	MA	BOSTON	SUFFOLK
02104	MA	BOSTON	SUFFOLK
02105	MA	BOSTON	SUFFOLK
02106	MA	BOSTON	SUFFOLK
02107	MA	BOSTON	SUFFOLK
02108	MA	BOSTON	SUFFOLK
02109	MA	BOSTON	SUFFOLK
02110	MA	BOSTON	SUFFOLK
02111	MA	BOSTON	SUFFOLK
02112	MA	BOSTON	SUFFOLK
02113	MA	BOSTON	SUFFOLK
02114	MA	BOSTON	SUFFOLK
02115	MA	BOSTON	SUFFOLK
02116	MA	BOSTON	SUFFOLK
02117	MA	BOSTON	SUFFOLK
02118	MA	BOSTON	SUFFOLK

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
02119	MA	BOSTON	SUFFOLK
02120	MA	BOSTON	SUFFOLK
02121	MA	BOSTON	SUFFOLK
02122	MA	BOSTON	SUFFOLK
02123	MA	BOSTON	SUFFOLK
02124	MA	BOSTON	SUFFOLK
02125	MA	BOSTON	SUFFOLK
02126	MA	MATTAPAN	SUFFOLK
02127	MA	BOSTON	SUFFOLK
02128	MA	EAST BOSTON	SUFFOLK
02129	MA	CHARLESTOWN	SUFFOLK
02130	MA	JAMAICA PLAIN	SUFFOLK
02131	MA	ROSLINDALE	SUFFOLK
02132	MA	WEST ROXBURY	SUFFOLK
02133	MA	BOSTON	SUFFOLK
02134	MA	ALLSTON	SUFFOLK
02135	MA	BRIGHTON	SUFFOLK
02136	MA	HYDE PARK	SUFFOLK
02137	MA	READVILLE	SUFFOLK
02138	MA	CAMBRIDGE	MIDDLESEX
02139	MA	CAMBRIDGE	MIDDLESEX
02140	MA	CAMBRIDGE	MIDDLESEX
02141	MA	CAMBRIDGE	MIDDLESEX
02142	MA	CAMBRIDGE	MIDDLESEX
02143	MA	SOMERVILLE	MIDDLESEX
02144	MA	SOMERVILLE	MIDDLESEX
02145	MA	SOMERVILLE	MIDDLESEX
02148	MA	MALDEN	MIDDLESEX
02149	MA	EVERETT	MIDDLESEX
02150	MA	CHELSEA	SUFFOLK
02151	MA	REVERE	SUFFOLK
02152	MA	WINTHROP	SUFFOLK
02153	MA	MEDFORD	MIDDLESEX
02155	MA	MEDFORD	MIDDLESEX
02156	MA	WEST MEDFORD	MIDDLESEX
02163	MA	BOSTON	SUFFOLK
02169	MA	QUINCY	NORFOLK
02170	MA	QUINCY	NORFOLK
02171	MA	QUINCY	NORFOLK
02176	MA	MELROSE	MIDDLESEX
02180	MA	STONEHAM	MIDDLESEX
02184	MA	BRAINTREE	NORFOLK
02185	MA	BRAINTREE	NORFOLK
02186	MA	MILTON	NORFOLK
02187	MA	MILTON VILLAGE	NORFOLK
02188	MA	WEYMOUTH	NORFOLK

