

Universal Service Fund’s (“USF”) Lifeline program so that it may provide Lifeline service to qualifying Utah consumers. Total Call does not seek access to state funds at this time. The Company also does not seek access to funds from the federal USF for the purposes of participating in the Link-Up program or providing service to high cost areas.⁴ As demonstrated herein, and as certified by Total Call’s COO in Exhibit 1 to this Petition, Total Call meets all the statutory and regulatory requirements for designation as an ETC in the State of Utah, including the new requirements outlined in the FCC’s *USF/ICC Transformation Order*⁵ and *Lifeline and Link Up Reform Order*.⁶ Rapid grant of Total Call’s request, moreover, would advance the public interest because it would enable the Company to commence much needed Lifeline services to low-income Utah residents as soon as possible. Accordingly, the Company respectfully requests that the Commission expeditiously approve this Petition for ETC designation.

II. TOTAL CALL’S UNIVERSAL SERVICE OFFERING

A. Company Overview

⁴ Given that Total Call only seeks Lifeline support from the low-income program and neither seeks participation in the Link-Up program nor high-cost support, ETC certification requirements for the high-cost program are not applicable to Total Call. Moreover, as a reseller, Total Call does not own or control any networks or other facilities. As such, Total Call has no basis for filing an investment plan, and therefore requests the Commission to waive this requirement. Total Call is currently designated as an ETC in Maryland, Michigan, Nevada, Texas and West Virginia, currently has applications for ETC designation pending with Arkansas, California, Hawaii, Idaho, Illinois, Louisiana, Maine, Minnesota, New Jersey, Ohio, Pennsylvania, and Washington, and is awaiting designation as an ETC by the FCC in the states of Alabama, Connecticut, Delaware, District of Columbia, Florida, New Hampshire, New York, North Carolina, Tennessee, and Virginia; no such petitions have been denied.

⁵ *In the Matter of Connect America Fund, A National Broadband Plan for Our Future, Establishing Just and Reasonable Rates for Local Exchange Carriers, High-Cost Universal Service Support, Developing a Unified Intercarrier Compensation Regime, Federal-State Joint Board on Universal Service, Lifeline and Link-Up, Universal Service Reform – Mobility Fund*, WC Docket No. 10-90, GN Docket No. 09-51, WC Docket No. 07-135, WC Docket No. 05-337, CC Docket No. 96-45, WC Docket No. 03-109, WT Docket No. 10-208, Report and Order and Further Notice of Proposed Rulemaking, FCC 11-161 (rel. Nov. 18, 2011) (“*USF/ICC Transformation Order*”).

⁶ *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*”).

Total Call is a Delaware Corporation.⁷ Its principal office is located at 1411 W. 190th St., Suite 700, Gardena, California 90248. Total Call provides nationwide, prepaid and postpaid wireless telecommunications services to consumers by reselling the network services of Sprint PCS (“Sprint”). Total Call obtains from Sprint the network infrastructure and transmission facilities to allow the Company to operate as a Mobile Virtual Network Operator (“MVNO”), similar to TracFone Wireless, Inc. (“TracFone Wireless”), which has been granted ETC status by the Commission.⁸

Total Call’s wireless services, which are affordable and easy to use, are attractive to low-income and lower-volume consumers because they provide low-income and lower-volume consumers with access to emergency services and a reliable means of communication that can be used at home or while traveling to remain in touch with friends and family, as well as a means of contacting prospective employers. Total Call offers consumers simple and affordable calling plans, a variety of prepaid and postpaid service plans, easy-to-use handsets, and high-quality customer service. Based on internal surveys, targeted pricing and marketing strategies, and the demographics of other, similar Mobile Virtual Network Operators’ (“MVNO”) customers, Total Call anticipates that many of its customers will be from low-income backgrounds and will not have previously enjoyed access to wireless service because of economic constraints, poor credit history, or sporadic employment. Total Call does not conduct credit checks or require customers to enter into long-term service contracts as a prerequisite to obtaining prepaid wireless service or its proposed Lifeline program service.

⁷ Total Call was incorporated in the State of Delaware on August 11, 2005. The Company hereby reports its corporate and trade names, along with its holding company, operating companies and affiliates as follows: Total Call International is the parent of Total Call Mobile, Inc.; KDDI of America is the majority owner of Total Call International; Locus Telecommunications and KDDI Global are affiliates of Total Call International.

⁸ See *In the Matter of the Petition of TracFone Wireless, Inc. for Designation as an Eligible Telecommunications Carrier in the State of Utah for the Limited Purpose of Offering Lifeline Service to Qualified Households*, Docket No. 09-2511-01, Report and Order (September 10, 2010) (“*TracFone ETC Order*”).

By providing affordable wireless plans and quality customer service to consumers who are otherwise unable to afford them, or who were previously ignored by traditional carriers, Total Call will expand the availability of wireless services to an increased number of consumers and in doing so, address Congress' principal goal for the universal service program.

B. Proposed Lifeline Plans

Total Call has the ability to provide all services and functionalities supported by the universal service program, as detailed in revised FCC Rule 54.101(a)⁹ throughout the State of Utah. Total Call intends to be a leader in the wireless marketplace by offering exceptional value and competitive amounts of voice usage at all price points to consumers.

Lifeline Offering. The Company's prepaid Lifeline service offering will provide customers with the same features and functionalities enjoyed by all Total Call prepaid customers. As demonstrated by Exhibit 2, Total Call's Lifeline service offering proposes to give eligible customers five (5) Lifeline Plan choices¹⁰:

1. 150 Minute Plan. Under Lifeline Plan 1, eligible customers enjoy a free handset, 150 anytime minutes per month. Said minutes can be used for domestic calls or international calling to 250 locations for no additional per minute charge. As an option, customers may use text, inbound or outbound, which consumes 1 Plan minute. Additional usage is priced at 10 cents per minute and 5 cents per text. Except for the 250 included international locations, there is an additional per minute charge to make international calls.
2. 250 Minute Plan. Under Lifeline Plan 2, eligible customers receive a free handset and 250 anytime minutes per month. As an option, customers may use text, inbound

⁹ See *Lifeline and Link Up Reform Order* at page 207, revised § 54.101(a).

¹⁰ In accordance with 47 C.F.R. § 54.202(a)(5), the Company's Lifeline terms and conditions can be found at www.totalcallmobile.com.

or outbound, which consumes 1 Plan minute. Additional usage is priced at 10 cents per minute and 5 cents per text.

3. Discounted Regular Plans. Eligible customers may apply the Company's Lifeline discount of \$10.00 (i.e. which is greater than the \$9.25¹¹ currently provided by the FCC) to the Company's 1000 Talk & 1000 Text retail plan (regularly \$29.99) (Lifeline Plan 3), 30-day Unlimited Talk & Text retail plan (regularly \$39.99) (Lifeline Plan 4), the 30-day Unlimited Talk, Text & Data retail plan (regularly \$49.99) (Lifeline Plan 5).

Total Call does not impose burdensome credit checks or long-term service contracts on its prepaid customers. All Lifeline plans come with a free handset, free customer care calls, free balance inquiries, and access to voice mail, caller I.D. and call waiting features at no additional charge. Also, customers are not bound by a local calling area requirement; all Total Call plans come with domestic long distance at no extra per minute charge and exceptional nationwide digital coverage on the Nationwide Sprint PCS Network. Given this nationwide coverage, there is minimal need for roaming. As an additional precaution, Total Call blocks roaming ability on its Lifeline handsets so that customers will not incur unexpected roaming charges. Calls to 911 emergency services are always free, regardless of service activation or availability of minutes.

As demonstrated by Exhibit 2, the Company's Lifeline offerings will not only allow feature-rich mobile connectivity for qualifying subscribers at no cost to the subscriber, but will also give eligible customers access to a variety of rate plans that are comparable in minutes and features to those available to post-paid wireless subscribers but at low Lifeline rates and without the burden of credit checks or service contracts. Total Call's prepaid offering, therefore, will be

¹¹ See *Lifeline and Link Up Reform Order* at page 5.

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

C. Plan Enrollment

Customers interested in obtaining information on the Lifeline program will be directed to a toll-free telephone number and to the Company's website, which will contain information regarding Total Call's Lifeline service plans, including a detailed description of the programs and state-specific eligibility criteria. Applicants must complete the enrollment form, which will require all consumers, at sign up and annually thereafter, to provide the information and certifications, under penalty of perjury, required by revised FCC Rule 54.410(d).¹² See Exhibit 3 for more detailed enrollment information.

D. Prevention of Waste, Fraud and Abuse

Total Call recognizes the importance of safeguarding the USF. As such, the Company has implemented the following 90-day non-usage policy in an effort to avoid waste, fraud, and abuse of the program. Total Call will not consider a prepaid subscriber activated, and will not seek reimbursement for Lifeline for that subscriber, until the subscriber activates the Company's prepaid service through usage of the service.¹³ In addition, after service activation, Total Call will provide a de-enrollment notice to subscribers that have not used their service for 60 days. After 60 days of non-use, Total Call will provide notice to the subscriber that failure to use the Lifeline service within a 30-day notice period will result in de-enrollment.¹⁴ For these purposes, subscribers will be considered to "use" the service by: (1) completing an outbound call; (2) purchasing minutes from the Company to add to the subscriber's plan; (3) answering an incoming call from a party other than the Company; or (4) responding to a direct contact from

¹² See *Lifeline and Link Up Reform Order* page 227-29.

¹³ See *Lifeline and Link Up Reform Order* at ¶ 257; 47 C.F.R. § 54.54.407(c)(1).

¹⁴ See *Lifeline and Link Up Reform Order* at ¶ 257; 47 C.F.R. § 54.54.405(e)(3).

the Company and confirming that the subscriber wants to continue receiving the service.¹⁵ If the subscriber does not respond to the notice, the subscriber will be de-enrolled and Total Call will not request further Lifeline reimbursement for the subscriber. Customers that have been deactivated may participate in the Company's Lifeline service in the future by reapplying and re-establishing eligibility.

III. THE PUBLIC SERVICE COMMISSION OF UTAH HAS JURISDICTION TO DESIGNATE WIRELESS ETCs

The Public Service Commission of Utah ("Commission") has the requisite jurisdiction to authorize the limited ETC designation requested herein.¹⁶ Section 214(e)(2) of the Act provides state public utility commissions with the "primary responsibility" for the designation of ETCs.¹⁷ Although Section 332(c)(3)(A)¹⁸ of the Act prohibits states from regulating the entry of, or the rates charged by, any provider of commercial mobile service or any private mobile service, this prohibition does not allow states to deny wireless carriers ETC status.¹⁹ Therefore, the Commission has the authority to designate Total Call as an ETC.

