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July 27, 2023

**VIA ELECTRONIC FILING**

Public Utility Commission of Oregon  
Filing Center  
P.O. Box 1088  
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Salem, Oregon 97308-1088

**Re: Docket UM 2300 - In the Matter of Tempo Telecom, LLC, Application for Designation as an Eligible Telecommunications Carrier and Eligible Telecommunications Provider, and Request for Certain Waivers.**

Attention Filing Center:

Attached for filing in the above-captioned docket is Tempo Telecom, LLC's Application for Designation as an Eligible Telecommunications Carrier and Eligible Telecommunications Provider, and Request for Certain Waivers.

Please contact this office with any questions.

Sincerely,

Alisha Till  
Paralegal

Attachments

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

In the Matter of

TEMPO TELECOM, LLC

Application for Designation as an Eligible  
Telecommunications Carrier and Eligible  
Telecommunications Provider, and Request  
for Certain Waivers.

Docket UM 2300

**APPLICATION FOR DESIGNATION AS AN ELIGIBLE  
TELECOMMUNICATIONS CARRIER AND ELIGIBLE TELECOMMUNICATIONS  
PROVIDER, AND REQUEST FOR CERTAIN WAIVERS**

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July 27, 2023

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**APPLICATION FOR DESIGNATION AS AN ELIGIBLE  
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PROVIDER, AND REQUEST FOR CERTAIN WAIVERS**

**I. INTRODUCTION**

Tempo Telecom, LLC (“Tempo” or the “Company”), by its undersigned counsel, and pursuant to Section 214(e)(2) of the Communications Act of 1934, as amended (the “Act”)<sup>1</sup>, Sections 54.101 *et seq.* of the rules of the Federal Communications Commission (“FCC”),<sup>2</sup> and the rules and regulations of the Public Utility Commission of Oregon (“Commission”),<sup>3</sup> hereby submits its Application for Designation as an Eligible Telecommunications Carrier (“ETC”) in the State of Oregon, along with its request for designation as an Eligible Telecommunications Provider (“ETP”) for participation in the Oregon Telephone Assistance Program (“OTAP”) under

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<sup>1</sup> 47 U.S.C. § 214(e)(2).

<sup>2</sup> 47 C.F.R. §§ 54.101 *et seq.*

<sup>3</sup> See *In the Matter of Public Utility Commission of Oregon Staff Investigation to Establish Requirements for Initial Designation and Recertification of Telecommunications Carriers Eligible to Receive Federal Universal Support*, Docket UM 1217, Order No. 06-292 (June 13, 2006); *In the Matter of Public Utility Commission of Oregon Staff Investigation into Eligible Communication Carriers’ Requirements*, Docket UM 1648, Order No. 15-382 (Dec. 1, 2015) (“*Oregon ETC Order*”) (adopting Third Partial Stipulation and amending initial designation requirements in Order No. 06-292). ETC designation, certification and reporting requirements are contained in Appendix A to the Oregon ETC Order.

Oregon Administrative Rule (“OAR”) Chapter 860, Division 033: Residential Service Protection Fund (“RSPF”). Tempo seeks ETC and ETP designation solely to provide Lifeline and OTAP services to qualifying Oregon consumers; it will not seek federal Universal Service Funds (“USF”) for the purpose of providing service to high cost areas, nor support from the Tribal Lifeline or Link Up portions of the federal USF.<sup>4</sup> Tempo meets the statutory and regulatory requirements for designation as an ETC, including the requirements outlined in the FCC’s *Lifeline Reform Order*<sup>5</sup> and *Lifeline Modernization Order*.<sup>6</sup> Tempo also meets the statutory and regulatory requirements for designation as an ETP specified in OAR Chapter 860, Division 33, with the exception of those for which waivers are requested herein.

Designating Tempo as an ETC and ETP will advance the Commission’s goal of making telephone service more affordable and accessible to those who can least afford it and will serve the public interest. Accordingly, Tempo respectfully requests that the Commission expeditiously approve this Application.

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

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<sup>4</sup> Given that Tempo only seeks Lifeline support from the low-income program and does not seek any high-cost support, ETC certification requirements for the high-cost program are not applicable to the Company.

<sup>5</sup> *In the Matter of Lifeline and Link Up Reform and Modernization, Lifeline and Link Up, Federal-State Joint Board on Universal Service, Advancing Broadband Availability Through Digital Literacy Training*, WC Docket No. 11-42, WC Docket No. 03-109, CC Docket No. 96-45, WC Docket No. 12-23, Report and Order and Further Notice of Proposed Rulemaking, FCC 12-11 (rel. Feb. 6, 2012) (“*Lifeline Reform Order*”).

<sup>6</sup> *In the Matter of Lifeline and Link Up Reform and Modernization, Telecommunications Carriers Eligible for Universal Service Support, Connect America Fund*, WC Docket No. 11-42, WC Docket No. 00-197, WC Docket No. 10-90, Third Report and Order, and Order on Reconsideration, FCC 16-38 (rel. Apr. 27, 2016) (“*Lifeline Modernization Order*”).

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## **II. BACKGROUND**

### **A. Company Overview**

Tempo is a Georgia limited liability company and provider of commercial mobile radio service (“CMRS”). Tempo provides prepaid wireless services throughout the United States, and prepaid wireless Lifeline services in 21 states,<sup>7</sup> by using the underlying wireless networks of Tier 1 carriers (“Underlying Carrier”), currently T Mobile USA, Inc. (“T-Mobile”), on a wholesale basis. T-Mobile provides Tempo with the underlying network infrastructure and wireless transmission facilities needed for Tempo to offer service as a Mobile Virtual Network Operator (“MVNO”). Tempo operates under the “Tempo” or “Tempo Telecom” name throughout the United States.

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



Tempo is a wholly-owned subsidiary of Lingo Management, LLC (“Lingo Management”), a Delaware limited liability company with a principal office at 25925 Telegraph Rd., Suite 210, Southfield, Michigan 48033. Lingo Management is a holding company and does not provide any telecommunications services or hold authorizations from any state authority for the provision of telecommunications services. Lingo Management holds international Section 214 authority on behalf of its operating subsidiaries, but does not provide any services.

B. Riley Principal Investments, LLC (“BRPI”), a Delaware limited liability company, holds 100 percent of Lingo Management.<sup>8</sup> BRPI is a holding company with a principal office at 30870 Russell Ranch Road, Suite 250, Westlake Village, CA 91362. BRPI is owned by B. Riley Financial, Inc., a publicly traded Delaware corporation (NASDAQ: RILY) and diversified financial services company that takes a collaborative approach to the capital raising and financial advisory needs of public and private companies and high net worth individuals. Bryant R. Riley, a U.S. citizen, beneficially owns approximately 20.8 percent of the shares of B. Riley outstanding as of March 28, 2022. BRPI does not provide telecommunications services or hold authorizations from any state or federal authority for the provision of telecommunications services.

Lingo Management also is the holding company for the following telecommunications carriers (the “Lingo Carriers”): Lingo Telecom, LLC (f/k/a Matrix Telecom, LLC); Lingo Telecom of Virginia, LLC (f/k/a Matrix Telecom of Virginia, LLC); Lingo Telecom of the West, LLC;<sup>9</sup> Lingo Communications of Kentucky, LLC; and BullsEye Telecom, Inc. Separate and apart from

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

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

its holdings in Lingo Management, BRPI also holds ownership interests in: United Online, Inc.; YMax Communications Corp.; and magicJack SMB, Inc.

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

Tempo will provide affordable prepaid mobile phone service, including calling, text messaging, and broadband access, along with user-friendly handsets, tablet or hotspot devices. The Company will not require service contracts from its customers, and it will always ensure competitively low pricing for its services and products. Tempo will manage all aspects of the customer experience, including setting service pricing, handset selection, marketing materials, and customer service. The Company’s prepaid, budget-friendly pricing will give many low-income consumers the option of having mobile phone service and broadband access without the burden of hidden costs, varying monthly charges, or contractual commitments. Customers will be able to customize their Tempo service to suit their needs with Tempo’s available bundles of minutes, broadband data, and text packages to supplement their monthly plan.