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
02189	MA	WEYMOUTH	NORFOLK
02190	MA	WEYMOUTH	NORFOLK
02191	MA	WEYMOUTH	NORFOLK
02196	MA	BOSTON	SUFFOLK
02199	MA	BOSTON	SUFFOLK
02201	MA	BOSTON	SUFFOLK
02203	MA	BOSTON	SUFFOLK
02204	MA	BOSTON	SUFFOLK
02205	MA	BOSTON	SUFFOLK
02206	MA	BOSTON	SUFFOLK
02207	MA	BOSTON	SUFFOLK
02208	MA	BOSTON	SUFFOLK
02209	MA	BOSTON	SUFFOLK
02210	MA	BOSTON	SUFFOLK
02211	MA	BOSTON	SUFFOLK
02212	MA	BOSTON	MIDDLESEX
02215	MA	BOSTON	SUFFOLK
02216	MA	BOSTON	SUFFOLK
02217	MA	BOSTON	SUFFOLK
02222	MA	BOSTON	SUFFOLK
02228	MA	EAST BOSTON	SUFFOLK
02238	MA	CAMBRIDGE	MIDDLESEX
02239	MA	CAMBRIDGE	MIDDLESEX
02241	MA	BOSTON	SUFFOLK
02266	MA	BOSTON	SUFFOLK
02269	MA	QUINCY	NORFOLK
02283	MA	BOSTON	SUFFOLK
02284	MA	BOSTON	SUFFOLK
02293	MA	BOSTON	SUFFOLK
02295	MA	BOSTON	SUFFOLK
02297	MA	BOSTON	SUFFOLK
02298	MA	BOSTON	SUFFOLK
02301	MA	BROCKTON	PLYMOUTH
02302	MA	BROCKTON	PLYMOUTH
02303	MA	BROCKTON	PLYMOUTH
02304	MA	BROCKTON	PLYMOUTH
02305	MA	BROCKTON	PLYMOUTH
02322	MA	AVON	NORFOLK
02324	MA	BRIDGEWATER	PLYMOUTH
02325	MA	BRIDGEWATER	PLYMOUTH
02327	MA	BRYANTVILLE	PLYMOUTH
02330	MA	CARVER	PLYMOUTH
02331	MA	DUXBURY	PLYMOUTH
02332	MA	DUXBURY	PLYMOUTH
02333	MA	EAST BRIDGEWATER	PLYMOUTH
02334	MA	EASTON	BRISTOL

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
02337	MA	ELMWOOD	PLYMOUTH
02338	MA	HALIFAX	PLYMOUTH
02339	MA	HANOVER	PLYMOUTH
02340	MA	HANOVER	PLYMOUTH
02343	MA	HOLBROOK	NORFOLK
02344	MA	MIDDLEBORO	PLYMOUTH
02345	MA	MANOMET	PLYMOUTH
02346	MA	MIDDLEBORO	PLYMOUTH
02347	MA	LAKEVILLE	PLYMOUTH
02348	MA	MIDDLEBORO	PLYMOUTH
02349	MA	MIDDLEBORO	PLYMOUTH
02350	MA	MONPONSETT	PLYMOUTH
02351	MA	ABINGTON	PLYMOUTH
02355	MA	NORTH CARVER	PLYMOUTH
02356	MA	NORTH EASTON	BRISTOL
02357	MA	NORTH EASTON	BRISTOL
02358	MA	NORTH PEMBROKE	PLYMOUTH
02359	MA	PEMBROKE	PLYMOUTH
02360	MA	PLYMOUTH	PLYMOUTH
02361	MA	PLYMOUTH	PLYMOUTH
02362	MA	PLYMOUTH	PLYMOUTH
02364	MA	KINGSTON	PLYMOUTH
02366	MA	SOUTH CARVER	PLYMOUTH
02367	MA	PLYMPTON	PLYMOUTH
02368	MA	RANDOLPH	NORFOLK
02370	MA	ROCKLAND	PLYMOUTH
02375	MA	SOUTH EASTON	BRISTOL
02379	MA	WEST BRIDGEWATER	PLYMOUTH
02381	MA	WHITE HORSE BEACH	PLYMOUTH
02382	MA	WHITMAN	PLYMOUTH
02420	MA	LEXINGTON	MIDDLESEX
02421	MA	LEXINGTON	MIDDLESEX
02445	MA	BROOKLINE	NORFOLK
02446	MA	BROOKLINE	NORFOLK
02447	MA	BROOKLINE VILLAGE	NORFOLK
02451	MA	WALTHAM	MIDDLESEX
02452	MA	WALTHAM	MIDDLESEX
02453	MA	WALTHAM	MIDDLESEX
02454	MA	WALTHAM	MIDDLESEX
02455	MA	NORTH WALTHAM	MIDDLESEX
02456	MA	NEW TOWN	MIDDLESEX
02457	MA	BABSON PARK	NORFOLK
02458	MA	NEWTON	MIDDLESEX
02459	MA	NEWTON CENTER	MIDDLESEX
02460	MA	NEWTONVILLE	MIDDLESEX
02461	MA	NEWTON HIGHLANDS	MIDDLESEX