Pursuant to this authority, the Commission has historically participated in determining whether to grant ETC status to an applying carrier, including any requesting wireless carrier.²⁰ Under the Act, a state public utility commission with jurisdictional authority over ETC designations must designate a common carrier as an ETC if the carrier satisfies the requirements of Section 214(e)(1). Total Call establishes below that it currently meets all of the requirements

¹⁵ See *Lifeline and Link Up Reform Order* at ¶ 261; 47 C.F.R. § 54.54.407(c)(2).

¹⁶ UTAH CODE ANN. § 54-8b-15.

¹⁷ 47 U.S.C. § 214(e)(2).

¹⁸ 47 U.S.C. § 332(c)(3)(A).

¹⁹ See *Federal-State Joint Board on Universal Service, First Report and Order, 12 FCC Rcd 8776, 8858-59, ¶ 145 (1997)* ("USF Order").

²⁰ See e.g., *TracFone ETC Order*; see also *In the Matter of Virgin Mobile USA, L.P. Petition for Limited Designation as an Eligible Telecommunications Carrier*, Docket No. 10-2521-01, Report and Order (May 25, 2011) ("*Virgin Mobile ETC Order*").

of Section 214(e)(1). Thus, the Commission has the authority under Section 214(e)(2) of the Act to grant Total Call's request for designation as an ETC throughout the State of Utah.

A. The ETC Designation Request is Consistent with Recent Commission Precedent

Total Call's request for ETC designation to participate in the Lifeline program is consistent with the Commission's recent designation of TracFone Wireless and Virgin Mobile USA, L.P. ("Virgin Mobile") as ETCs.²¹ In its decisions, the Commission determined that TracFone Wireless and Virgin Mobile satisfied all of the necessary eligibility requirements, and that designation of a prepaid wireless provider as an ETC would serve the public interest. Total Call requests that the Commission expeditiously process its ETC Petition so that it can quickly commence providing qualifying low-income Utah customers with affordable USF-supported wireless services during these challenging economic times. Designating Total Call as an ETC would further competition for wireless Lifeline services, would offer Lifeline-eligible consumers an additional choice of providers from which they may access telecommunications services, and represents a significant step towards the goal of ensuring all low-income consumers have the opportunity to share in the many benefits associated with having access to wireless services.

IV. TOTAL CALL SATISFIES THE REQUIREMENTS FOR DESIGNATION AS AN ETC

Section 254(e) of the Act provides that "only an eligible telecommunications carrier designated under Section 214(e) shall be eligible to receive specific federal universal service support." Section 214(e)(2) of the Act authorizes state commissions, such as the Commission, to designate ETC status for federal universal service purposes and authorizes the Commission to designate wireless ETCs.²² Section 214(e)(1)(A) of the Act, and FCC Rules 54.101(b) and

²¹ See e.g. *TracFone ETC Order*; *Virgin Mobile ETC Order*.

²² *USF Order*, at 8858-59, ¶ 145.

54.201(d)(1) provide that applicants for ETC designation must be common carriers that will offer all of the services supported by universal service, either using their own facilities or a combination of their own facilities and the resale of another carrier's services, unless granted forbearance from this requirement by the FCC.²³ Pursuant to Section 214(e)(1)(B) and FCC Rule 54.201(d)(2), applicants must also commit to advertise the availability and rates of such services.²⁴ Additional requirements for Commission designation of ETCs are set forth in revised FCC 54.202.²⁵ As detailed below, Total Call satisfies each of the above-listed requirements.

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

Total Call recognizes that Section 214(e)(1)(A) of the Act and FCC Rule 54.201(d)(1)²⁶ require ETCs to offer services, at least in part, using their own facilities, and that FCC Rule 54.201(i)²⁷ prohibits state commissions from designating as an ETC a telecommunications carrier that offers services exclusively through the resale of another carrier's services. However, the FCC granted Total Call forbearance from the facilities-based service requirement in its *Lifeline and Link Up Reform Order*.²⁸ Section 10(e)²⁹ of the Act provides: “[a] State commission may not continue to apply or enforce any provision of this chapter that the [Federal Communications] Commission has determined to forbear from applying under subsection (a) of this section.” As such, the Commission is required by Section 10(e) to act in accordance with the FCC's grant of forbearance to Total Call, and therefore may not apply the facilities-based requirement to Total Call.

²³ See 47 U.S.C. § 214(e)(1) and 47 C.F.R. § 54.201(b) and (d)(1).

²⁴ See 47 U.S.C. § 214(e)(1) and 47 C.F.R. § 54.201(d)(2).

²⁵ See *Lifeline and Link Up Reform Order* at page 208, revised § 54.202.

²⁶ See 47 U.S.C. § 214(e)(1) and 47 C.F.R. § 54.201(d)(1).

²⁷ 47 C.F.R. § 54.201(i).

²⁸ See *Lifeline and Link Up Reform Order* ¶ 521; see also Total Call Mobile, Inc. Petition for Forbearance, WC Dkt. No. 09-197 (filed May 25, 2011)

²⁹ 47 U.S.C. § 160(e).

Total Call, in its provision of wireless services, will rely on resold services which the Company will obtain from underlying wireless carriers that currently operate their own networks. In its *Lifeline and Link Up Reform Order*, the FCC granted Total Call's request for forbearance from the facilities requirement, and stated, "the Commission will forbear from the "own-facilities" requirement contained in Section 214(e)(1)(A) for carriers that are, or seek to become, Lifeline-only ETCs, subject to the following conditions:³⁰

"(1) the carrier must comply with certain 911 requirements [(a) providing its Lifeline subscribers with 911 and E911 access, regardless of activation status and availability of minutes; (b) providing its Lifeline subscribers with E911-compliant handsets and replacing, at no additional charge to the subscriber, noncompliant handsets of Lifeline-eligible subscribers who obtain Lifeline-supported services; and (c) complying with conditions (a) and (b) starting on the effective date of this Order]; and

(2) the carrier must file, and the Bureau must approve, a compliance plan providing specific information regarding the carrier's service offerings and outlining the measures the carrier will take to implement the obligations contained in this Order as well as further safeguards against waste, fraud and abuse the Bureau may deem necessary."

Total Call will avail itself of the FCC's grant of blanket forbearance. In accordance with the *Lifeline and Link Up Reform Order*, Total Call filed its Compliance Plan, which the FCC approved on May 25, 2012. A copy of Total Call's Compliance Plan, as approved, is attached hereto as Exhibit 5. Total Call commits to providing Lifeline service in Utah in accordance with its Compliance Plan.

B. Total Call Is a Common Carrier

CMRS providers like Total Call are treated as common carriers for regulatory purposes.³¹

³⁰ See *Lifeline and Link Up Reform Order* at ¶¶ 368, 373 and 379.

³¹ *Implementation of Sections 3(n) and 332 of the Communications Act, Regulatory Treatment of Mobile Services*, GN Docket No. 93-252, Second Report and Order, 9 FCC Rcd 1411, 1425 ¶ 37, 1454-55 ¶ 102 (1994) (wireless resellers are included in the statutory "mobile services" category, and providers of cellular service are common carriers and CMRS providers); 47 U.S.C. § 332(c)(1)(A) ("mobile services" providers are common carriers); see also *PCIA Petition for Forbearance for Broadband PCS*, WT Docket No. 98-100, Memorandum Opinion and Order and Notice of Proposed Rulemaking, 13 FCC Rcd 16857, 16911 ¶ 111 (1998) ("We concluded [in the *Second Report and Order*] that CMRS also includes the following common carrier services: cellular service, ... all mobile telephone services and resellers of such services.") (emphasis added).

Total Call is a common carrier as that term is defined in the Act³² and, as such, is eligible for designation as an ETC.

C. Total Call Will Provide All Required Services and Functionalities

Through its wholesale arrangement with Sprint, Total Call offers, or will offer upon designation as an ETC in Utah, all of the services and functionalities required by revised FCC Rules 54.101(a)³³ and 54.202(a)³⁴, including the following:

1. Voice Grade Access to the Public Switched Telephone Network

Total Call provides the voice grade access to the public switched telephone network (“PSTN”) required by revised FCC Rule 54.101(a)³⁵ through the purchase of wholesale CMRS services from Sprint.

2. Minutes of Use for Local Service

As part of the voice grade access to the PSTN, an ETC is required by revised FCC Rule 54.101(a)³⁶ to provide minutes of use for local service at no additional charge to end-users. The FCC has determined that a carrier satisfies the local usage requirements when it offers customers rate plans containing varying amounts of local usage.³⁷ Total Call offers a variety of rate plans that provide its customers with minutes of use for local service at no additional charge.

3. Access to 911 and E911 Emergency Service

Total Call provides 911 and E911 access for all of its customers even when there is a zero

³² See 47 U.S.C. § 153(h)(10).

³³ See *Lifeline and Link Up Reform Order* at page 207, revised § 54.101(a).

³⁴ See *Lifeline and Link Up Reform Order* at page 208, revised § 54.202(a).

³⁵ See *Lifeline and Link Up Reform Order* at page 207, revised § 54.101(a).

³⁶ *Id.*

³⁷ See e.g., *Farmers Cellular, Inc.*, CC Docket No. 96-45, Memorandum Opinion and Order, 18 FCC Rcd 3848, 3852 ¶ 9 (2003); *Pine Belt Cellular, Inc. and Pine Belt PCS, Inc.*, CC Docket No. 96-45, Memorandum Opinion and Order, 17 FCC Rcd 9589, 9593 ¶ 10 (2002); *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, 16 FCC Rcd 48, 52 ¶ 10 (2000).

dollar balance on a handset consistent with the requirements of revised FCC Rule 54.101(a)³⁸. Total Call also complies with the FCC’s regulations governing the deployment and availability of E911 compatible handsets.

4. Toll Limitation for Qualified Low-Income Customers

FCC Rule 54.101(a) requires toll limitation services to qualifying low-income consumers. However, in its *Lifeline and Link Up Reform Order*, the FCC stated that toll limitation would no longer be deemed a supported service.³⁹ “ETCs are not required to offer toll limitation service to low-income consumers if the Lifeline offering provides a set amount of minutes that do not distinguish between toll and non-toll calls.”⁴⁰ Nonetheless, Total Call’s offerings inherently allow Lifeline subscribers to control their usage, as its wireless service is offered on a prepaid pay-as-you-go basis. Total Call’s services, moreover, are not offered on a distance-sensitive basis and local and domestic long distance minutes are treated the same. Total Call will not seek reimbursement for toll limitation service.