Tempo’s Lifeline customers will depend on, and benefit from, Tempo’s inexpensive and flexible pricing plans. Tempo will not impose credit checks, nor will it require any deposits or

contractual commitments. Many Lifeline customers turn to carriers like Tempo because they cannot afford the postpaid services provided by traditional wireless carriers. Tempo will affirmatively reach out to the low-income sector of the consumer base to offer attractive and affordable communications options. As such, Tempo will contribute to the expansion of mobile wireless and broadband services for low-income consumers in Oregon.

### **B. Company ETC Designations**

Tempo is designated as an ETC to provide Lifeline services to low-income consumers on a wireless basis in Colorado, Georgia, Hawaii, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Minnesota, Missouri, Nebraska, Nevada, North Dakota, Ohio, Rhode Island, South Carolina, Utah, West Virginia, Wisconsin, and Wyoming.

### **C. The Commission Has Jurisdiction to Designate Wireless ETCs**

Section 214(e)(2) of the Act provides state public utility commissions with the primary responsibility for the designation of ETCs.<sup>10</sup> Although Section 332(c)(3)(A) of the Act prohibits states from regulating the entry of or the rates charged by any provider of commercial mobile service or any private mobile service, this prohibition does not allow states to deny wireless carriers ETC status.<sup>11</sup> Therefore, the Commission has the authority to designate Tempo 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.<sup>12</sup>

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<sup>10</sup> 47 U.S.C. § 214(e)(2).

<sup>11</sup> See *Federal-State Joint Board on Universal Service, First Report and Order*, 12 FCC Rcd 8776, 8858-59, ¶ 145 (1997) (“*USF Order*”).

<sup>12</sup> See, *i.e.*, *In the Matter of Cingular Wireless Application for Designation as an Eligible Telecommunications Carrier*, Docket UM 1253, Order No. 07-111 (March 29, 2007); see also *In the Matter of i-wireless, LLC, Application for Designation as an Eligible Telecommunications Carrier in Oregon for the Purpose of Offering Lifeline Service to Qualified Households*, Docket UM 1509, Order No. 15-300 (Sep 29, 2015) (“*i-wireless ETC Order*”).

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). Tempo recognizes that Section 214(e)(1)(A) of the Act states that ETCs shall offer services, at least in part, over their own facilities and that Section 54.201(i) of the FCC's Rules (47 C.F.R. § 54.201(i)) prohibits state commissions from designating as an ETC a telecommunications carrier that offers services exclusively through the resale of another carrier's services. However, pursuant to the FCC's *Lifeline Reform Order* resellers are granted blanket forbearance from this facilities requirement, subject to conditions, in connection with limited ETC designation to participate in the Lifeline program.<sup>13</sup> As demonstrated below, Tempo satisfies all of these requirements and therefore the Commission may grant it ETC designation in the State of Oregon.

Section 10(e) of the Act (47 U.S.C. § 160(e)) provides: “[a] State commission may not continue to apply or enforce any provision of this chapter that the [Federal Communications] Commission has determined to forbear from applying under subsection (a).” As such, the Commission is required by Section 10(e) to act in accordance with the FCC's grant of forbearance, and therefore, may not apply the facilities-based requirement to Tempo. Therefore, the Commission has the authority to act under Section 214(e)(2) of the Act and to grant Tempo's request for designation as an ETC throughout the State of Oregon.

#### **D. Tempo's Prior Oregon ETC/ETP Application (Docket UM 1692)**

Tempo previously filed an application for designation as a Lifeline-only ETC/ETP in

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<sup>13</sup> See *Lifeline Reform Order* at ¶ 368.

Oregon in 2014, docket UM 1692.<sup>14</sup> In that docket, Tempo sought designation to provide Lifeline-eligible service in Oregon, and actively engaged in settlement conferences with Staff and the Citizens' Utility Board of Oregon ("CUB").<sup>15</sup> After extensive participation in that docket, Tempo moved to hold those proceedings in abeyance for two reasons. First, over the course of those settlement conferences and workshops, Tempo identified certain operational issues that needed to be resolved prior to approval of Tempo's application.<sup>16</sup> Second, Tempo preferred to delay a decision on its ETC application while the Commission completed two then-ongoing dockets<sup>17</sup>—one relating to ETC designation requirements and another regarding Oregon Lifeline marketing practices.<sup>18</sup> Tempo subsequently filed a motion to withdraw its application without prejudice to Tempo's right to refile in the future.<sup>19</sup> In its order approving Tempo's motion, the Commission acknowledged that "Tempo reserve[d] the right to file a new application seeking designation as an [ETC] in the future."<sup>20</sup>

Tempo has since resolved the operational issues referenced in its Motion to Withdraw in docket UM 1692, and the then-pending dockets have concluded. Additionally, Tempo's

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<sup>14</sup> *In re Application of Tempo Telecom, LLC for Designation as an Eligible Telecommunications Carrier in the State of Oregon for the Limited Purpose of Offering Lifeline Service to Qualified Households and Request for Waiver*, Docket UM 1692, Application (May 2, 2014).

<sup>15</sup> *Id.* at 5-6; *see also* Docket UM 1692, Tempo Telecom's Motion to Hold Docket in Abeyance at 1 (Nov. 17, 2014) ("Tempo has participated in settlement conferences with Staff and CUB on the following dates: July 16, 2014; August 7, 2014; and October 20, 2014. Additionally, on October 7, 2014, operational personnel from Staff and Tempo participated in a workshop focusing on operational issues associated with implementing Lifeline service in Oregon.").

<sup>16</sup> *Id.* at 1-2.

<sup>17</sup> Tempo Telecom's Motion to Hold Docket in Abeyance at 2.

<sup>18</sup> *See generally In re Public Util. Comm'n of Or., Staff Investigation into Eligible Telecomm. Carriers' Requirements*, Docket UM 1648; *In re Public Util. Comm'n of Or., Investigation into the Oregon Telephone Assistance Program and Lifeline Marketing Practices*, Docket UM 1684.

<sup>19</sup> Docket UM 1692, Motion to Withdraw (Sept. 24, 2015).

<sup>20</sup> Docket UM 1692, Order No. 15-298 at 1 (Sept. 28, 2015).

ownership has changed since the time of the prior ETC application. Tempo is capable of providing Lifeline service in Oregon, and remains committed to pursuing ETC and ETP designation to provide this vital service to Oregonians.

### **III. TEMPO SATISFIES THE REQUIREMENTS FOR DESIGNATION AS AN ETC AND ETP**

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.<sup>21</sup> Section 214(e)(1) of the Act and Section 54.201(d) of the FCC’s rules provide that applicants for ETC designation must be common carriers that 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. However, as described above, the FCC has granted forbearance from the “own facilities” requirement with respect to carriers such as Tempo. Applicants also must commit to advertise the availability and rates of such services<sup>22</sup> and provide additional information set forth in 47 C.F.R. § 54.202(a). As detailed below, Tempo satisfies each of the above-listed requirements and the requirements set forth in Appendix A to the Oregon ETC Order, Initial Application Requirements (referred to hereinafter as the “ETC Requirements”).

#### **A. ETC Requirements 1 and 2 – Common Carrier Status and Type of Federal Universal Service Support for Which Designation is Requested**

In previous sections of this Application, Tempo provided information on its corporate

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<sup>21</sup> *USF Order*, at 8858-59, ¶ 145.

<sup>22</sup> *See* 47 U.S.C. § 214(e)(1) and 47 C.F.R. § 54.201(d)(2).

affiliations (ETC Requirement 1.1) and indicated that the instant request for ETC designation is limited to Lifeline support (ETC Requirement 2). With respect to ETC Requirement 1.2, Tempo is a resale-based Commercial Mobile Radio Service (“CMRS”) provider and is thus a common carrier<sup>23</sup> as defined in 47 U.S.C. § 153(11), and therefore is eligible for designation as an ETC in Oregon.

With respect to ETC Requirement 1.3, Tempo is authorized to provide wireless telecommunications services throughout Oregon. In accordance with ETC Requirement 1.4, Tempo is financially and technically capable as demonstrated in Section III.L below.

**B. ETC Requirement 3 – Commitment and Ability to Provide All Supported Services**

*1. Statement of Commitment (ETC Requirement 3.1)*

Through its wholesale arrangements with its Underlying Carrier, Tempo provides all supported services required by Section 54.101(a) of the FCC’s Rules (47 C.F.R. § 54.101(a)) and ETC Requirement 3.1, including broadband Internet access service—a supported service as of December 2, 2016—and voice telephony service:

**a. Voice Grade Access to the Public Switched Telephone Network**

The FCC has stated that voice-grade access consists of the ability for a user to make and receive telephone calls within a specified bandwidth.<sup>24</sup> Tempo provides voice grade access to the

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<sup>23</sup> *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).