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
02462	MA	NEWTON LOWER FALLS	MIDDLESEX
02464	MA	NEWTON UPPER FALLS	MIDDLESEX
02465	MA	WEST NEWTON	MIDDLESEX
02466	MA	AUBURNDALE	MIDDLESEX
02467	MA	CHESTNUT HILL	MIDDLESEX
02468	MA	WABAN	MIDDLESEX
02471	MA	WATERTOWN	MIDDLESEX
02472	MA	WATERTOWN	MIDDLESEX
02474	MA	ARLINGTON	MIDDLESEX
02475	MA	ARLINGTON HEIGHTS	MIDDLESEX
02476	MA	ARLINGTON	MIDDLESEX
02477	MA	WATERTOWN	MIDDLESEX
02478	MA	BELMONT	MIDDLESEX
02479	MA	WAVERLEY	MIDDLESEX
02481	MA	WELLESLEY HILLS	NORFOLK
02482	MA	WELLESLEY	NORFOLK
02492	MA	NEEDHAM	NORFOLK
02493	MA	WESTON	MIDDLESEX
02494	MA	NEEDHAM HEIGHTS	NORFOLK
02495	MA	NONANTUM	MIDDLESEX
02532	MA	BUZZARDS BAY	BARNSTABLE
02534	MA	CATAUMET	BARNSTABLE
02536	MA	EAST FALMOUTH	BARNSTABLE
02537	MA	EAST SANDWICH	BARNSTABLE
02538	MA	EAST WAREHAM	PLYMOUTH
02539	MA	EDGARTOWN	DUKES
02540	MA	FALMOUTH	BARNSTABLE
02541	MA	FALMOUTH	BARNSTABLE
02542	MA	BUZZARDS BAY	BARNSTABLE
02543	MA	WOODS HOLE	BARNSTABLE
02553	MA	MONUMENT BEACH	BARNSTABLE
02554	MA	NANTUCKET	NANTUCKET
02556	MA	NORTH FALMOUTH	BARNSTABLE
02557	MA	OAK BLUFFS	DUKES
02558	MA	ONSET	PLYMOUTH
02559	MA	POCASSET	BARNSTABLE
02561	MA	SAGAMORE	BARNSTABLE
02562	MA	SAGAMORE BEACH	BARNSTABLE
02563	MA	SANDWICH	BARNSTABLE
02564	MA	SIASCONSET	NANTUCKET
02565	MA	SILVER BEACH	BARNSTABLE
02568	MA	VINEYARD HAVEN	DUKES
02571	MA	WAREHAM	PLYMOUTH
02573	MA	WEST CHOP	DUKES
02574	MA	WEST FALMOUTH	BARNSTABLE
02575	MA	WEST TISBURY	DUKES

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
02576	MA	WEST WAREHAM	PLYMOUTH
02584	MA	NANTUCKET	NANTUCKET
02601	MA	HYANNIS	BARNSTABLE
02630	MA	BARNSTABLE	BARNSTABLE
02631	MA	BREWSTER	BARNSTABLE
02632	MA	CENTERVILLE	BARNSTABLE
02633	MA	CHATHAM	BARNSTABLE
02634	MA	CENTERVILLE	BARNSTABLE
02635	MA	COTUIT	BARNSTABLE
02636	MA	CENTERVILLE	BARNSTABLE
02637	MA	CUMMAQUID	BARNSTABLE
02639	MA	DENNIS PORT	BARNSTABLE
02642	MA	EASTHAM	BARNSTABLE
02643	MA	EAST ORLEANS	BARNSTABLE
02645	MA	HARWICH	BARNSTABLE
02646	MA	HARWICH PORT	BARNSTABLE
02647	MA	HYANNIS PORT	BARNSTABLE
02648	MA	MARSTONS MILLS	BARNSTABLE
02649	MA	MASHPEE	BARNSTABLE
02650	MA	NORTH CHATHAM	BARNSTABLE
02651	MA	NORTH EASTHAM	BARNSTABLE
02652	MA	NORTH TRURO	BARNSTABLE
02653	MA	ORLEANS	BARNSTABLE
02655	MA	OSTERVILLE	BARNSTABLE
02657	MA	PROVINCETOWN	BARNSTABLE
02659	MA	SOUTH CHATHAM	BARNSTABLE
02660	MA	SOUTH DENNIS	BARNSTABLE
02661	MA	SOUTH HARWICH	BARNSTABLE
02662	MA	SOUTH ORLEANS	BARNSTABLE
02663	MA	SOUTH WELLFLEET	BARNSTABLE
02664	MA	SOUTH YARMOUTH	BARNSTABLE
02666	MA	TRURO	BARNSTABLE
02667	MA	WELLFLEET	BARNSTABLE
02668	MA	WEST BARNSTABLE	BARNSTABLE
02669	MA	WEST CHATHAM	BARNSTABLE
02670	MA	WEST DENNIS	BARNSTABLE
02671	MA	WEST HARWICH	BARNSTABLE
02672	MA	WEST HYANNISPORT	BARNSTABLE
02673	MA	WEST YARMOUTH	BARNSTABLE
02675	MA	YARMOUTH PORT	BARNSTABLE
02702	MA	ASSONET	BRISTOL
02703	MA	ATTLEBORO	BRISTOL
02712	MA	CHARTLEY	BRISTOL
02715	MA	DIGHTON	BRISTOL
02717	MA	EAST FREETOWN	BRISTOL
02718	MA	EAST TAUNTON	BRISTOL