5. Other Services

While no longer required by revised FCC Rule 54.101(a), Total Call 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 by dialing “411” from the provided wireless handsets.

D. Total Call Will Advertise the Availability of Supported Services

³⁸ *Id.*

³⁹ See *Lifeline and Link Up Reform Order* at ¶ 367.

⁴⁰ See *id.* at ¶ 49.

Total Call will advertise the availability and rates for the services described above using media of general distribution as required by Section 214(e)(1)(B) of the Act, FCC Rule 54.201(d)(2)⁴¹, and in accordance with the requirements set forth in the *Lifeline and Link Up Reform Order*, as outlined in the Company's Compliance Plan.⁴² The following are the planned advertising and outreach campaigns. Total Call will advertise its services in a manner reasonably designed to reach those likely to qualify for Lifeline services, and will use multiple mediums for outreach, including direct mail, and the internet.⁴³ Total Call will engage in advertising campaigns specifically targeted to reach those likely to qualify for Lifeline services, promoting the availability of cost-effective wireless services to this neglected consumer segment. Total Call will also promote the availability of its Lifeline offerings by distributing brochures through various state and local social service agencies, if permitted, in order to inform customers of the availability of its Lifeline services.

In addition, Total Call intends to utilize its distribution network to help promote the availability of its Lifeline plans, especially those with retail outlets that are frequented by low income consumers. Total Call will provide its distribution with point of sale materials and printed materials describing the Company's Lifeline program for use by retail outlets.⁴⁴ Total Call expects to be able to inform consumers of the availability of Lifeline service in a manner that will result in significantly higher participation by qualified consumers than has been the case in the past.

Statistics suggest that there are many eligible customers who are not yet aware of the programs. According to the best data available to the Company, as of December 31, 2010, only

⁴¹ See 47 C.F.R. § 54.201.

⁴² See Exhibit 5, section I.E. See also *Lifeline and Link Up Reform Order* at Section VII.F.

⁴³ The planned advertising and outreach campaigns identified herein may be adjusted depending on effectiveness and costs.

⁴⁴ See attached Exhibit 4 for a sample advertisement.

between 10-20% of consumers eligible for Lifeline Services in the State of Utah were being provided such services.⁴⁵

E. Total Call Requests Designation Throughout Its Service Area in Utah

Total Call is not a rural telephone company as defined in Section 153(37)⁴⁶ of the Act. Accordingly, it is required to describe the geographic area(s) within which it requests designation as an ETC.⁴⁷ Total Call requests designation as an ETC throughout its entire service area in Utah, which is wherever its underlying carrier, Sprint, has coverage.⁴⁸ Total Call, through its resale of wireless services provided by its underlying carrier in Utah, can provide service in every Zip Code in the State of Utah. Accordingly, Total Call seeks ETC status throughout the entire State of Utah.

Total Call understands that its service area overlaps with many rural carriers in Utah, but maintains that the public interest factors described below justify its designation in these carriers' service areas, especially because it seeks ETC designation solely to utilize USF funding to provide Lifeline service to qualified low-income consumers. It does not seek and will not accept high cost support. Nor does Total Call seek to provide Link-Up service. Therefore, its designation as an ETC will cause no growth in the high cost portions of the USF and will not erode high cost support from any rural telephone company. In fact, the FCC has determined that “[d]esignation of competitive ETCs promotes competition and benefits consumers in rural and

⁴⁵ See attached Exhibit 6, 2010 Lifeline Participation Rates by State, which was obtained from the Universal Service Administrative Company (“USAC”), an independent non-for-profit corporation designated as the administrator of the federal Universal Service Fund by the FCC. USAC administers Universal Service Fund (USF) programs for high cost companies serving rural areas, low-income consumers, rural health care providers, and schools and libraries.

⁴⁶ 47 U.S.C. § 153(37).

⁴⁷ Public Notice – Procedures for FCC Designation of Eligible Telecommunications Carriers Pursuant to Section 214(e)(6) of the Communications Act, FCC 97-419, 12 FCC Rcd 22947 (1997).

⁴⁸ See Exhibit 7 for a list of wire centers included in the Company’s coverage area in Idaho.

high-cost areas by increasing customer choice, innovative services, and new technologies.”⁴⁹ As an option, the Commission may designate Total Call as an ETC in non-rural areas that Total Call serves without redefining the service areas of non-rural telephone companies. However, the Commission may also designate Total Call as an ETC in rural telephone company service areas upon a finding that such designation would serve the public interest.⁵⁰

F. Compliance with Service Requirements

Revised FCC Rule 54.202(a)(1)(i) requires an applicant to certify that it will comply with the service requirements applicable to the support that it receives.⁵¹ Total Call provides service in Utah by reselling service that it obtains from its underlying carrier. The carrier’s network is operational and largely built out. Thus, Total Call will be able to commence offering its Lifeline service to all locations served by its underlying carrier very soon after receiving approval from the Commission. Total Call commits to comply with the FCC’s service requirements applicable to the support that it receives.⁵²

G. Five-Year Network Improvement Plan

Although revised FCC Rule 54.202(a)(1)(ii) requires a common carrier seeking ETC designation to submit a five-year plan improvement plan as part of its application⁵³, the FCC has stated that a common carrier seeking designation as a Lifeline-only ETC is not required to submit such a plan as part of its application for designation as an ETC.⁵⁴

H. Ability to Remain Functional in Emergency Situations

Revised FCC Rule 54.202(a)(2) requests information that demonstrates that Total Call

⁴⁹ See *Western Wireless Corporation Petition for Designation as an Eligible Telecommunications Carrier in the State of Wyoming, Memorandum Opinion and Order*, 16 FCC Rcd 48, 55 (2000).

⁵⁰ See 47 C.F.R. § 54.207(c).

⁵¹ See *Lifeline and Link Up Reform Order* at page 207, revised § 54.202(a).

⁵² See *Lifeline and Link Up Reform Order* page 208, revised § 54.202(a)(1)(i).

⁵³ See *Lifeline and Link Up Reform Order* page 208, revised § 54.202(a)(1)(ii).

⁵⁴ See *Lifeline and Link Up Reform Order* at ¶ 386.

has the ability to remain functional in emergency situations, has a reasonable amount of back-up power and is able to reroute traffic spikes caused by emergency situations.⁵⁵ Given that Total Call is a reseller, it neither owns nor operates any cell site, microwave hubs, or switches. Therefore, the requirements in revised FCC Rule 54.202(a)(2) that Total Call demonstrate that it has a reasonable amount of back-up power and is able to reroute and manage traffic in emergency situations is not applicable. Total Call provides service in Utah by reselling services of its underlying wireless network carrier. Through its agreement with its underlying carrier, Total Call will provide its customers with the same ability to remain functional in emergency situations as is currently provided by the ILECs to their own customers.

I. Commitment to Consumer Protection and Service Quality

An ETC applicant must demonstrate that it will satisfy applicable consumer protection and service quality standards in accordance with revised FCC Rule 54.202(a)(3).⁵⁶ Specifically, Total Call commits to comply with the Cellular Telecommunications and Internet Association's (CTIA) Consumer Code for Wireless Service, and also commits to exceptional customer service standards. Customers will experience the level of service, including wait times typical of post-paid customer service, which is generally superior to prepaid service. Customers will also be able to contact Customer Care via the Company's toll free number or by mail. In addition, there are a number of automated systems and web options for customer needs. Customers may call Total Call or visit the Company's website for additional information or to buy additional airtime, should they wish to do so. Total Call is committed to resolving customer questions, concerns and complaints in a swift and satisfactory manner. Total Call will designate a contact person to work with the Commission regarding complaint resolution. Once Total Call is made aware of

⁵⁵ See *Lifeline and Link Up Reform Order* page 209, revised § 54.202(a)(2).

⁵⁶ See *Lifeline and Link Up Reform Order* page 209, revised § 54.202(3).

consumer complaints/inquiries, a trained customer care supervisor or manager will respond within 48 hours. Where a phone number is associated with the complaint, the customer will be contacted by telephone (minutes will not count against the customer). Otherwise, Total Call will use e-mail or regular mail, depending on the customer's preference or the information available to Total Call.

J. Local Usage Requirement

FCC rules no longer require an applicant for ETC designation to demonstrate that it offers a local usage plan that is “comparable” to the plan offered by the ILEC in the relevant service territory.⁵⁷ Nevertheless, similar to ILEC Lifeline offerings, Total Call customers will have the option to apply the Lifeline discount to the Company's retail rate plans and will have the option for unlimited local calling (i.e. if the customer signs up for Lifeline Plan 4 (unlimited talk and text) or Lifeline Plan 5 (unlimited talk, text, and data). Not only will Total Call's offering be comparable to the underlying ILEC plans, but it also will exceed them in several respects. For Lifeline Plans 1 and 2, Total Call will offer Lifeline customers a certain amount of service free of charge. In contrast to the ILEC plans, which contain relatively small local calling areas, Total Call customers can use these free minutes to place calls statewide (or even nationwide) because Total Call does not constrict customers' use by imposing a local calling area requirement. Total Call will also provide Lifeline customers with E911 capabilities at no cost as well as voice mail, caller I.D., and call waiting features at no cost. The very nature of the wireless phone, i.e. mobility, has a tremendous benefit to many consumers, a benefit to which a monetary value cannot be easily assigned.

K. Equal Access Requirement

⁵⁷ See *Lifeline and Link Up Reform Order* at page 208, revised § 54.202(a).

Pursuant to revised FCC Rule 54.202(a), Total Call is no longer required to acknowledge that it may be required to provide equal access to long distance carriers in the event that no other ETC is providing equal access within the service area.⁵⁸

L. Total Call is Financially and Technically Capable

In accordance with revised FCC Rule 54.202(a)(4)⁵⁹ Total Call is financially and technically capable of providing Lifeline-supported services.⁶⁰ Total Call has been in business for 6 years and provides services to both Lifeline and non-Lifeline customers. Total Call already successfully provides wireless services in 49 states. Total Call has not been subject to enforcement action or ETC revocation proceedings in any state. Total Call does not, and has no intent to, offer exclusively Lifeline-supported services—and is therefore not exclusively dependent on universal service funds for its revenue. Total Call also has the financial support of its parent company, KDDI of America, which is a subsidiary of KDDI of Japan, the second largest carrier in Japan. Furthermore, the senior management of Total Call has great depth of knowledge in the telecommunications industry and offers extensive telecommunications business, technical and managerial expertise to the Company.⁶¹ Also, since Total Call will be providing resold wireless service, it will rely upon the managerial and technical expertise of its underlying carrier (i.e. Sprint).