<sup>24</sup> *See USF Order*, ¶¶ 63-64.

public switched telephone network (“PSTN”) through the purchase of wholesale CMRS services from its facilities-based Underlying Carrier.

**b. Minutes of Use for Local Service**

The FCC has concluded that carriers may satisfy the obligation to provide local usage via service offerings that bundle local and long distance minutes.<sup>25</sup> In its *USF/ICC Transformation Order*, the FCC revised 47 C.F.R. § 54.101(a) to reference minutes of use for local service “provided at no additional charge to end users,” and clarified that its original intent for local access minutes was “to ensure that consumers would not pay additional charges for message units on top of the rate charged for basic local service.”<sup>26</sup> Tempo offers rate plans that provide its customers with minutes of use for local and long distance service alike at no additional charge beyond the monthly plan rate (which is \$0 after Lifeline and OTAP support).

**c. Access to Emergency Services**

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

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<sup>25</sup> See *Lifeline Reform Order*, ¶ 49.

<sup>26</sup> See *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*”), note 115.



**d. Toll Limitation for Qualified Low-Income Customers**

In its *Lifeline Reform Order*, the FCC provided that toll limitation would no longer be deemed a supported service.<sup>27</sup> “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.”<sup>28</sup> Nonetheless, Tempo’s offerings inherently allow Lifeline subscribers to control their usage, as its wireless service is offered on a prepaid, or pay-as-you-go, basis. Tempo’s service, moreover, is not offered on a distance-sensitive basis and local and domestic long-distance minutes are treated the same.

**e. Capability to Transmit Data**

Broadband Internet access service (“BIAS”) is a supported service as of December 2, 2016. The FCC has stated that BIAS consists of the ability for a user to receive “the capability to transmit data to and receive data from all or substantially all Internet endpoints, including any capabilities that are incidental to and enable the operation of the communications service, but excluding dial-up Internet access service.”<sup>29</sup> Tempo provides BIAS to low-income consumers via resale of its Underlying Carrier’s mobile services.

*2. Services Not Offered (ETC Requirement 3.2)*

Because Tempo will offer all required supported services, as described above, ETC Requirement 3.2 is inapplicable.

*3. Tempo’s Lifeline Service Offerings (ETC Requirements 3.3 and 3.4)*

Tempo intends to be a leader in the wireless marketplace by offering consumers exceptional value and competitive amounts of voice and broadband usage. Tempo’s Lifeline-supported

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<sup>27</sup> See *Lifeline Reform Order* at ¶ 367.

<sup>28</sup> See *id.* at ¶ 49.

<sup>29</sup> See 47 C.F.R. § 8.1(b).

services will meet or exceed the minimum service standards set forth in 47 C.F.R. § 54.408. To the extent Tempo provides devices for use with Lifeline-supported broadband service, such devices will meet the equipment requirements set forth in 47 C.F.R. § 54.408(f), and Tempo will not impose an additional or separate tethering charge for mobile data usage below the minimum standard. Tempo agrees that it will pass through to its Lifeline customers all funds received from the federal universal service fund in addition to \$10.00 per customer per month from OTAP. Attached hereto as Exhibit 2 is a summary table of Tempo's proposed Oregon Lifeline & OTAP Plan.

Consistent with the Commission's recently approved approach for i-wireless,<sup>30</sup> Tempo proposes the following service offering:

- **Handset.** Upon designation, Tempo may provide applicants approved for Tempo's Oregon Lifeline service with the option to receive a free handset. However, when Tempo provides OTAP supported service, and receives compensation from the State of Oregon pursuant to OAR 860-033-0045, Tempo will make available the option to apply online for Oregon Lifeline service and, upon notice of applicant approval from the Commission, Tempo will send the successful applicant a free handset. All handsets offered will have immediate E911 functionality. The cost of the free handset is borne by Tempo. No portion of the handset costs is subsidized either by the federal Universal Service Fund or the RSPF. Tempo will provide one free phone to replace a handset that an applicant approved for Lifeline service received from Tempo if the applicant reports the handset as defective

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<sup>30</sup> See *In the Matter of i-wireless, LLC, Application for Designation as an Eligible Telecommunications Carrier in Oregon for the Purpose of Offering Lifeline Service to Qualified Households*, Docket UM 1509, Order No. 23-048 at 3-4 (Feb. 21, 2023); see also Docket UM 1509, Order No. 23-226 (extending terms adopted in Order No. 23-048 for an additional 12 months).

within sixty days of receipt and troubleshooting by the Company does not resolve the defect.

- **SIM Card.** In the event the applicant does not want a handset, or if Tempo, in its discretion, determines that it is impracticable to continue to offer a free handset and the Company provide 60 days' advance written notice to the Commission (as described in more detail below), Tempo will provide a SIM card to the applicant.
- **Service offering.** For a period of 24 months from Tempo's designation as an ETC and ETP, Tempo will offer the OTAP-supported service for Lifeline-only service plans and may seek compensation from the State of Oregon as provided in OAR Chapter 860, Division 33 for the OTAP-supported service for Lifeline-only service plans. During this Initial 24-month period, when Tempo receives compensation from the State of Oregon pursuant to OAR 860-033-0045, Tempo will provide applicants approved for Oregon Lifeline-only service with the option to receive a free handset. During the Initial 24-month period, Tempo will accept online applications for service in Oregon without requiring the applicant to provide handset information, such as an IMEI number. Tempo may request compensation for the State of Oregon monthly support amount of \$10.00 per customer under OAR 860-033-0045 during this time, provided it meets the minimum service standards of OAR 860-033-0035(1)(c), except that the requirement to offer unlimited data in OAR 860-033-0035(1)(c) shall be waived during the Initial 24-month period provided Tempo provides a monthly 5 GB of data and unlimited talk and text to a customer.<sup>31</sup>
- **No cost to customers.** Tempo's Lifeline service offering will give Oregon Lifeline and

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<sup>31</sup> See also Section IV, Request for Certain Waivers.

OTAP customers unlimited voice minutes, unlimited text messages and 5 GB data per month, at no cost after application of federal Lifeline and OTAP support. There are currently no additional calling plans to which customers could elect to apply the federal Lifeline and OTAP support in accordance with OAR 860-033-0010(2).

- **Additional plan features.** In addition to supported voice and broadband services, Tempo's Lifeline offering will include a free handset (as described above) or SIM card, at the applicant's option, as well as access to voice mail, caller I.D., call forwarding, 3-way calling, and call waiting features at no additional charge. Customers may use their minutes to place domestic long-distance calls at no additional charge. Tempo does not impose burdensome credit checks or long-term service contracts on its Lifeline customers. Customers are not bound by a local calling area requirement; all Tempo plans come with domestic long distance at no extra per minute charge and exceptional nationwide digital coverage. Calls to 911 emergency services are always free, regardless of service activation. Calls to Tempo customer service are also free.
- **Flexibility to Modify Offering and Required Notice.** In the event Tempo decides, at its discretion, during the Initial 24-month period, not to offer the OTAP-supported service for Lifeline-only service plans and will not seek compensation from the State of Oregon pursuant to OAR 860-033-0045 for reasons including but not limited to a federal Minimum Service Standards increase or for economic reasons that impact costs in such a way that makes it impracticable to continue to offer a free handset, the Company will provide 60 days' advance written notice to the Commission that identifies the reason(s) for the decision.

**C. ETC Requirement 4.1 - Proposed Designated Service Area**

In accordance with ETC Requirement 4.1, Exhibit 3 attached hereto includes a map illustrating the zip code areas that comprise the proposed designated service area. The map is an approximation of the zip code areas and is to be used for illustrative purposes only. Exhibit 4 lists the zip codes in which Tempo, through its Underlying Carrier, provides substantial, if not total, coverage. The designated service area excludes any Tribal Lands that lie within the areas of the zip codes listed. Tempo's designated service area includes zip codes that will provide customers with at least good or better coverage for voice and data services using the network of the Underlying Carrier as demonstrated by Exhibit 5. The Underlying Carrier's network for Tempo's service provision in Oregon will be used based on availability at the requesting customer's home address. The zip codes contained in the Company's proposed ETC service area designation provide good or better network coverage. The zip code list explicitly defines the areas that comprise the proposed designated service area. Zip codes are used as the chosen geographic unit because that is how the underlying carrier designates its service area.