<u>Zip</u>	<u>State</u>	<u>City</u>	<u>County</u>
02719	MA	FAIRHAVEN	BRISTOL
02720	MA	FALL RIVER	BRISTOL
02721	MA	FALL RIVER	BRISTOL
02722	MA	FALL RIVER	BRISTOL
02723	MA	FALL RIVER	BRISTOL
02724	MA	FALL RIVER	BRISTOL
02725	MA	SOMERSET	BRISTOL
02726	MA	SOMERSET	BRISTOL
02738	MA	MARION	PLYMOUTH
02739	MA	MATTAPoisETT	PLYMOUTH
02740	MA	NEW BEDFORD	BRISTOL
02741	MA	NEW BEDFORD	BRISTOL
02742	MA	NEW BEDFORD	BRISTOL
02743	MA	ACUSHNET	BRISTOL
02744	MA	NEW BEDFORD	BRISTOL
02745	MA	NEW BEDFORD	BRISTOL
02746	MA	NEW BEDFORD	BRISTOL
02747	MA	NORTH DARTMOUTH	BRISTOL
02748	MA	SOUTH DARTMOUTH	BRISTOL
02760	MA	NORTH ATTLEBORO	BRISTOL
02761	MA	NORTH ATTLEBORO	BRISTOL
02762	MA	PLAINVILLE	NORFOLK
02763	MA	ATTLEBORO FALLS	BRISTOL
02764	MA	NORTH DIGHTON	BRISTOL
02766	MA	NORTON	BRISTOL
02767	MA	RAYNHAM	BRISTOL
02768	MA	RAYNHAM CENTER	BRISTOL
02769	MA	REHOBOTH	BRISTOL
02771	MA	SEEKONK	BRISTOL
02777	MA	SWANSEA	BRISTOL
02779	MA	BERKLEY	BRISTOL
02780	MA	TAUNTON	BRISTOL
02783	MA	TAUNTON	BRISTOL
02790	MA	WESTPORT	BRISTOL
05501	MA	ANDOVER	ESSEX
05544	MA	ANDOVER	ESSEX

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

Record Request #3

Provide any materials which will be used for marketing in the Massachusetts market.

Response: See below, and also response to #6

Massachusetts Distribution Plan

[BEGIN CONFIDENTIAL AND PROPRIETARY]

[END CONFIDENTIAL AND PROPRIETARY]

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

Record Request #4

Does i-wireless pay state 911 contribution? Is it paid monthly, annually etc.?

Response:

i-wireless pays state 911 contribution on a monthly basis.

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

Record Request #5

Elaborate on what changes were made based on FCC requests in connection with the approval of the FCC compliance plan.

Response:

i-wireless needed to make 2 changes to its Lifeline application form to meet the requirements set forth by the FCC's Lifeline Reform Order (FCC 12-11).

The first change was to add a section for the applicant to indicate if the household was temporary, permanent or multi-household.

The second was to change affirmation # 8 from:

I will notify Access Wireless within thirty (30) days if I no longer qualify for Lifeline. I understand this requirement and may be subject to penalties if I fail to notify my phone company. Specifically, I will notify my company if:

- (1) I cease to participate in the above federal or state program, or my annual household income exceeds 135% of the Federal Poverty Guidelines.
- (2) I am receiving more than one Lifeline supported service;
- (3) I no longer satisfy the criteria for receiving Lifeline support.

to:

I will notify Access Wireless within thirty (30) days if I no longer qualify for Lifeline. I understand this requirement and may be subject to penalties if I fail to notify my phone company. Specifically, I will notify my company if my household:

- (1) ceases to participate in the above federal or state program, or my annual household income exceeds 135% of the Federal Poverty Guidelines.
- (2) is receiving more than one Lifeline supported service;
- (3) no longer satisfies the criteria for receiving Lifeline support.