M. Total Call Will Comply with Lifeline Certification and Verification Requirements

Revised FCC Rule 54.410 and 54.416 requires ETCs to certify and verify a Lifeline customer's initial and continued eligibility.⁶² Total Call will certify and verify consumer

⁵⁸ See *id.*

⁵⁹ See *Lifeline and Link Up Reform Order* page 209, revised § 54.202(4).

⁶⁰ See *Lifeline and Link Up Reform Order* at ¶ 387.

⁶¹ See Exhibit 8 for key management resumes.

⁶² See *Lifeline and Link Up Reform Order* page 224, revised § 54.410 and 54.416.

eligibility in accordance with the FCC's requirements, including the new rules set forth in the *Lifeline and Link Up Reform Order*, and with UAC R746-341-3 and R746-341-4⁶³.

N. Total Call Will Comply with All Regulations Imposed by the Commission

By this Petition, Total Call hereby asserts its willingness and ability to comply with all the rules and regulations that the Commission may lawfully impose upon the Company's provision of service contemplated by this Petition, to the extent such provisions apply to a prepaid wireless provider. Total Call commits to comply with the reporting requirements adopted by the Commission⁶⁴.

1. Request for Waiver of Certain Commission Requirements

Total Call respectfully requests a waiver of the requirements under UAC R741-341-5(C) and UAC R746-341-6(A) to participate in the Link-Up America Plan provided by the FCC because the FCC's recent *Lifeline and Link Up Reform Order* has phased out this program on non-tribal lands⁶⁵, and has limited the availability of the program on tribal lands to those ETCs receiving high-cost support⁶⁶. Because Total Call will not request high-cost support, it maintains that UAC R741-341-5(C) and R741-341-6(A) do not apply.

Total Call also respectfully requests a waiver of UAC R746-360-6(D), which provides that "only facilities-based providers, will be eligible to receive support from the fund. Where service is provided through one telecommunications corporation's resale of another telecommunications corporation's service, support may be received by the latter only." Applying this requirement to a carrier seeking only low-income funding is contrary to the purpose of the state USF. UAC R746-360-1 clearly states that an express purpose of the fund

⁶³ See UAC R746-341-3 and R746-341-4.

⁶⁴ See UAC R746-341-7.

⁶⁵ See *Lifeline and Link Up Reform Order* at page 106-112.

⁶⁶ *Id.* at 112.

established under Utah Code Ann. § 54-8b-15 is “ensuring that customers have access to basic telecommunications service at just, reasonable and affordable rates.”⁶⁷ In keeping with this goal, UAC R746-360-7(D) provides additional USF funds for discounts to Lifeline customers, separate from the funding USF proxy cost model for high-cost support as set forth in UAC R746-360-7(A)-(C). Unfortunately, UAC R746-360-6(D) not only precludes carriers that do not invest in network infrastructure from receiving high-cost funds, it also precludes resellers from using state USF funds to provide additional discounts to Lifeline customers even though such funds would directly support affordable telephone service for low-income customers. While restricting funds for infrastructure improvements may be reasonable for facilities-based carriers, the restriction makes no sense for low-income funding, and only serves to reduce competition and customer choice for low-income Utah residents. Thus, because the effect of UAC R746-360-6(D), if applied to low-income funds, is in direct conflict with the purposes of universal service, particularly the goal to “preserve and promote universal service within the state by ensuring that customers have access to affordable basic telephone service,”⁶⁸ Total Call requests a waiver of UAC R746-360-6(D) pursuant to UAC R746-360-7(E).

2. Regulatory Fees

Total Call will pay all applicable federal, state, local regulatory fees in a timely manner, including, but not limited to, universal service fees, “the funding of emergency services addressed in Utah Code Ann. §§ 69-2-5, 69-2-5.5 and 69-2-5.6 (911 emergency

⁶⁷ See UAC R746-360-1.

⁶⁸ UTAH CODE ANN. § 54-8b-15(6)(b).

telecommunications services, the Poison Control Center, and statewide Unified E-911 emergency service).”⁶⁹

3. Discounts

Pursuant to UAC § R746-341-5(A), Total Call’s Lifeline telephone service shall consist of dial tone line, usage charges or their equivalent, and any Extended Area Service (EAS) charges. However, Total Call shall only apply a discount of \$9.25, reflecting the amount of federal funding, to the monthly usage charge for its Lifeline service offerings. Any additional discounts will be provided by the Company. For example, the \$10.00 discount offered in Total Call’s Lifeline Plans 3, 4, and 5 is made up of \$9.25 in federal funding plus \$0.75 in Company discounts.

4. Deposits

Total Call will comply with UAC § R746-341-5(B) to the extent such provisions apply to a prepaid wireless provider. Total Call does not provide toll blocking because it neither charges for long-distance nor requires security deposits on its Lifeline service.

5. Nonrecurring Charge Waiver

Pursuant to UAC § R746-341-5(D), Total Call shall waive any nonrecurring service charges for changing service plans, or for switching to Lifeline service.

6. Disconnection

UAC § R746-341-5(E) does not apply to Total Call because, as a prepaid wireless provider, Total Call does not disconnect customers from service for nonpayment. In accordance with FCC Rules, Total Call will terminate Lifeline benefits if a Lifeline customer no longer qualifies to receive such benefits.

⁶⁹ See *In the Matter of Virgin Mobile USA, L.P., Petition for Limited Designation as an Eligible Telecommunications Carrier*, Public Service of Utah, Order on Reconsideration, Docket No. 10-2521-01 (July 13, 2011) at page 2.

7. Restrictions

Pursuant to UAC § R746-341-5(F), Total Call shall comply with Commission rules limiting each qualifying customer to a single Lifeline discount, including any restrictions on the number of discounts per residence.

8. Other Services

Pursuant to UAC § R746-341-5(G), Total Call will neither require Lifeline customers to purchase other services from Total Call, nor prohibit purchase of such service for customers complying with Total Call's terms and conditions. However if Total Call deems an application to be insufficient or incomplete, it reserves the right to deny a Lifeline applicant.

V. DESIGNATION OF TOTAL CALL AS AN ETC WOULD PROMOTE THE PUBLIC INTEREST

One of the principal goals of the Act, as amended by the Telecommunications Act of 1996, is “to secure lower prices and higher quality services for American telecommunications consumers and encourage the rapid deployment of new telecommunications technologies” to all citizens, regardless of geographic location or income.⁷⁰ There is no question that designating Total Call as an ETC in Utah will further the public interest by providing Utah consumers, especially low-income consumers, with lower prices and higher quality services. Many low-income customers in Utah have yet to reap the full benefits of the intensely competitive wireless market. Whether it is due to financial constraints, poor credit history or intermittent employment, these consumers often lack the countless choices available to most consumers.

The instant request for ETC designation must be examined in light of the Act's goal of providing low-income consumers with access to telecommunications services. The primary purpose of universal service is to ensure that consumers—particularly low-income consumers—

⁷⁰ *Telecommunications Act of 1996*, Pub. L. No. 104-104, 110 Stat. 56.

receive affordable and comparable telecommunications services. Given this context, designating Total Call as an ETC would significantly benefit low-income consumers eligible for Lifeline services in the State of Utah—the intended beneficiaries of universal service.

A. Advantages of Total Call’s Lifeline Offering

The public interest benefits of Total Call’s wireless service include larger local calling areas (as compared to traditional wireline carriers), the convenience and security afforded by mobile telephone service, the opportunity for customers to control cost by receiving a preset amount of monthly airtime at no charge, the ability to purchase additional usage at flexible and affordable amounts in the event that included usage has been exhausted, 911 service even if a handset has a zero balance) and, where available, E911 service in accordance with current FCC requirements. Total Call’s Lifeline customers will receive the same high-quality wireless services and exceptional customer service provided to all Company customers. Total Call’s Lifeline rate plans will not only allow feature-rich mobile connectivity for qualifying subscribers at no cost to the subscriber, but also will bring a variety of rate plans into the reach of Lifeline customers that are comparable in minutes and features to those available to post-paid wireless subscribers – but at low Lifeline rates and without the burden of credit checks or contracts.

Total Call offers customers five choices to better meet their needs: (1) a 150-minute plan, which includes international calling to over 250 locations for no additional per minute charge; (2) a 250-minute plan (domestic minutes only); (3) a 1000 Talk & 1000 Text retail plan for \$19.99 (regularly \$29.99); (4) a 30-day Unlimited Talk & Text retail plan for \$29.99 (regularly \$39.99); and (5) a 30-day Unlimited Talk, Text, & Data retail plan for \$39.99 (regularly \$49.99). All Lifeline plans include a free phone, call waiting, caller ID and voicemail free of charge. Total Call does not charge an activation fee or any other charge to establish service (other

Lifeline service providers often charge an activation charge of \$30.00). Minutes include nationwide coverage, so customers do not incur long distance charges, unlike local calling area offerings which prevent or charge extra for calls made outside of a defined area. Unlike many Lifeline competitor products, Total Call provides customer service calls free of charge (that is, these calls do NOT reduce a customer's minute allotment).

Total Call's Lifeline service will provide low-income Utah residents with the convenience and security offered by wireless services – even if their financial position deteriorates. Total Call's prepaid wireless plans enable consumers to enjoy the benefits of wireless telecommunication without being subject to extensive credit reviews and long-term service commitments, which historically have limited the availability of wireless service to many Americans, including many Utah residents. ETC designation in Utah would enable Total Call to offer appealing and affordable service offerings to low-income Utah customers to ensure that they are able to afford wireless services on a consistent and uninterrupted basis.

It is a commonly accepted fact that in today's market all consumers, including qualified Lifeline customers, view the portability and convenience of wireless service not as a luxury, but as a necessity. Mobile service allows children to reach their parents, wherever they may be, allows a person seeking employment the ability to be contacted by potential employers, and provides end users with the ability to contact emergency service providers, regardless of location. Providing Total Call with the authority necessary to offer discounted Lifeline services to those in most danger of losing wireless service undoubtedly promotes the public interest.