**D. ETC Requirement 4.2 – Commitment to Provide Service Throughout Designated Service Area**

Tempo will provide the supported services for all requesting customers that qualify for the Lifeline program in the proposed designated ETC service area. Further, Tempo agrees to report to the Commission Staff the number of requests for service from potential eligible customers within the designated service area that could not be fulfilled due to any lack of adequate service availability. Tempo will provide confidential reports on a semi-annual basis for the first two calendar years following ETC designation that includes such customer's application address. For customers that cancel service due to poor coverage, the report will include addresses for those customers so that the data may be analyzed to determine areas of insufficient service. Tempo also

agrees to make available coverage maps in accordance with the Cellular Telecommunications and Internet Association's ("CTIA") Consumer Code for Wireless Service at the point of sale and on its website upon designation.

**E. ETC Requirement 5 – Types of Facilities**

With respect to ETC Requirements 5.1 and 5.2, Tempo will provide service through resale, utilizing the facilities of its Underlying Carrier. Tempo commits to file a notice with the Commission in the designation docket at least thirty days before adding or eliminating an underlying carrier.

Although Section 214 requires ETCs to provide services using their own facilities, at least in part, the FCC has forborne from that requirement with respect to carriers such as Tempo. In the *Lifeline Reform Order*, the FCC granted forbearance from the "own-facilities" requirement contained in Section 214(e)(1)(A) for carriers that are, or seek to become, Lifeline-only ETCs, subject to the following conditions:<sup>32</sup>

(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.

With respect to ETC Requirement 5.4, Tempo has a resale agreement with its Underlying Carrier. In compliance with ETC Requirement 5.3, Exhibit 5 includes a coverage map indicating

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<sup>32</sup> See *Lifeline Reform Order* at ¶¶ 368, 373 and 379.

areas of coverage with minimal signal strength of -97 decibel milliwatts (“dBm”).

In accordance with the *Lifeline and Link Up Reform Order*, Tempo’s original Compliance Plan, which the FCC approved on August 8, 2012,<sup>33</sup> was filed under the name of Birch Communications, Inc. (“Birch”). Via letter dated December 18, 2012, Birch notified the FCC that the prepaid wireless Lifeline service at issue in the Compliance Plan would be provided by a separate legal entity known as Now Communications, LLC (“Now Comm”). The FCC acknowledged these changes in corporate structure in a December 20, 2012 public notice, and confirmed that the previously approved Compliance Plan applied to Now Comm.<sup>34</sup> After the December 2012 filing, Now Comm changed its name to Tempo Telecom, LLC. Via letter dated September 17, 2013, Tempo notified the FCC it would implement and comply with the previously approved Compliance Plan and adopt the Compliance Plan as its own. On July 25, 2022, Tempo filed its Updated Compliance Plan which the FCC approved on September 21, 2022.<sup>35</sup>

Tempo filed its Second Updated Compliance Plan on April 28, 2023, a copy of which is attached hereto as Exhibit 6, identifying the transfer of control described herein. Tempo commits to providing Lifeline service in Oregon in accordance with its approved Compliance Plan, including as it continues to be updated, and in compliance with applicable state and federal regulations, to the extent amendments thereto may supersede commitments made in the

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<sup>33</sup> *Wireline Competition Bureau Approves the Compliance Plans of Birch Communications, Boomerang Wireless, IM Telecom, Q Link Wireless, and TAG Mobile*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 12-1286 (WCB Aug. 8, 2012).

<sup>34</sup> *Wireline Competition Bureau Seeks Comment on Petitions for Designation as a Low-Income Eligible Telecommunications Carrier filed by Now Comm, Zing PCS, LTS, Odin Wireless, and TX Mobile*, WC Docket No. 09-197, Public Notice (WCB Dec. 20, 2012) (“The Wireline Competition Bureau has approved Birch’s compliance plan, which will also apply to Now Comm.”)

<sup>35</sup> *Wireline Competition Bureau Approves the Updated Compliance Plan of Tempo Telecom, LLC*, WC Docket Nos. 09-197, 11-42, Public Notice, DA 22-991, at 1 (WCB Sept. 21, 2022). See Updated Compliance Plan of Tempo Telecom, LLC, WC Docket Nos. 09-197, 11-42 (filed July 25, 2022), <https://www.fcc.gov/ecfs/search/search-filings/filing/107250467828034>.

Compliance Plan.

**F. ETC Requirement 6 - Commitment to Use Support Funds Only for the Intended Purposes**

By the declaration attached as Exhibit 1, Tempo affirms that Lifeline support funds will be used only for the intended purposes, and Tempo will comply with the service requirements applicable to the support that it receives (i.e., 47 C.F.R. § 54 subpart E as well as the *Lifeline Reform Order*, *Lifeline Modernization Order*, and other orders issued in FCC WC Docket No. 11-42) in accordance with 47 C.F.R. § 54.202(a)(1)(i). Because Tempo seeks ETC designation solely for purposes of receiving low-income support, ETC Requirement 6.3 does not apply to Tempo.

**G. ETC Requirements 7 and 8 - Commitment to Offer and Advertise Lifeline and OTAP Services**

Tempo requests ETC designation for only low-income support, and thus ETC Requirement 7 is not applicable. In satisfaction of ETC Requirement 8.1, Tempo is committed to offer and advertise Lifeline and OTAP services. Tempo will engage in advertising campaigns specifically targeted to reach those likely to qualify for Lifeline and OTAP services, promoting the availability of cost-effective wireless services to this neglected consumer segment.

With respect to ETC Requirement 8.2, Tempo's service offerings are described in Section III.B.3 and Exhibit 2, and the Company's terms and conditions of service are maintained online at <https://mytempo.com/lifeline-wireless/>. For Lifeline services provided at no charge to the consumer (after application of support), Tempo commits to submit any information about proposed reductions in minutes, units or other material terms of the Lifeline service offerings to the Commission in accordance with Requirement 8.2.1. Tempo will otherwise file information about changed minutes, units or other material terms in the designation docket within ten days after the changes to the service offerings become effective. Tempo also commits to notifying existing



customers within ten days following an increase in minutes, units or other material terms of the Lifeline service offerings and to permit existing customers to immediately subscribe to the increased service offering if the customer does not automatically receive the benefit as required by ETC Requirement 8.2.2.

ETC Requirement 8.3. Tempo will advertise the availability and rates for the services described above using media of general distribution as required by 47 C.F.R. § 54.201(d)(2) of the FCC's regulations. Tempo's advertising will comply with the requirements set forth in the *Lifeline Reform Order*, as outlined in Tempo's Compliance Plan.<sup>36</sup> Per the FCC, "'media of general distribution' may include web advertisements reasonably calculated to reach the relevant community, mail, email, or other text-based methods of advertising."<sup>37</sup> The Company will advertise its services in a manner reasonably designed to reach those likely to qualify for Lifeline service, using media for outreach such as print advertisements, direct marketing, social media and the Internet. Tempo may also promote the availability of its Lifeline offering by distributing brochures at various state and local social service agencies and may partner with nonprofit assistance organizations in order to inform customers of the availability of its Lifeline service.

Tempo will explain in clear, easily understood language the following disclosures in all marketing materials related to the supported service: (a) that the service is an OTAP and Lifeline-supported service; (b) that only eligible consumers may enroll in the program; (c) that proof of eligibility is required, and what documentation is necessary for enrollment; and (d) that the benefit is limited to one per household consisting of either wireline or wireless service and is non-transferrable. Tempo will also explain that OTAP and Lifeline are government benefit programs

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<sup>36</sup> See Exhibit 6. See also *Lifeline Reform Order* at Section VII.F.

<sup>37</sup> See *Lifeline Modernization Order* ¶ 364.

and that willfully making false statements to obtain Lifeline benefits may be punished by fine or imprisonment or result in being barred from the program. Additionally, Tempo will disclose the company name under which it does business and the details of its Lifeline service offerings in any Lifeline-related marketing and advertising. Further, Tempo will comply with OAR 860-033-0110, and any other applicable OARs related to advertising, marketing and outreach established by the Commission.