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

Record Request #6

Provide a mock-up of the Massachusetts marketing materials. Refer to standards set out in the Virgin Mobile Order for form of mock-up.

Response:

See attached



What is Access Wireless?

What makes Access Wireless important to be accessible. Access Wireless is a government-supported program that ensures anyone can get on the air. If you live in a rural area, Access Wireless phones and free monthly allotment of minutes so you can stay in touch with friends and family members. Several tools to determine emergency means of communicating in case of an emergency.

WiRELESS

Access Wireless is a Lifeline Assistance program supported by the Universal Service Fund.

Free Access Wireless phones vary by handset manufacturer and model and are dependent on inventory availability. Pricing listed includes domestic calling only.

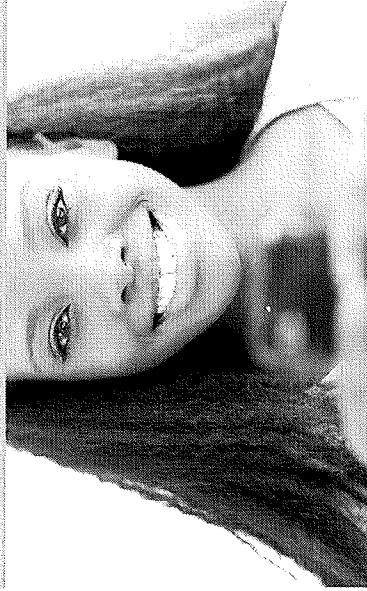
Access Wireless is not available in all areas. To determine if Access Wireless is available where you live, please visit www.accesswireless.com or call 1-800-464-6010.

To enroll in the FREE MINUTES Rewards loyalty program, simply register your Shoppers/Rewards card when you activate your phone.

Lifeline Assistance is only available on one Access Wireless phone per household and is available in limited geographic areas. All Lifeline supported programs are identified as "Lifeline" and may be marketed under other brand names.

Access Wireless is a lifeline assistance program supported by the Universal Service Fund. Service is provided by Access Wireless, Inc. and is not provided by the state or federal government. Unresolved questions or complaints regarding Lifeline services may be directed to the following state offices or agencies: Massachusetts Department of Telecommunications & Cable at 800-765-3777.

Sprint



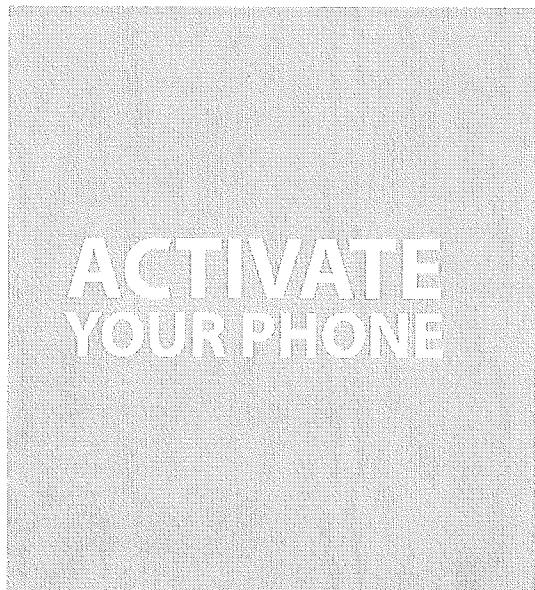
You may qualify for Access Wireless if you participate in programs such as food stamps or Medicaid.

For more information, call 1-800-464-6010 or visit www.accesswireless.com.

WiRELESS



WIRELESS



- 1 Power on your phone.
- 2 Charge the battery by connecting the phone to the charger that was included and inserting into an electrical outlet.
- 3 Dial 611 from your Access Wireless phone and press the green TALK key.
- 4 Select your rate plan by listening to the menu of options. *See back for rate plan options.*
- 5 Listen to the entire message. Once the activation process is complete, you will be notified that your phone is ready for use.