Moreover, grant of Total Call's Petition will serve the public interest in increasing the number of ETCs in Utah. By granting ETC status to Total Call, the Commission will enable Total Call to increase the number of Utah residents receiving Lifeline support, thereby increasing the

amount of USF money flowing into Utah. In sum, ETC designation in the State of Utah would enable Total Call to provide all of the public benefits cited by the FCC in its analysis in the *Virgin Mobile Order*. Namely, Total Call would provide “increased consumer choice, high-quality service offerings, and mobility,”⁷¹ as well as the safety and security of effective 911 and E911 services.⁷²

B. The Benefits of Competitive Choice

The benefits to consumers of being able to choose from among a variety of telecommunications service providers have been acknowledged by the FCC for more than three decades.⁷³ Designation of Total Call as an ETC will promote competition and innovation, and spur other carriers to target low-income consumers with service offerings tailored to their needs and to improve their existing networks to remain competitive, resulting in improved services to consumers. Designation of Total Call as an ETC will help assure that quality services are available at “just, reasonable, and affordable rates” as envisioned in the Act.⁷⁴ Introducing Total Call into the market as an additional wireless ETC provider will afford low income Utah residents a wider choice of providers and available services while enhancing the competitive marketplace as ETCs compete for a finite number of Lifeline-eligible customers. Increasing the competitive marketplace of providers has the potential to effectively increase the penetration rate and reduce the number of individuals not connected to the PSTN.

C. Impact on the Universal Service Fund

Total Call’s request for designation as an ETC solely for Lifeline purposes would not unduly burden the USF or otherwise reduce the amount of funding available to other ETCs.

⁷¹ See *Virgin Mobile Order*, 24 FCC Rcd at 3395 ¶ 38.

⁷² See *Id.* at 3391 ¶ 23.

⁷³ See, e.g., *Specialized Common Carrier Services*, 29 FCC Rcd 870 (1971).

⁷⁴ See 47 U.S.C. § 254(b)(1).

With Lifeline, ETCs only receive support for customers they obtain. The amount of support available to an eligible subscriber is exactly the same whether the support is given through a company such as Total Call or the ILEC operating in the same service area. Total Call will only increase the amount of USF Lifeline funding in situations where it obtains Lifeline customers not enrolled in another ETC's Lifeline program. By implementing the safeguards set forth in the *Lifeline and Link Up Reform Order*, Total Call will minimize the likelihood that its customers are not eligible or are receiving duplicative support either individually or within their household. Significantly, the Company's designation as an ETC will not increase the number of persons eligible for Lifeline support. Total Call's ability to increase the Lifeline participation rate of qualified low-income individuals will further the goal of Congress to provide all individuals with affordable access to telecommunications service, and thus any incremental increases in Lifeline expenditures are far outweighed by the significant public interest benefits of expanding the availability of affordable wireless services to low-income consumers.

VI. ANTI-DRUG ABUSE CERTIFICATION

Total Call certifies that no party to this Petition is subject to denial of federal benefits, including FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

VII. CONCLUSION

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

WHEREFORE, Total Call respectfully requests that the Commission promptly designate Total Call as an ETC in the State of Utah solely for purposes of participating in the Lifeline program.

Respectfully submitted,

/s/ Hideki Kato

Hideki Kato

Chief Operating Officer of Total Call Mobile, Inc.

1411 W. 190th St., Suite 700

Gardena, CA 90248

(310) 818-4300 (Phone)

December 26, 2012

TABLE OF EXHIBITS

- EXHIBIT 1 Certification of Hideki Kato, COO of Total Call Mobile, Inc.
- EXHIBIT 2 Proposed Lifeline Offering
- EXHIBIT 3 Copy of the Lifeline Customer Program Enrollment Form
- EXHIBIT 4 Copy of Proposed Advertising Language and Brochure to Advertise Lifeline
- EXHIBIT 5 FCC-Approved Compliance Plan
- EXHIBIT 6 2010 Lifeline Participation Rates by State
- EXHIBIT 7 Wire Center List
- EXHIBIT 8 Key Management Resumes

EXHIBIT 1

Certification of Hideki Kato, COO of Total Call Mobile, Inc.

State of California)
)
County of Los Angeles)

Certification

Personally appeared before the undersigned, an officer duly authorized to administer oaths, Hideki Kato, who first being duly sworn, deposes and states that he is the COO of Total Call Mobile, Inc., Petitioner in this Amended Petition for Limited Designation as an Eligible Telecommunications Carrier in the State of Utah, dated December 26, 2012, 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: 12/26/12

/s/ Hideki Kato
Hideki Kato, COO

EXHIBIT 2

Proposed Lifeline Offering

Proposed Lifeline Offering

Service Offering

TCM's Lifeline offering proposes to give eligible customers the following Lifeline Plan choices:

Option 1: Lifeline 150 Minute Plan

150 anytime minutes per month (as an option, customer may use text, inbound or outbound, which consumes 1 plan minute)

(additional usage priced at 10 cents per minute and 5 cents per text message)

Net cost to Lifeline customer: **\$0 (free)**

*This package includes:

- Free basic handset (customer may pay for upgrade)
- Free Voicemail, Caller-ID and Call Waiting features
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free balance inquiries
- "International Location Promo": for the Plan minutes, no additional charge for international calling to the 250 locations listed below (i.e. only the standard per minute rate applies)
- International calls to other destinations require additional funds based on call destination.

Option 2: Lifeline 250 Minute Plan*

250 anytime minutes per month (as an option, customer may use text, inbound or outbound, which consumes 1 plan minute)

(additional usage priced at 10 cents per minute and 5 cents per text message)

Net cost to Lifeline customer: **\$0 (free)**

*This package includes:

- Free basic handset (customer may pay for upgrade)
- Free Voicemail, Caller-ID and Call Waiting features
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free balance inquiries
- International calls require additional funds based on call destination. For the destinations on the 150 Minute Plan that are available at no additional charge other than airtime, customers on this Plan will be charged an additional \$0.02 per minute.

Option 3: Lifeline Credit - Discount Plan (30-Day Plans)*

Lifeline eligible customers may choose the 30-day Unlimited Talk & Text plan; the 30-day Unlimited Talk, Text & Data; or the 30-day 1000 talk & 1000 text plan at a \$10 discount off of retail. Additional details regarding TCM's plans can be found at www.totalcallmobile.com/rateplans_monthly.aspx. The pricing for Lifeline eligible customers are as follows:

1000 Talk & 1000 Text for 30 days at \$19.99 (retail price is \$29.99)

Unlimited Talk & Text for 30 days at \$29.99 (retail price is \$39.99)

Unlimited Talk, Text & Data for 30 days at \$39.99 (retail price is \$49.99)

*This package includes:

- Free basic handset (customer may pay for upgrade)
- Free Voicemail, Caller-ID and Call Waiting features
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free balance inquiries
- International calls require additional funds based on call destination. For the destinations on the 150 minute plan that are available at no additional charge other than airtime, customers on these plans will be charged an additional \$0.02 per minute.

Free International Location Promo

Free International Calling Destinations on the Lifeline 150 Minute Plan (Certain special or off-network locations may be excluded from the Free International Calling Destinations):

- Termination to landline phones only, termination to mobile phones and off network locations excluded (unless otherwise noted).
- Locations are subject to change from time to time. Please visit www.totalcallmobile.com for an updated list.
- Calls to certain cities in these countries are part of the Free International Location Promo.
- On the Free International Locations Promo, customers will still be charged for minutes but there is no additional charge for calling the specified international destinations.

Featured Countries		
Argentina	Greece	Norway
Argentina-Buenos Aires	Greece-Athens	Peru
Argentina-Cordoba	Hong Kong	Peru-Lima
Argentina-Mendoza	Hong Kong-Cellular	Poland
Argentina-Rosario	Hungary	Poland-Warsaw
Australia	Hungary-Budapest	Portugal
Australia-Melbourne	India	Singapore
Austria	India-Ahmedabad	Singapore-Cellular
Brazil	India-Bangalore	South Korea
Brazil-Belo Horizonte	India-Bombay	South Korea-Seoul
Brazil-Campinas	India-Calcutta	Spain
Brazil-Rio de Janeiro	India-Cellular	Sweden
Brazil-Sao Paolo	India-Hyderabad	Switzerland
Canada	India-Madras	Taiwan
China	India-New Delhi	Taiwan-Taipei
China-Beijing	India-Pune	Thailand
China-Cellular	India-Punjab	Thailand-Bangkok
China-Guangzhou	Ireland	Thailand-Cellular

China-Shanghai	Israel	United Kingdom
Cyprus	Italy	US Guam
Denmark	Mexico (see cities below)	US Puerto Rico
France	Netherlands	US Saipan
France-Paris	Netherlands-Amsterdam	US Virgin Islands
Germany	New Zealand	

Calls to the following cities in Mexico are part of the Free International Location Promo.

Mexico City List

Guadalajara	Ciudad Acuna	Guamuchil
Ciudad de Mexico	Ciudad Altamirano	Guanajuato
Monterrey	Ciudad Camargo B	Guasave
Acaponeta	Ciudad Constitucion	Guaymas
Acapulco	Ciudad Cuauhtemoc	Guerrero Negro/Santa Rosa
Actopan	Ciudad del Carmen	Hermosillo
Agua Prieta	Ciudad Delicias	Heroica Ciudad de Ures
Aguascalientes	Ciudad Guzman	Hidalgo
Allende	Ciudad Hidalgo	Huatabampo
Apatzingan	Ciudad Juarez	Huetamo
Apizaco	Ciudad Lazaro Cardenas	Huimanguillo
Arcelia	Ciudad Mante	Huitzuco
Atlacomulco	Ciudad Obregon	Iguala
Atliaca/Tixtla	Ciudad Sahagun	Irapuato
Atlixco	Ciudad Valles	Ixtapan de la Sal
Autlan	Ciudad Victoria	Ixtlan del Rio
Bahia de Huatulco	Coatzacoalcos	Izucar de Matamoros
Cabo San Lucas	Colima	Jalapa
Caborca	Cordoba	Jalpa
Cadereyta Jimenez	Cosamaloapan	Jerez de Garcia Salinas
Campeche	Cozumel	Jojutla
Cananea	Cuautla	Juchitan
Cancun	Cuernavaca	La Barca
Celaya	Culiacan	La Paz
Cerralvo	Durnago	La Piedad
Cheumal	Encarnacion de Diaz	Lago de Moreno
Chihuahua	Ensenada	Leon
Chilapa	Estación Manuel	Lerdo de Tejada
Chilpancingo	Fresnillo	Lerma
Cintalapa de Figueroa	General Tapia	Linares
Los Mochis	Puerto Vallarta	Tenancingo