ETC Requirement 8.4. In order to offer Lifeline and OTAP services in Oregon, an ETC must also receive designation as an ETP. Therefore, Tempo requests ETP designation. ETP requirements are found in the RSPF Rules, OAR 860-033-0001 *et seq.* OAR 860-033-0021(c) requires an ETP to comply with OAR 860-033-0005 through 860-033-0110, which Tempo will do with the exception of the waivers requested in Section IV herein. Tempo does not seek ETC or ETP designation for purposes of participating in the Tribal Link Up program, therefore OAR 860-033-0050 is not applicable to Tempo.

ETC Requirement 8.5. It is Tempo's policy that all third-party representatives and field representatives complete Tempo's Compliance Training on Federal and State Lifeline Program rules and they must pass a test prior to conducting any enrollment activities. All Representatives are required to utilize the Company's proprietary electronic enrollment compliance platform to process Lifeline enrollments and are required to certify, under penalty of perjury, that the information they submit is accurate to the best of their knowledge and they understand willfully activating a new line with false or fraudulent information, with the intent of defrauding State and Federal governments is punishable by law and may result in criminal prosecution. It is also Company policy that Representatives cannot retain any subscriber information or documentation that has been entered securely into the Company's proprietary electronic enrollment compliance

platform and violation of this policy is grounds for immediate termination. Tempo carefully screens each employee/field representative candidate through referrals, background checks and in person interviews (or through agreements with Master Agents, which carry out these processes with the independent agents). Tempo staffs a Training Department that is responsible for training and certifying all employees and field agents that are involved in the Lifeline applicant enrollment process, on the FCC Lifeline rules, National Lifeline Eligibility Verifier (“National Verifier”), and any state specific requirements and enrollment processes. Because Lifeline applications will go through the Commission in Oregon rather than the National Verifier, Tempo will utilize the Company’s proprietary electronic enrollment compliance platform to provide subscribers with a compliant and efficient electronic tool to assist with the Lifeline application, which will ultimately be forwarded to OTAP for eligibility determination. All completed applications undergo multiple layers of compliance screening. All determinations of eligibility are performed by the National Verifier or, in this case, the Commission, a process which includes checks for subscriber identity verification, address validation, duplicate person, duplicate address, name normalization duplicate checks, and subscriber identity and eligibility documentation. Tempo uses agent logins so that each enrollment can be traced to the representative entering the applicant information. Tempo also performs a real-time review to audit the subscriber demographic information and that the representative followed all applicable Lifeline rules.

ETC Requirement 8.6. Finally, Tempo will file all necessary information with the FCC to fulfill any and all requirements of the Commission under 47 C.F.R. § 54.401(d) after ETC designation is granted by the Commission.

#### **H. ETC Requirement 9 - Ability to Remain Functional in Emergencies**

In accordance with 47 CFR §54.202(a)(2), Tempo has the ability to remain functional in

emergency situations. As discussed, Tempo will utilize the extensive and well-established networks and facilities of its Underlying Carrier to provide its Lifeline services. The Company understands that the Underlying Carrier's networks have access to a reasonable amount of back-up power to ensure functionality without an external power source, are able to reroute traffic around damaged facilities, and are capable of managing traffic spikes resulting from emergency situations. Indeed, its Underlying Carrier has repeatedly certified to the FCC that their networks function in emergency situations.<sup>38</sup> The Underlying Carrier provides the same functionality to Tempo and its customers as the carrier provides to itself and its own customers. Tempo hereby affirms that it will remit all applicable assessments, fees, surcharges, and taxes, including those that support 911 as outlined in ORS 403.200 to ORS 403.230.

**I. ETC Requirement 10 - Commitment to Meet Service Quality and Consumer Protection Standards**

Under FCC guidelines, an ETC applicant must demonstrate that it will satisfy applicable consumer protection and service quality standards, which wireless carriers may do by committing to comply with the Cellular Telecommunications and Internet Association's ("CTIA") Consumer Code for Wireless Service.<sup>39</sup> In accordance with ETC Requirement 10.1, Tempo hereby commits to comply with the CTIA Consumer Code for Wireless Service. As a reseller, Tempo's service is of the same quality and reliability as that of its Underlying Carrier.

In accordance with ETC Requirement 10.2, Tempo commits to resolve complaints received by the Commission and will designate a contact person to work with the Commission's Consumer Services Division for complaint resolution. Tempo will ensure that it makes available adequate

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<sup>38</sup> *In the Matter of Telecommunications Carriers Eligible for Universal Service Support, Petition of T-Mobile USA, Inc. for Designation as a Low-Income Eligible Telecommunications Carrier, et al.*, WC Docket No. 09-197, at 20 (released Aug. 16, 2012).

<sup>39</sup> See 47 C.F.R. § 54.202(a)(3); see also ETC Requirement 10.1.

personnel for communications with Staff regarding Lifeline questions and concerns and Lifeline reporting issues. Tempo will also make available adequate personnel for raising issues to appropriate levels of authority above the customer service representative level for resolution, including but not limited to issues related to loss prevention. Tempo will provide designated personnel's contact information including but not limited to e-mail addresses and telephone numbers to the Commission's RSPF Section. Prior to offering Lifeline service in Oregon, Tempo will list the Commission's Consumer Services Section's contact information in the Company's Terms and Conditions for customer complaints, concerns, or disputes.

**J. ETC Requirement 11 - Designation on Tribal Lands**

Tempo's request for ETC designation excludes tribal lands, and thus ETC Requirement 11 is not applicable.

**K. ETC Requirement 12 - Public Interest Showing**

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.<sup>40</sup> Designation of Tempo as an ETC in Oregon will further the public interest by providing low-income Oregon consumers with low-cost, high quality mobile and broadband services. Whether because of financial constraints, poor credit history or intermittent employment, many low-income customers in Oregon have yet to reap the full benefits of the intensely competitive wireless market.

The instant request for ETC designation should be examined in light of the Act's goal of providing low-income consumers with access to telecommunications services. The primary

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<sup>40</sup> *Telecommunications Act of 1996*, Pub. L. No. 104-104, 110 Stat. 56.

purpose of universal service is to ensure that consumers—particularly low-income consumers—receive affordable and comparable telecommunications services. Given this context and Tempo’s proven track record as a Lifeline service provider, designating Tempo as an ETC and ETP would significantly benefit low-income consumers eligible for Lifeline services in the State of Oregon—the intended beneficiaries of universal service.

### *1. The Benefits of Consumer 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.<sup>41</sup> Designation of Tempo as an ETC will promote competition, and thus spur other carriers to target low-income consumers with robust service offerings tailored to their needs, resulting in improved services to consumers. Designation of Tempo as an ETC will help assure that quality services are available at “just, reasonable, and affordable rates” as envisioned in the Act.<sup>42</sup> Introducing Tempo into the market as an additional wireless ETC provider will afford low-income Oregon residents a wider choice of providers and available services while enhancing a competitive marketplace as ETCs compete for a finite number of 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 and/or without access to broadband services.

### *2. Advantages of Tempo’s Service Offering*

The public interest benefits of Tempo’s wireless service include larger local calling areas (as compared to traditional wireline carriers); the convenience, portability and security afforded

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<sup>41</sup> See, e.g., *Specialized Common Carrier Services*, 29 FCC Rcd 870 (1971).

<sup>42</sup> See 47 U.S.C. § 254(b)(1).

by mobile telephone service; the opportunity for customers to control cost by receiving Lifeline service at no charge; the opportunity for customers to receive both the minimum service standards for voice *and* broadband usage within the same rate plan; the ability of users to use the supported service to send and receive unlimited “SMS” or text messages at no additional cost; the ability for customers to purchase additional usage at flexible and affordable amounts in the event that included usage has been exhausted (and the courtesy of free low-balance alerts); the opportunity for customers to receive service without going through a credit check or deposit requirement, or committing to a long-term service contract; and access to 911 and E911 service in accordance with current FCC requirements.

Low-income individuals can greatly benefit from the advantages offered by the Company’s Lifeline service, which provides access to wholly supported wireless service to assist in emergency situations, facilitate job search efforts, and to maintain contact with family members. 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. Tempo’s Lifeline service is likely to be an especially attractive option for low-income consumers because it alleviates customer concerns regarding hidden costs, varying monthly charges and long-term contract issues. Providing Tempo with the authority necessary to offer discounted Lifeline service to those without—or most in danger of losing—wireless service undoubtedly promotes the public interest.