Access Wireless service includes:

- FREE Access Wireless phone & FREE airtime
- FREE voicemail, call waiting, caller ID & 911 access
- FREE domestic long distance
- FREE nationwide coverage on the Sprint® network
- No contracts, monthly bill or activation fees

Access Wireless is a Lifeline Assistance program supported by the Universal Service Fund. Access Wireless users are subject to the Access Wireless Terms and Conditions of Service available at www.accesswireless.com. Access Wireless coverage is provided on the Sprint® Network. Lifeline Assistance is only available on one wireless phone per household and is available in limited geographic areas. All Lifeline supported programs are identified as "Lifeline" and may be marketed under other brand names.

You must renew your Access Wireless service each year as part of the annual re-certification process.

Keep Your Access Wireless Phone Active

You must use your Access Wireless phone in order to continue receiving your free Lifeline benefit.

Make at least one voice call or send a text message each month. If you do not regularly use your phone, your Lifeline service may be discontinued and your phone will no longer be active.

Managing Your Account

Use the My Account feature online at www.accesswireless.com on your phone (MENU>TOOLS>MY ACCOUNT) to check your balance, add money to your account, change rate plans or register for the FREE MINUTES program.

CHOOSE FROM THE FOLLOWING FREE RATE PLANS

PLAN OPTION 1

ADDITIONAL
minutes/texts

10¢

each

150 minutes/texts

Automatically applied to a \$15 airtime card/redeemed like a gift card.

Rollover unused minutes

Free incoming texts

FREE RELOAD IN-STORE when you shop at participating Kroger-owned stores

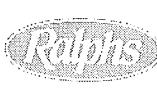
Kroger-owned stores

With **PLAN OPTION 1**, you can earn **FREE MINUTES** when you shop at these Kroger-owned stores and use your Shopper's Card. For every \$100 you spend in-store, you'll automatically receive a **FREE MINUTES** reward!

Qualifying purchases only. Food stamp purchases may apply for loyalty rewards program. For details on the FREE MINUTES program, visit www.accesswireless.com.



Smith's
FOOD & DRUG STORES



Baker's



FredMeyer

NEED MORE MINUTES/TEXT?

**LOAD A \$10
AIRTIME CARD/PIN**

**Get Unlimited Text Messaging
for 10 days, PLUS 100 Voice Minutes**

**LOAD A \$25
AIRTIME CARD/PIN**

**Get Unlimited Text Messaging
for 30 days, PLUS 250 Voice Minutes**

**LOAD A \$50
AIRTIME CARD/PIN**

**Get Unlimited Text Messaging
for 30 days, PLUS 500 Voice Minutes**

Additional **Voice Minutes** are just 10¢ each. **Text Messaging** is billed at 10¢ per out-bound message after the unlimited period has expired. **Data Services** are available at \$1 per MB.

*A dollar credit will be automatically applied to a customer's account on the date that the airtime card/PIN is redeemed. Expiration date of these funds will adhere to the standard business rules associated with card/PIN denomination. These funds may be used at the customer's discretion on available services.

Unresolved questions or complaints regarding Lifeline services may be directed to the following state offices or agencies: Massachusetts Department of Telecommunications & Cable at (800) 766-3777.

PLAN OPTION 2

2

250 minutes/texts

ADDITIONAL
minutes/texts

10¢

each

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

Record Request #7

Provide general information regarding the Company's credit facilities [other than credit facilities with Sprint]. It is expected this will include Kroger and other Bank financing. Indicate the lender, borrower, guarantors, amount and convertibility of debt.

Record Request #9

Provide information regarding the Sprint credit facility, including the terms of convertibility of notes (from debt to equity), indicating the amount of equity which Sprint could hold if converted. Also describe any provisions which would permit Sprint to terminate service in the event of a default under the credit facility.

Record Request #10

Describe the terms of interest due under any of the promissory notes owed by the Company.

Response:

[BEGIN CONFIDENTIAL AND PROPRIETARY]

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

[END CONFIDENTIAL AND PROPRIETARY]