Los Reyes	Puruandiro	Tenango del Aire/Tlalmanalco
Magdalena	Queretaro	Tepatitlan
Manuel	Quimichis/Tecuala	Tepic
Manuel Ojinaga	Reynosa	Tequila
Manzanillo	Rio Grande	Texcoco
Martinez de la Torre	Rio Verde	Teziutlan
Matamoros	Sabinas	Ticul
Matehuala	Sahuayo	Tijuana
Mazatlan	Salamanca	Tizayuca
Merida	Saltillo	Tizimin
Mexicali	Salvatierra	Tlapa de Comonfort/Alcozauca de Gro.
Minatitlan	San Andres Tuxtla	Tlaxcala
Monclova	San Cristobal de las Casas	Toluca
Moelia	San Fernando	Torreón
Moroleon	San Jose de Gracia	Tula
Nacozari de Garcia	San Jual del Rio	Tulancingo
Navojoa	San Luis de La Paz	Tuxpan
Nogales	San Luis Potosi	Tuxtepec
Nuevo Casas Grandes	San Luis Rio Colorado	Tuxtla Gutierrez
Nuevo Laredo	San Martin Pachivia/Teloloapa	Uruapan
Oaxaca de Juarez	San Miguel de Allende	Valle de Bravo
Ocotlan	San Quintin	Veracruz
Ometepec	Santa Ana	Villa Flores
Orizaba	Santa Rosalia de Camargo	Villahermosa
Pachuca	Santiago Ixcuintla	Yurecuaro
Palenque	Santiago Papasquiaro	Zacapu
Parral	Santiago Tianguistenco	Zacatecas
Parras de la Fuente	Silao	Zamora
Patzcuaro	Tala	Zihuatanejo
Penjamo	Tampico	Zinapecuaro
Petatlan	Tapachula	Zitacuaro
Piedras Negras	Taxco	Zumpango
Playas de Rosarito	Tecate	
Poza Rica de Hgo	Tecomán	
Puebla	Tecpan de Galeana	
Puerto Penasco	Tehuacan	

EXHIBIT 3

Copy of the Lifeline Customer Program Enrollment Form



Apply for a Free Mobile Phone & Free Service



Through the government-supported Lifeline program, you may qualify for free service. See inside for details. This is a State of Utah Enrollment Form. For other state forms or questions, please call 1-800-661-7391 or go to www.totalcallmobile.com/lifeline.



LIFELINE PROGRAM FOR THE STATE OF UTAH

WHAT IS THE LIFELINE PROGRAM?

Lifeline is a government-supported program that provides free mobile phone services to qualified low-income customers. If you qualify, you will receive a free mobile phone, a limited amount of free wireless service, and unlimited access to 911 and customer service. For more information or assistance, call 1-800-661-7391.

HOW DO I QUALIFY FOR THE LIFELINE PROGRAM?

You qualify for Total Call Mobile Lifeline Plans in the State of Utah if you are enrolled in certain government programs or if your household income is below 135% of the poverty line. See attached form for qualifying programs and income levels.

WHAT PLANS CAN I SIGN UP FOR IF I QUALIFY FOR THE LIFELINE PROGRAM?

If you qualify for the Lifeline program, you may choose from any of the Lifeline Plans below. Lifeline Plans 1 & 2 are available at no cost to you unless you purchase additional minutes or text messages. Alternatively, you may also choose certain Total Call Mobile prepaid plans at discounted rates under Lifeline Plans 3, 4 & 5. All of Total Call Mobile's Lifeline Plans include:

- A free phone (selected by Total Call Mobile). Call customer service for upgrade options.
- Free customer service calls.
- Free 911 and balance inquiry calls.
- Free voicemail, Caller ID, and Call Waiting features.
- For additional minutes, text messages, or international calls, load a regular "Anytime Plan" refill or call customer service.

	Minutes Included	Additional Minutes	Text Messages Included	Additional Text Messages	Data Included	Additional Data
Plan 1 (150 minutes per month for free)	150 (Domestic & Select International)	\$0.10 / min.	1 text = 1 Plan minute	\$0.05 / text	0	Unavailable
Plan 2 (250 minutes per month for free)	250 (Domestic)	\$0.10 / min.	1 text = 1 Plan minute	\$0.05 / text	0	Unavailable
Plan 3 (Discounted 1000 Talk & 1000 Text for \$19.99)	1000 (Domestic)	\$0.10 / min.	1000	\$0.05 / text	0	Unavailable
Plan 4 (Discounted Unlimited Talk & Text for \$29.99 per month)	Unlimited (Domestic)	NA	Unlimited	NA	0	Unavailable
Plan 5 (Discounted Unlimited Talk, Text & Data for \$39.99 per month)	Unlimited (Domestic)	NA	Unlimited	NA	Unlimited	NA

SERVICE TERMS & CONDITIONS

Comprehensive terms and conditions are available at www.totalcallmobile.com. Total Call Mobile ("TCM") service is for personal use within the United States. "Unlimited" does not mean unreasonable use. Unreasonable use includes, but is not limited to, conference calling, monitoring services, abnormally large data transmissions, broadcast, telemarketing, autodialed calls, commercial uses, an abnormally high number of calls/messages or abnormally long calls, tethering to another device for data transmission, or any other usage that interferes with TCM service/network resources. Data is only available with select handsets. TCM data plans may not be used with smart phones/PDA devices unless the plan is explicitly identified for such devices. International calls are charged at the applicable rate plus airtime. "Free International Locations" do not apply to calls made to foreign mobile phones or to off network/special locations. The "Free International Locations" promotion only applies when using the Anytime Plan (i.e. 10¢ per minute) or Lifeline Plan 1 (i.e. 150 minutes per month). TCM reserves the right to limit picture message size. Governmental taxes and fees will be charged where applicable. Plans, rates and fees are subject to change without notice. The rates herein are valid as of August 1, 2012. TCM reserves all rights with regard to TCM intellectual property.



Channel ID: _____
(If Applicable)

LIFELINE PROGRAM FOR THE STATE OF UTAH

To apply for Lifeline service through Total Call Mobile, please complete this form and submit it to the address at the bottom of the next page. For more information or assistance, call 1-800-661-7391. **When you submit this application, you must include the supporting documentation indicated below. Supporting documentation will not be returned.**

1. CUSTOMER INFORMATION

First Name: _____ Last Name: _____

Home Address: _____ City: _____ State: _____ Zip Code: _____
(P.O. Box NOT sufficient)

Home Address: Permanent Temporary Date of Birth (MM/DD/YYYY): _____

Billing Address, if different from above: _____ City: _____ State: _____ Zip Code: _____
(P.O. Box IS sufficient)

Last 4 Digits of SSN: _____ Public Aid Case Number (if applicable): _____

Phone Number: (____) - ____ - _____ E-mail: _____

2. PROGRAM-BASED ELIGIBILITY

To qualify for Lifeline, you must complete either this Section or Section #3 below. Check all program(s) that the person in Section #1 is enrolled in. **If you qualify for Lifeline under this Section (i.e. by being enrolled in at least one of the following programs), you must provide current proof of program participation with this application.** If any member of your household is a National School Lunch participant, you can check the box for that program.

- | | |
|--|--|
| <input type="checkbox"/> Federal Public Housing / Section 8 | <input type="checkbox"/> National School Lunch Program (<u>free</u> program only) |
| <input type="checkbox"/> General Assistance | <input type="checkbox"/> Refugee Assistance |
| <input type="checkbox"/> Head State Program (income qualifying only) | <input type="checkbox"/> SNAP (formerly known as Federal Food Stamp program) |
| <input type="checkbox"/> Home Energy Assistance Target Programs / Help Program | <input type="checkbox"/> Supplemental Security Income |
| <input type="checkbox"/> Low Income Home Energy Assistance (LIHEAP) | <input type="checkbox"/> Temporary Assistance for Needy Families Program (TANF) |
| <input type="checkbox"/> Medicaid (not Medicare) | <input type="checkbox"/> Work Toward Employment |

3. INCOME-BASED ELIGIBILITY

To qualify for Lifeline, you must complete either this Section or Section #2 above. To qualify based upon your household income, the income of all your household members must be less than the amount indicated in the table below. If your household size is greater than 8, the maximum annual household income to qualify for Lifeline is the income indicated for 8 household members plus \$5,346 for each additional household member.

Household Members: <i>(check the box which applies)</i>	<input type="checkbox"/> 1	<input type="checkbox"/> 2	<input type="checkbox"/> 3	<input type="checkbox"/> 4	<input type="checkbox"/> 5	<input type="checkbox"/> 6	<input type="checkbox"/> 7	<input type="checkbox"/> 8	___ Specify
Maximum Annual Household Income:	\$15,080	\$20,426	\$25,772	\$31,118	\$36,464	\$41,810	\$47,156	\$52,502	\$ _____
Customer Annual Household Income: \$	_____								

If you qualify for Lifeline under this Section, attach the prior year's state or federal tax return or the most recent statements of income from the following sources for each household member:

- | | |
|---|--|
| - Divorce Decree / Child Support Documents | - Unemployment / Workers' Compensation Benefits Statements |
| - Paystubs (most recent three consecutive months) | - Veterans Administration Benefits Statements |
| - Retirement / Pension Benefit Statements | - W2 Statements |
| - Social Security Benefits Statements | |

Continued on Next Page

4. LIFELINE PLAN SELECTION

Please check the box for the monthly plan that you would like to sign up for (you may change your plan at the end of any month by calling 1-800-661-7391):

- PLAN 1 (150 minutes including select international locations; each text message uses one Plan minute) PLAN 4 Unlimited Talk & Text for \$29.99 (regularly \$39.99)
- PLAN 2 (250 domestic minutes for free; each text message uses one Plan minute) PLAN 5 Unlimited Talk, Text & Data for \$39.99 (regularly \$49.99)
- PLAN 3 1000 Talk & 1000 Text for \$19.99 (regularly \$29.99)

5. MULTIPLE HOUSEHOLDS AT THE SAME ADDRESS

- If you reside at an address occupied by multiple households, including adults who do not contribute income to your household and/or share in your household's expenses, please contact Total Call Mobile and you will be provided an additional form to complete. By checking this box, I certify that I reside at an address occupied by multiple households, have completed and included the additional form with this application.