Finally, grant of Tempo’s Application will serve the public interest in increasing the number

of ETCs in Oregon. By granting ETC status to Tempo, the Commission will enable Tempo to increase the number of Oregon residents receiving Lifeline support, thereby increasing the amount of USF money flowing into Oregon. In sum, ETC designation in Oregon would enable Tempo to provide all of the public benefits cited by the FCC in its analysis in the *Virgin Mobile Order*; namely, Tempo would provide “increased consumer choice, high-quality service offerings, and mobility,”<sup>43</sup> as well as the safety and security of effective 911 and E911 services.<sup>44</sup>

3. *Tempo will Contribute to RSPF and 911*

Tempo hereby affirms that it will remit all applicable assessments, fees, surcharges, and taxes, including those that support 911 and RSPF services.

4. *Impact on the Universal Service Fund*

Tempo’s request for designation as an ETC solely for purposes of participating in the Lifeline program would not unduly burden the USF or otherwise reduce the amount of funding available to other ETCs. With Lifeline, ETCs only receive support for customers they obtain. The amount of support available to an eligible subscriber is exactly the same whether the support is given through a company such as Tempo or the Incumbent Local Exchange Carrier operating in the same service area. The number of persons eligible for Lifeline support is the same regardless of the Company’s designation as an ETC; Tempo will only increase the amount of USF Lifeline funding in situations where it obtains Lifeline customers not already enrolled in another ETC’s Lifeline program. By implementing the safeguards set forth in the *Lifeline Reform Order* in conjunction with the Commission’s robust procedures for determining initial and ongoing eligibility, the likelihood that customers are not eligible or are receiving duplicative support either

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<sup>43</sup> See *Virgin Mobile Order*, 24 FCC Rcd at 3395 ¶ 38.

<sup>44</sup> See *id.* at 3391 ¶ 23.



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

5. *Prevention of Waste, Fraud and Abuse*

Tempo recognizes the importance of safeguarding USF. Consistent with FCC rules and OAR 860-033-0035(3), Tempo will not request OTAP or Lifeline reimbursement for a customer unless the customer is eligible for the Lifeline program and the customer activates their handset, which initiates the customer's service cycle.

Furthermore, Tempo abides by a non-usage policy in accordance with federal regulations (*see* 47 C.F.R. §§ 54.405(e)(3) and 54.407(c)) and will de-enroll any subscriber that has not used the Company's Lifeline service as set forth in 47 C.F.R. § 54.407(c)(2). An account will be considered active if the authorized subscriber establishes usage, as "usage" is defined by 47 C.F.R. § 54.407(c)(2), during the specified timeframe, currently a period of thirty (30) days, or during the notice period set forth in 47 C.F.R. § 54.405(e)(3), currently a period of fifteen (15) days. In accordance with 47 C.F.R. § 54.405(e)(3), Tempo will provide the subscriber advanced notice, using clear, easily understood language, that the subscriber's failure to use the Lifeline service within the notice period will result in service termination for non-usage. Customers that have been deactivated may participate in the Company's Lifeline service in the future by reapplying and re-establishing eligibility.

Finally, Tempo will comply with the FCC's *Fifth Report and Order*, which set forth reforms to strengthen the Lifeline program's enrollment, recertification, and reimbursement

processes, once the rule changes set forth therein become effective.<sup>45</sup>

#### **L. Financial and Technical Capability**

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

With respect to technical expertise, Tempo has demonstrated its technical capabilities over the past 10 years of successful operation. Further, Tempo's partnerships with nationwide wireless carriers such as T-Mobile demonstrates Tempo is technically capable of providing prepaid wireless Lifeline service.

Pursuant to a Membership Interest Purchase Agreement dated January 24, 2023, Lingo Management and Insight Mobile have agreed that, subject to regulatory approval, Lingo Management will transfer 100 percent of the outstanding membership interests in Tempo to Insight Mobile (the "Transaction"). Financial support for Tempo's continued operations will be enhanced by the Transaction. Following the proposed change in Tempo's ownership, the Company's corporate and trade names and identifiers initially will remain unchanged, and any future changes to the Company's name will comply with relevant laws governing customer

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<sup>45</sup> *In the Matter of Bridging the Digital Divide for Low-Income Consumers, Lifeline and Link Up Reform and Modernization, Telecommunications Carriers Eligible for Universal Service Support*, WC Docket No. 17-287, WC Docket No. 11-42, WC Docket No. 09-197, Fifth Report and Order, Memorandum Opinion and Order and Order on Reconsideration, and Further Notice of Proposed Rulemaking, FCC 19-111 (rel. Nov. 14, 2019) (hereinafter, "*Fifth Report and Order*"). The order is effective January 27, 2020, except for section 54.406(b) [*Prohibition of commissions for enrollment representatives*], which is effective February 25, 2020, and section 54.406(a) [*Enrollment representative registration*], which is effective March 26, 2020. Revisions to Sections 54.404(b)(12) [*relating to not enrolling/claiming a subscriber unless they are verified to be alive*] and 54.410(f) [*changes to recertification*] are delayed and the FCC will publish a document announcing the effective date.

notices. The Transaction will not result in any loss or impairment of service for any customer, and customers will continue to receive their existing services at the same rates, terms and conditions currently in effect.

Upon approval of the change in ownership, Insight Mobile's management team will be responsible for day-to-day oversight of Tempo's operations. However, the parties contemplate that Tempo's employees who are currently responsible for the Company's Lifeline service business will maintain their positions under Insight Mobile's ownership. Insight Mobile's management team has extensive experience in the telecommunications and technology industries, as well as in the Lifeline services market. Their collective expertise will guide the Company's decisions going forward.<sup>46</sup> As a result, the Transaction will bring together the full strength of Tempo's and Insight Mobile's telecommunications industry and business expertise. The resulting synergies will enable Tempo to achieve measurable growth at the same time as it develops improved operating efficiencies, both necessary components for the Company to thrive. Moreover, with access to Insight Mobile's financial and technical resources, Tempo will be able to offer enhanced service offerings to all current and future end users, including those who are enrolled in the Lifeline program.

#### **M. Compliance with Requirements for Certification and Verification**

Tempo is aware of the FCC's current requirements regarding certification and verification of a customer's qualification for Lifeline service and has implemented procedures to ensure these requirements are met. Tempo confirms that it will not provide a consumer with an activated device and will not activate a Lifeline service unless or until it has confirmed that the consumer is a qualifying low-income consumer pursuant to 47 C.F.R. § 54.409, and completed the required

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<sup>46</sup> See Exhibit 7 for key management bios.

eligibility determination and certification requirements of 47 C.F.R. §§ 54.410(a), 54.404-54.405. These procedures comply with the FCC’s customer certification and verification requirements.<sup>47</sup> Tempo also will comply with the FCC’s annual certification requirements as well as with the FCC’s measures to prevent waste, fraud and abuse of Lifeline services, as discussed above.

Furthermore, Tempo will comply with OAR 860-033-0030 pertaining to OTAP and Lifeline eligibility. Tempo understands that National Verifier soft-launched in Oregon on December 20, 2019, but on a modified basis,<sup>48</sup> such that the Commission remains responsible for the initial determination of subscriber eligibility, including confirmation that the consumer’s household is not receiving Lifeline from another company, as well as the annual verification of continued subscriber eligibility in Oregon. Tempo will thus follow the Oregon-specific application processes,<sup>49</sup> including use of the Commission’s Lifeline application forms and submission of completed Lifeline applications to Oregon for eligibility determination.

**N. Compliance with Commission and FCC Requirements on ETC Designation Relinquishment**

If at some point in the future, Tempo seeks to relinquish its ETC designation, Tempo will comply with the requirements of 47 C.F.R. § 54.205 and any applicable Commission requirements.

**O. ETC Requirement 13 - Commitment to Provide Required Reports**

Tempo will comply with all applicable FCC and Commission annual ETC reporting requirements following designation as an ETC,<sup>50</sup> and will comply with OAR 860-033-0046

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<sup>47</sup> See 47 C.F.R. § 54.410.

<sup>48</sup> See FCC Public Notice DA 19-1290 released Dec. 18, 2019, <https://docs.fcc.gov/public/attachments/DA-19-1290A1.pdf>.