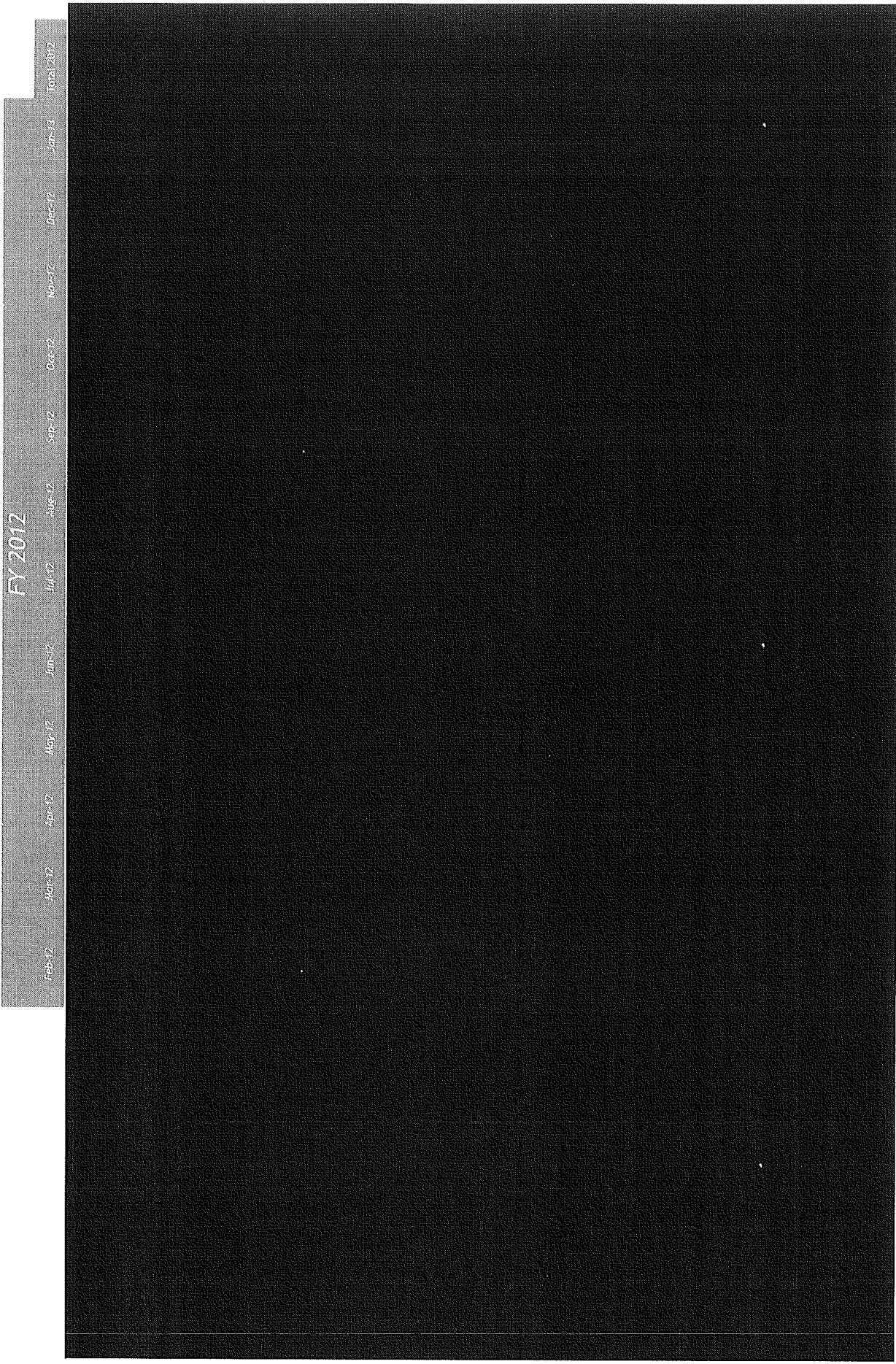
I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

Record Request #8

Provide forward-looking financial projections which demonstrate the anticipated, future profitability/viability of the business.

Response:

See attached financial projection for 2013, which is CONFIDENTIAL AND PROPRIETARY.



I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

Record Request #11

Provide a breakdown/detail of how much of the Company's cost of services goes to Sprint.

Response:

[BEGIN CONFIDENTIAL AND PROPRIETARY]

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

[END CONFIDENTIAL AND PROPRIETARY]

I-WIRELESS, LLC RESPONSES TO RECORD REQUESTS
D.T.C. 12-5
October 11, 2012

Record Request #12

Certify that the Company will comply with the mass migration requirements set forth in D.T.E. 02-28.

Response:

i-wireless agrees to comply with D.T.E. 02-28 to the extent that these requirements are not in contradiction with FCC rules or the Company's FCC-approved Compliance Plan and to the extent that the requirements are applicable to a wireless Lifeline provider.