6. ACTIVATION AND USAGE REQUIREMENTS

Total Call Mobile Lifeline Plans are a prepaid service. When you receive your phone, contact Total Call Mobile at 611 to activate. To keep your account active, you must use your Lifeline service at least once during any 60 day period by completing an outbound call, purchasing additional minutes, answering an in-bound call from someone other than Total Call Mobile, or by responding to a direct contact from Total Call Mobile confirming that you want to continue receiving Lifeline service with Total Call Mobile. If your service goes unused for 60 days, you will no longer be eligible for Lifeline benefits and your service will be suspended (allowing only 911 calls and calls to customer service) subject to a 30-day cure period during which you can contact Total Call Mobile to confirm that you want to continue receiving Lifeline service from Total Call Mobile.

By signing and initialing each box below, I affirm that the information contained on this form is true and correct under penalty of perjury:

7. SIGNATURE

Date: _____

(Required)

(Initial) The information contained within this enrollment form is true and correct. I further acknowledge that Lifeline is a federal benefit program and that providing false or fraudulent statements or documentation in order to receive Lifeline is punishable by law, including fines, imprisonment, de-enrollment, or being barred from the Lifeline program.

(Initial) I meet the income-based or program-based eligibility criteria for receiving Lifeline service and have provided documentation of eligibility as required by this enrollment form.

(Initial) I understand that Lifeline is only available for one landline or one wireless phone per household (not both); a violation of this requirement would constitute a violation of law and would result in my de-enrollment from the Lifeline program.

(Initial) My household is not already receiving Lifeline service from another company. I certify that I am the head of my household and understand that, for the purposes of the Lifeline program, a household is an individual or group of individuals who live together at the same address and share the same income and expenses.

(Initial) I understand that I may be required to verify my continued eligibility for the Lifeline program at any time and that failure to do so will result in de-enrollment.

(Initial) The address listed in this form is my primary residence, not a second home or a business. If I move to a new address, I will notify Total Call Mobile within 30 days. If I checked "Temporary" address in Section 1 above, I acknowledge that I must recertify my address every 90 days.

(Initial) I will notify Total Call Mobile within 30 days if for any reason I no longer satisfy the criteria for receiving Lifeline including, as relevant, if I no longer meet the income-based or program-based criteria, I begin receiving more than one Lifeline benefit, or another member of my household starts receiving a Lifeline benefit. I understand that I may be subject to penalties if I fail to follow this requirement.

(Initial) I authorize Total Call Mobile to access my records in order to verify eligibility as required by federal or state agencies. I understand that my information (specifically, my full name, address, date of birth and the last four digits of my social security number) will be transmitted to administrators managing state and/or federal databases.

(Initial) Lifeline is not transferable. I will only use this phone for my family's own use and will not resell it or give it to others.

(Initial) In addition, I acknowledge that Lifeline enrollment may be terminated by Total Call Mobile in the event that federal or state Lifeline Programs are changed or terminated, if I no longer qualify for Lifeline, if Total Call Mobile discontinues its Lifeline participation, if I do not use the Lifeline phone for 60 days and do not cure during the 30-day cure period, or if I breach the terms and conditions at totalcallmobile.com/lifeline.

Please mail this application, with supporting documentation to:

Total Call Mobile, Lifeline Program
1411 W. 190th Street, Suite 700, Gardena, CA 90248

EXHIBIT 4

Copy of Proposed Advertising Language and Brochure to Advertise Lifeline



Free Mobile Phone and Free Service



Through the government-supported Lifeline program, you may qualify for free service. See inside for details. This is a State of Utah brochure.

Lifeline Plans

For more information or to sign up, call 1-800-661-7391.

If you qualify for the Lifeline program in the State of Utah, you may choose from any of the Lifeline Plans below. All of Total Call Mobile's Lifeline Plans have the following features:

- A free phone (selected by Total Call Mobile). Call customer service for upgrade options.
- Free customer service calls.
- Free voicemail, Caller ID and Call Waiting features.
- Free 911 and balance inquiry calls.
- For additional minutes, text messages, or international calls, load an "Anytime Plan" refill as described on the back of this brochure or call customer service.

Plan 1: 150 minutes per month (for domestic & select international calls)

- 150 minutes per month (for domestic & select international calls) at no cost to you.
- If you text on this Plan, each text message uses one Plan minute.
- Plan minutes expire after 30 days.
- Additional minutes are \$0.10 per minute.
- Additional text messages are \$0.05 per text.
- For details on select international calls that have no extra charges, see the back of this brochure.

Plan 2: 250 minutes per month (for domestic calls)

- 250 minutes per month (for domestic calls) at no cost to you.
- If you text on this Plan, each text message uses one Plan minute.
- Plan minutes expire after 30 days.
- Additional minutes are \$0.10 per minute.
- Additional text messages are \$0.05 per text.
- No international calls are included in this plan.

Plan 3, 4 & 5: Discounted Plans (discount varies by state)

- You can purchase Plan 3: 1000 Talk & 1000 Text for \$19.99 (regularly \$29.99), Plan 4: Unlimited Talk & Text for \$29.99 (regularly \$39.99 for 30 days) or Plan 5: Unlimited Talk, Text & Data for \$39.99 (regularly \$49.99 for 30 days). For plan details, see the back of this brochure. Please call customer service for additional information or to select this option.
- No international calls are included in these plans.

Lifeline Eligibility

Eligibility criteria varies by state. For the State of Utah, you are eligible for Lifeline if you participate in one of these programs:

Federal Public Housing / Section 8	National School Lunch Program (free program only)
General Assistance	Refugee Assistance
Head Start Program (income qualifying only)	SNAP (formerly known as Federal Food Stamp Program)
Home Energy Assistance Target Programs / Help Program	Supplemental Security Income
Low Income Home Energy Assistance (LIHEAP)	Temporary Assistance for Needy Families Program (TANF)
Medicaid (not Medicare)	Work Toward Employment

You also qualify for Lifeline in the State of Utah if your income is below 135% of the Federal Poverty Guideline.

Number in Household	Household Annual Income
1	\$15,080
2	\$20,426
3	\$25,772
4	\$31,118

For details or to determine if you qualify, call us at 1-800-661-7391. Only one person per household may sign up for Lifeline. If your Lifeline Plan is not used for ninety (90) days, it will be terminated.

Lifeline Terms & Conditions

Comprehensive terms and conditions for the Total Call Mobile ("TCM") Lifeline Plans are available at www.totalcallmobile.com. All terms and conditions of service as described herein and on the reverse of this brochure apply to services provided under the Lifeline Plans. Customers understand and agree that by signing up for a Lifeline Plan with Total Call Mobile, they may not have a Lifeline plan with any other carrier (wireless or landline) and further agree to comply with any documentation or verification necessary to confirm that they qualify for Lifeline. In addition, Customer acknowledges that Lifeline Plan enrollment may be terminated at anytime by TCM in the event that the federal or state Lifeline Programs are changed or terminated, if Customer no longer qualifies for Lifeline, if TCM discontinues its Lifeline Plans, or if Customer breaches the terms and conditions. TCM, at its sole discretion, will determine whether or not a Customer is eligible for a Lifeline Plan. To remain qualified for a Lifeline Plan, Customer must successfully complete an annual verification. If Customer fails to complete annual verification within sixty (60) days of the required verification date, Customer will be de-enrolled from the Lifeline Plan. Customer agrees not to give away, resell, or offer to resell the TCM Lifeline phone or service. TCM Lifeline Plans are supported by the government assistance "Lifeline" program. Proof of eligibility is required, such as an eligible program card or statement of benefits. If you willfully make false statements in order to obtain a TCM Lifeline Plan, you can be punished by fine or imprisonment or can be barred from the program.

International Texting & Calling

Call worldwide with Total Call Mobile by dialing 011 and the destination. On the Anytime Plan and Lifeline Plan 1, there is no extra charge to call certain cities in the countries listed below. Call 1-800-661-7391 for international rates on other plans or to other destinations. To make international calls, you must have Anytime Plan balance. Also, standard text message rates apply to messages sent worldwide.

Argentina	Hungary	Singapore
Australia	India	South Korea
Austria	Ireland	Spain
Brazil	Israel	Sweden
Canada	Italy	Switzerland
China	Mexico	Taiwan
Cyprus	Netherlands	Thailand
Denmark	New Zealand	United Kingdom
France	Norway	US Guam
Germany	Peru	US Puerto Rico
Greece	Poland	US Saipan
Hong Kong	Portugal	US Virgin Islands

Non-Lifeline Plans

Anytime Plan

Total Call Mobile
\$5
Anytime Plan
1000 Talk & 1000 Text

- 10¢ per minute
- 5¢ per text
- \$5 for 30 days
- \$10 for 60 days
- \$20 for 90 days

1000 Talk & 1000 Text

Total Call Mobile
\$29.99
1000 Talk & 1000 Text

- 1000 minutes
- 1000 text messages
- Good for 30 days

Unlimited Talk & Text

Total Call Mobile
\$39.99
Unlimited Talk & Text

- Unlimited talk & text
- Good for 30 days

Unlimited Talk, Text & Data

Total Call Mobile
\$7.99
Unlimited Talk, Text & Data

- Unlimited talk, text & data
- \$7.99 for 4 days
- \$12.99 for 7 days
- \$24.99 for 15 days
- \$49.99 for 30 days

All plans include voicemail, caller ID, and domestic long distance. For more information, call 1-800-661-7391 or visit www.totalcallmobile.com.

Refill Options



1. Buy refills from the store where you purchased your handset.
2. Call 1-800-661-7391 to refill by credit card or debit card.
3. Visit a Western Union "prepaid service" location and enter "totalcall" in Box 1 of the prepaid services form. Enter \$10 or \$20 (Anytime), \$29.99 (1000 Talk & 1000 Text), or \$24.99 or \$49.99 (Unlimited Talk, Text & Data). For locations, call 1-800-325-6000.
4. Visit your local e-pin store (wireless store or market).

Service Terms & Conditions

"Comprehensive terms and conditions are included in handset packages and are available at www.totalcallmobile.com. Total Call Mobile ("TCM") service is for personal use within the United States, Puerto Rico, and the U.S. Virgin Islands. "Unlimited" does not mean unreasonable use, which includes, but is not limited to, conference calling, monitoring services, abnormally large data transmissions, broadcasts, telemarketing, autodialed calls, commercial uses, an abnormally high number of calls/messages or abnormally long calls, tethering to another device for data transmission, or any other usage that interferes with TCM's underlying service/network resources. Data is only available for select handsets. TCM data plans may not be used with smartphones/PDA devices unless the plan is explicitly identified for such devices. International calls are charged at the applicable rate plus airtime. Advertised international rates and "Free International Locations" do not apply to calls made to foreign mobile phones or to off-network/special locations and in some instances may be higher. The "Free International Locations" promotion only applies when using the Anytime Plan (i.e. 10¢ per minute) or the TCM Lifeline Plan 1, but are otherwise 2¢ per minute. Directory assistance is charged at \$1.25 per call. TCM reserves the right to limit picture message size at any time. Governmental taxes and fees will be charged where applicable. Plans, rates and fees are subject to change without notice. For more information, current rates, and a complete list of the "Free International Locations" please call Customer Service at 800.550.5265 or visit our website. The rates on this brochure were valid as of August 1, 2012. Unless otherwise indicated on the handset package, the handset is refurbished/reconditioned. For additional information on Hearing Aid Compatibility, please see www.totalcallmobile.com.