<sup>49</sup> See <https://www.usac.org/lifeline/eligibility/customer-eligibility/state-eligibility-verification-processes/>; see also <https://www.oregon.gov/puc/Pages/Free-Service.aspx>.

<sup>50</sup> See 47 C.F.R. §§ 54.416, 54.422; see also *Oregon ETC Order*, Appendix A (Annual Recertification Requirements).

pertaining to OTAP reporting requirements. Tempo agrees to provide additional special reports that the Commission finds necessary.

#### IV. REQUEST FOR CERTAIN WAIVERS

Tempo hereby requests waivers of the following RSPF rules for ETP designation. The requested waivers are appropriate, are based on Commission precedent<sup>51</sup> and are in the public interest. The Commission is authorized to grant the requested waivers, for good cause shown, per OAR 860-033-0001(2).

**1. OAR 860-033-0021(1)(a)**

Tempo requests a waiver of the requirement in OAR 860-033-0021(1)(a) to the extent it requires Tempo to offer services using its own facilities. The FCC has granted forbearance from the companion federal requirement and has approved Tempo's Compliance Plan.

**2. OAR 860-033-0006(3)(a)**

Tempo requests a waiver of OAR 860-033-0006(3)(a) to the extent that it would require Tempo to *collect* the Residential Service Protection Fund ("RSPF") surcharge from its Lifeline or non-Lifeline customers. Tempo will remit the RSPF surcharge on behalf of its Oregon customers, and thus waiver of this requirement will have no financial impact on the RSPF. As a prepaid service provider, Tempo does not issue invoices. Also, Tempo offers Lifeline plan options which require no financial contribution from customers.

**3. OAR 860-033-0006(3)(d)**

Tempo requests a waiver of OAR 860-033-0006(3)(d) to the extent that it would require Tempo to identify the RSPF surcharge on each customer's bill. As discussed above, Tempo is a prepaid wireless service provider and therefore does not issue bills to its Lifeline customers.

**4. OAR 860-033-0035(1)(c)**

For the Initial 24-month period following designation as an ETC and ETP, Tempo requests a waiver of OAR 860-033-0035(1)(c) to the extent that it would require Tempo to offer unlimited data. As described in Section III.B.3, Tempo proposes instead offering 5 GB data and unlimited talk and text, and also proposes to offer a free handset, the cost of which will be entirely borne by Tempo.

#### V. CONCLUSION

Based on the foregoing, designation of Tempo as an ETC and ETP in the State of Oregon

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<sup>51</sup> See i-wireless ETC Order.

accords with the requirements of Section 214(e)(2) of the Act and Commission rules and is in the public interest.

WHEREFORE, Tempo respectfully requests that the Commission promptly designate Tempo as an ETC and ETP in the State of Oregon solely for purposes of participating in the Lifeline and OTAP programs.

Respectfully submitted,

/s/ Jocelyn Pease

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*Attorneys for Tempo Telecom, LLC*

July 27, 2023

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UM 2300**

**Exhibit 1**

**to**

**Tempo Telecom, LLC  
Application for Designation as an Eligible  
Telecommunications Carrier and  
Eligible Telecommunications Provider, and  
Request for Certain Waivers**

**Certification of Alex Valencia, Chief Compliance Officer**

July 27, 2023

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UM 2300**

In the Matter of

TEMPO TELECOM, LLC

Application for Designation as an Eligible  
Telecommunications Carrier and Eligible  
Telecommunications Provider, and Request  
for Certain Waivers.

**DECLARATION OF ALEX VALENCIA**

I, Alex Valencia, declare under penalty of perjury under the laws of the state of Oregon:

1. My full name is Alex Valencia and I am the Chief Compliance Officer of Tempo Telecom, LLC (“Tempo”).
2. I have read the foregoing Application and know the contents thereof.
3. I declare under penalty of perjury that the statements made therein are true and correct to the best of my knowledge, information and belief.
4. Further, I certify that universal service support and OTAP funds received will be used by Tempo only for the intended purposes and Tempo will comply with the service requirements applicable to the Lifeline and OTAP support it receives.

I hereby declare that the above statement is true to the best of my knowledge and belief, and that I understand it is made for use as evidence before the Commission and is subject to penalty for perjury.

SIGNED this 26th day of July 2023, at Richardson, Texas

Signed:  /s/ Alex Valencia



**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UM 2300**

**Exhibit 2**

**to**

**Tempo Telecom, LLC  
Application for Designation as an Eligible  
Telecommunications Carrier and  
Eligible Telecommunications Provider, and  
Request for Certain Waivers**

**Proposed Lifeline Offering**

July 27, 2023

## Proposed Oregon Lifeline Offering

### Tempo Telecom, LLC

| <b>Plan</b>          | <b>Minutes</b> | <b>Text</b> | <b>Data</b> | <b>Net Cost to Lifeline Customer</b> |
|----------------------|----------------|-------------|-------------|--------------------------------------|
| <b>Lifeline Plan</b> | Unlimited      | Unlimited   | 5 GB        | \$0.00                               |

#### Additional Features:

- Free Handset or SIM card
- Free calls to Company Customer Service
- Free calls to 911 and E911
- Free Access to Voicemail, caller I.D., call forwarding, 3-way calling, and call waiting
- Free Domestic Long Distance

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UM 2300**

**Exhibit 3**

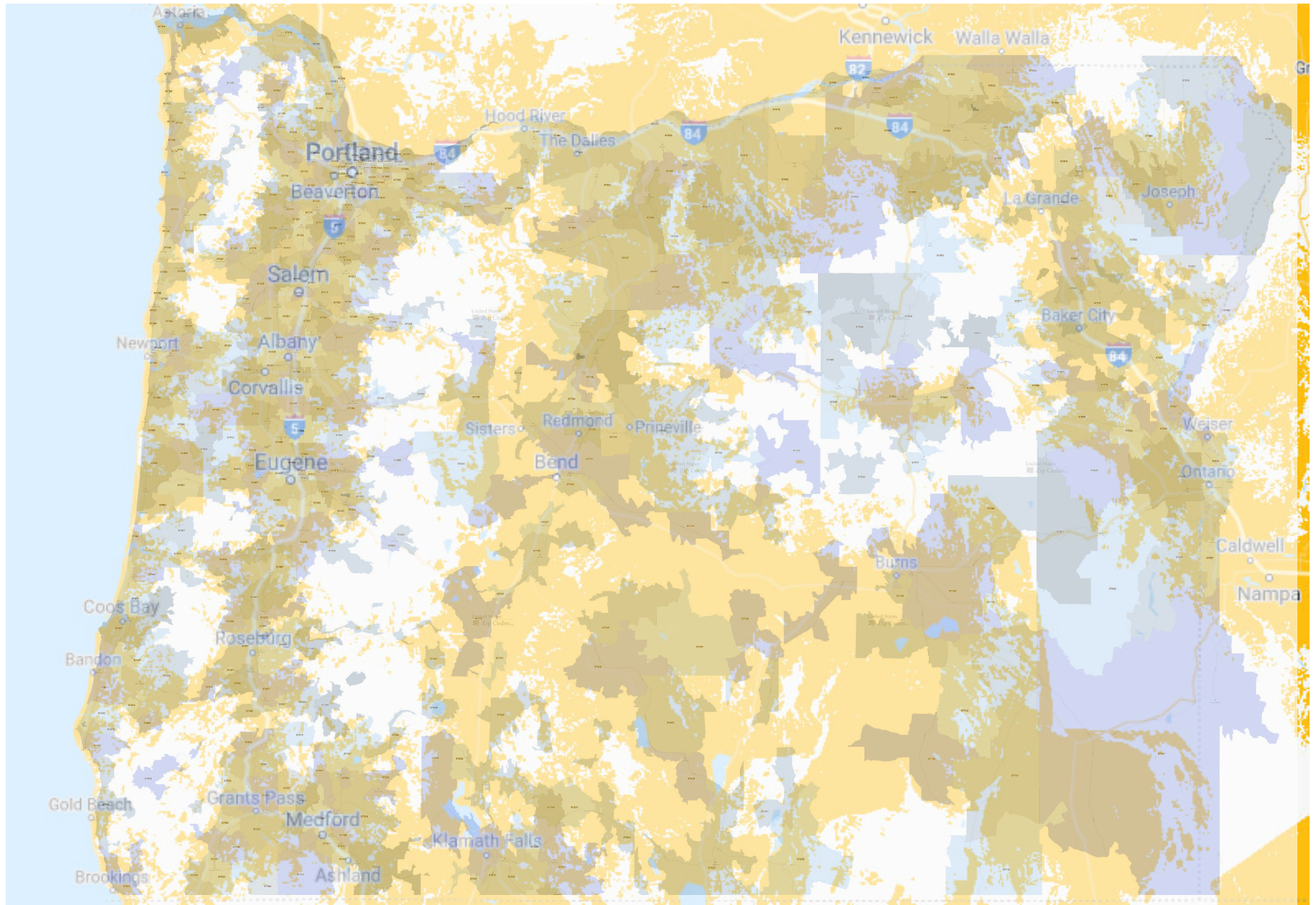
**to**

**Tempo Telecom, LLC  
Application for Designation as an Eligible  
Telecommunications Carrier and  
Eligible Telecommunications Provider, and  
Request for Certain Waivers**