EXHIBIT 5

FCC-Approved Compliance Plan

Link to Approved Compliance Plan:

<http://apps.fcc.gov/ecfs/document/view?id=7021918525>

Link to Approved Compliance Plan Exhibits:

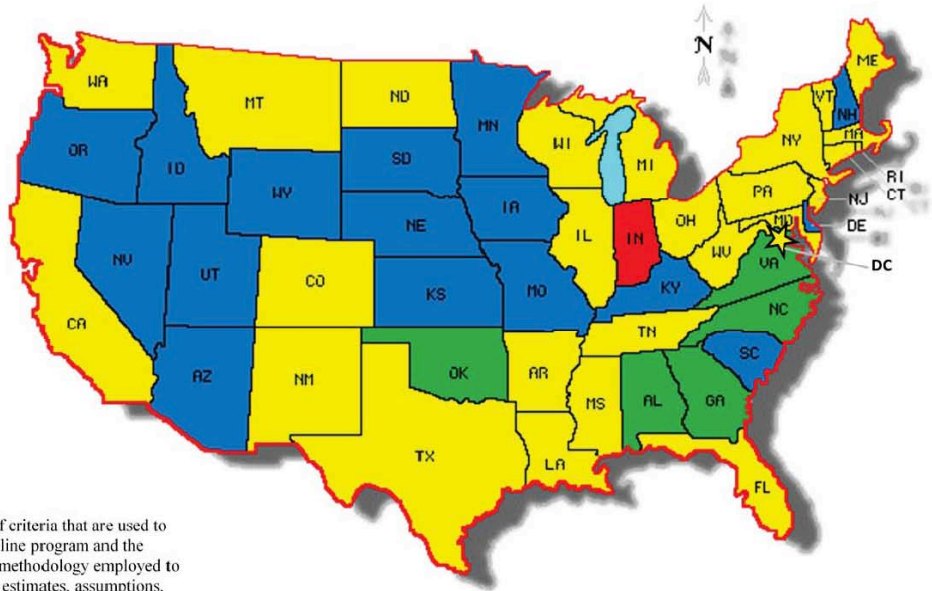
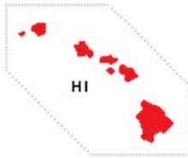
<http://apps.fcc.gov/ecfs/document/view?id=7021918526>

EXHIBIT 6

2010 Lifeline Participation Rates by State

2010 Lifeline Participation Rates by State

- - Below 10%
- - 10% - 20%
- - 20% - 50%
- - Above 50%



Notes:

Due to the intricacy and range of criteria that are used to determine eligibility for the Lifeline program and the limitations of the data used, the methodology employed to create this map involves several estimates, assumptions, simplifications, and omissions. Therefore, the rates generated on this map should be treated as estimates only.

EXHIBIT 7

Wire Center List

WC_Code_UTAH
ALMTUTXC
ALTAUTMA
AMFKUTMA
BGCYUTMA
BNTFUTMA
BRCYUTXC
CLFDUTMA
CLVLUTMA
CRNNUTMA
CTWDUTMA
DCHSUTMA
DGWYUTMA
DRPRUTMA
DTJHUTXC
ECRCUTMA
EGMTUTAA
FDNGUTXC
FRLDUTXC
FRTNUTMA
FRVWUTXC
FTBTUTXC
GNDLUTXC
GRCYUTXC
GSHNUTXC
GTVLUTMA
HBCYUTMA
HLDYUTMA
HLPRUTMA
HNVIUTMA
HOWLUTXC
HYRMUTMA
IBPHUTXC
KAMSUTXC
KRNSUTMA
KYVLUTMA
LAPNUTXC
LEHIUTMA
LOGNUTMA
MAGNUTNM
MANLUTXC
MDVAUTMA
MRGNUTMA
MRRYUTMA
MTGNUTMA
NEOLUTXC
NEPHUTMA

NSLKUTMA
OGDNUTMA
OGDNUTNO
OGDNUTSO
OGDNUTWE
OREMUTMA
PKVYUTXC
PLGVUTMA
PRCYUTMA
PRICUTMA
PROVUTMA
PRTGUTXC
PYSNUTMA
RCMDUTMA
RNDHUTXC
RNDTUTXC
ROY UTMA
RSVTUTMA
RVTNUTMA
SALMUTMA
SLKCUTEA
SLKCUTMA
SLKCUTSO
SLKCUTWE
SMFDUTMA
SNTQUTMA
SPFKUTMA
SPVLUTMA
TABNUTXC
THTCUTXC
TOOLUTMA
TRMNUTXC
VRNLUTMA
WJRDUTMA
WNDVUTMA
ANTMUTXC
APVYUTXC
BEVRUTMA
BRCNUTXC
BRYLUTAA
CDCYUT08
CDCYUTMA
CSDLUTXC
DELTUTXC
ENTRUTXC
FLMRUTXC
GNSNUTXC
HATCUTXC

HLDNUTXC
HRCNUTMA
KNSHUTXC
KOLBUTXC
KSHRUTAA
LASLUTXC
MEDWUTXC
MLFRUTXC
MOABUTXC
MONRUTMA
MRVAUTXC
OKCYUTXC
PNGTUTXC
PRWNUTMA
RCFDUTMA
SALNUTMA
SCIPUTXC
SPDLUTMA
STGRUTMA
THSNUTXC
VEYOUTMA
CAVLUTXC
ESCLUTXC
LEDSUTMA
MNVIUTXC

EXHIBIT 8

Key Management Resumes

MANAGEMENT INFORMATION

Masaaki Nakanishi, President and Chief Executive Officer

Mr. Nakanishi became the President and Chief Executive Officer of Total Call International, Inc., in January 2012, where he directs and oversees the operations of Total Call International and its affiliate companies. Along with his position at Total Call International, Mr. Nakanishi also holds the positions of President and Chief Executive Officer of KDDI America, Inc., and Telehouse International Corporation of America, both headquartered in New York. Prior to holding his current positions, he held senior executive positions with KDDI Corporation, headquartered in Japan, and has extensive experience in the telecommunications industry, dating back to 1975, when he first joined the KDDI group of companies. With over thirty-five years of experience, Mr. Nakanishi provides substantial depth of knowledge regarding the business, technical and managerial experience of the telecommunications industry to Total Call International. Mr. Nakanishi received his B.A. in Law from Sophia University in Japan.

Hideki Kato, Chief Operating Officer

As Chief Operating Officer, Mr. Kato is responsible for overseeing all business operations of Total Call International. Prior to joining Total Call International in 2012, Mr. Kato worked for KDDI Corporation in Japan for 19 years, and his latest assignment was as a Manager of the Post Merger Integration Group. While based in Tokyo, Mr. Kato also served as a member of the board of directors of various overseas affiliated companies, including Mobicom Corporation in Mongolia and Vostok Telecom in Russia. Mr. Kato received his B.A. in Law from the University of Tokyo.

Masato Takei, Chief Financial Officer

As Chief Financial Officer, Mr. Takei is responsible for overseeing the financial activities and planning of Total Call International. Prior to his current position with Total Call International, Mr. Takei served as the General Manager, Accounting and Finance Department at KDDI Corporation in Tokyo, Japan. Mr. Takei also currently holds the position of Vice President, Corporate Planning and Administration at KDDI America, Inc., in New York, New York. Mr. Takei received a Bachelor of Laws from Kwansai Gakuin University in Japan.

Voltaire Hernandez, Chief Sales and Marketing Officer

As Chief Sales and Marketing Officer, Mr. Hernandez is responsible for overseeing the sales channels, sales team and maintenance of all prepaid long distance and prepaid mobile products and services. He was previously the Vice President of Sales and Marketing, having achieved the position in July of 2002. Mr. Hernandez joined Total Call International as a Retail Sales Manager in January of 2000 with a focus on retail distribution of prepaid cards. Mr. Hernandez has a strong background in sales and established a multi-million dollar nationwide distribution system for prepaid phone cards in less than a year.

Robert Yap, Chief Legal/Administrative Officer and Corporate Secretary

As Chief Legal/Administrative, Mr. Yap is responsible for overseeing all transactional, litigation, regulatory, and governmental affairs matters for Total Call International. Mr. Yap also serves as the Corporate Secretary of the company. Prior to joining Total Call International in 2007, Mr. Yap was a practicing attorney at Artiano & Guzman (2001-2007) and at McDermott, Will &

Emery (1999-2001). Mr. Yap received his B.A. in Economics from Northwestern University and his J.D., with honors, from George Washington University School of Law.

Yuichi Yokoyama, Vice President of Human Resources and Administration

Mr. Yokoyama is the Vice President of Human Resources and Administration for Total Call International, and has been in his current position since January 2012. In his position, Mr. Yokoyama oversees the management of the Human Resources and Administration departments within Total Call International. Prior to joining Total Call International in 2012, Mr. Yokoyama worked for KDDI Corporation in Japan for over twenty years. His most recent assignment with KDDI Corporation was as a Manager of Post-Merger Integration Group. While based in Japan, Mr. Yokoyama also served in the Consumer Business Unit for four years. Mr. Yokoyama brings his wealth of experience and depth of knowledge to the Total Call International team. Mr. Yokoyama received his B.A. in Business Administration from Meiji University in Japan.

CERTIFICATE OF SERVICE

I hereby certify that I have this day served, in accordance with Utah Administrative Code R746-100-4, the original and five (5) copies of the foregoing document upon the Public Service Commission of Utah, by mail, properly addressed with FedEx postage prepaid, and an electronic copy of the foregoing document in Word format by e-mail to psc@utah.gov.

Dated this 26th day of December, 2012.

/s/ Amy Inagaki

Amy Inagaki

Total Call Mobile, Inc.

Public Service Commission of Utah
Heber M. Wells Building
160 East 300 South
Salt Lake City, UT 84114
psc@utah.gov