**Proposed Designated Service Area and Wireless Coverage-Maps**

July 27, 2023

T-Mobile Coverage



**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UM 2300**

**Exhibit 4**

**to**

**Tempo Telecom, LLC  
Application for Designation as an Eligible  
Telecommunications Carrier and  
Eligible Telecommunications Provider, and  
Request for Certain Waivers**

**Proposed Designated Service Area – Zip Code List  
(Excluding Tribal Lands)**

July 27, 2023

| Zip Code | City                | County            |
|----------|---------------------|-------------------|
| 97001    | Antelope            | Wasco County      |
| 97002    | Aurora              | Marion County     |
| 97003    | Fpo                 | Washington County |
| 97004    | Beavercreek         | Clackamas County  |
| 97005    | Beaverton           | Washington County |
| 97006    | Beaverton           | Washington County |
| 97007    | Beaverton           | Washington County |
| 97008    | Beaverton           | Washington County |
| 97009    | Boring              | Clackamas County  |
| 97010    | Bridal Veil         | Multnomah County  |
| 97011    | Brightwood          | Clackamas County  |
| 97013    | Canby               | Clackamas County  |
| 97014    | Cascade Locks       | Hood River County |
| 97015    | Clackamas           | Clackamas County  |
| 97016    | Clatskanie          | Columbia County   |
| 97017    | Colton              | Clackamas County  |
| 97018    | Columbia City       | Columbia County   |
| 97019    | Corbett             | Multnomah County  |
| 97020    | Donald              | Marion County     |
| 97021    | Dufur               | Wasco County      |
| 97022    | Eagle Creek         | Clackamas County  |
| 97023    | Estacada            | Clackamas County  |
| 97024    | Fairview            | Multnomah County  |
| 97026    | Gervais             | Marion County     |
| 97027    | Gladstone           | Clackamas County  |
| 97028    | Government Camp     | Clackamas County  |
| 97029    | Grass Valley        | Sherman County    |
| 97030    | Gresham             | Multnomah County  |
| 97031    | Hood River          | Hood River County |
| 97032    | Hubbard             | Marion County     |
| 97033    | Kent                | Sherman County    |
| 97034    | Lake Oswego         | Clackamas County  |
| 97035    | Lake Oswego         | Clackamas County  |
| 97036    | Marylhurst          | Clackamas County  |
| 97037    | Maupin              | Wasco County      |
| 97038    | Molalla             | Clackamas County  |
| 97039    | Moro                | Sherman County    |
| 97040    | Mosier              | Wasco County      |
| 97041    | Mount Hood Parkdale | Hood River County |
| 97042    | Mulino              | Clackamas County  |
| 97044    | Odell               | Hood River County |
| 97045    | Oregon City         | Clackamas County  |
| 97048    | Rainier             | Columbia County   |
| 97049    | Rhododendron        | Clackamas County  |
| 97050    | Rufus               | Sherman County    |
| 97051    | Saint Helens        | Columbia County   |

| Zip Code | City         | County            |
|----------|--------------|-------------------|
| 97053    | Warren       | Columbia County   |
| 97054    | Deer Island  | Columbia County   |
| 97055    | Sandy        | Clackamas County  |
| 97056    | Scappoose    | Columbia County   |
| 97057    | Shaniko      | Wasco County      |
| 97058    | The Dalles   | Wasco County      |
| 97060    | Troutdale    | Multnomah County  |
| 97062    | Tualatin     | Washington County |
| 97063    | Tygh Valley  | Wasco County      |
| 97064    | Vernonia     | Columbia County   |
| 97065    | Wasco        | Sherman County    |
| 97067    | Welches      | Clackamas County  |
| 97068    | West Linn    | Clackamas County  |
| 97070    | Wilsonville  | Clackamas County  |
| 97071    | Woodburn     | Marion County     |
| 97075    | Beaverton    | Washington County |
| 97076    | Beaverton    | Washington County |
| 97077    | Beaverton    | Washington County |
| 97078    | Beaverton    | Washington County |
| 97079    | Beaverton    | 0                 |
| 97080    | Gresham      | Multnomah County  |
| 97086    | Happy Valley | Clackamas County  |
| 97089    | Damascus     | Clackamas County  |
| 97101    | Amity        | Yamhill County    |
| 97102    | Arch Cape    | Clatsop County    |
| 97103    | Astoria      | Clatsop County    |
| 97106    | Banks        | Washington County |
| 97107    | Bay City     | Tillamook County  |
| 97108    | Beaver       | Tillamook County  |
| 97109    | Buxton       | Washington County |
| 97110    | Cannon Beach | Clatsop County    |
| 97111    | Carlton      | Yamhill County    |
| 97112    | Cloverdale   | Tillamook County  |
| 97113    | Cornelius    | Washington County |
| 97114    | Dayton       | Yamhill County    |
| 97115    | Dundee       | Yamhill County    |
| 97116    | Forest Grove | Washington County |
| 97117    | Gales Creek  | Washington County |
| 97118    | Garibaldi    | Tillamook County  |
| 97119    | Gaston       | Washington County |
| 97121    | Hammond      | Clatsop County    |
| 97122    | Hebo         | Tillamook County  |
| 97123    | Hillsboro    | Washington County |
| 97124    | Hillsboro    | Washington County |
| 97125    | Manning      | Washington County |
| 97127    | Lafayette    | Yamhill County    |

| Zip Code | City           | County            |
|----------|----------------|-------------------|
| 97128    | Mcminnville    | Yamhill County    |
| 97129    | Hillsboro      | 0                 |
| 97131    | Nehalem        | Tillamook County  |
| 97132    | Newberg        | Yamhill County    |
| 97133    | North Plains   | Washington County |
| 97134    | Oceanside      | Tillamook County  |
| 97135    | Pacific City   | Tillamook County  |
| 97136    | Rockaway Beach | Tillamook County  |
| 97137    | Saint Paul     | Marion County     |
| 97138    | Seaside        | Clatsop County    |
| 97140    | Sherwood       | Washington County |
| 97141    | Tillamook      | Tillamook County  |
| 97143    | Netarts        | Tillamook County  |
| 97144    | Timber         | Washington County |
| 97145    | Tolovana Park  | Clatsop County    |
| 97146    | Warrenton      | Clatsop County    |
| 97148    | Yamhill        | Yamhill County    |
| 97149    | Neskowin       | Tillamook County  |
| 97201    | Portland       | Multnomah County  |
| 97202    | Portland       | Multnomah County  |
| 97203    | Portland       | Multnomah County  |
| 97204    | Portland       | Multnomah County  |
| 97205    | Portland       | Multnomah County  |
| 97206    | Portland       | Multnomah County  |
| 97207    | Portland       | Multnomah County  |
| 97208    | Portland       | Multnomah County  |
| 97209    | Portland       | Multnomah County  |
| 97210    | Portland       | Multnomah County  |
| 97211    | Portland       | Multnomah County  |
| 97212    | Portland       | Multnomah County  |
| 97213    | Portland       | Multnomah County  |
| 97214    | Portland       | Multnomah County  |
| 97215    | Portland       | Multnomah County  |
| 97216    | Portland       | Multnomah County  |
| 97217    | Portland       | Multnomah County  |
| 97218    | Portland       | Multnomah County  |
| 97219    | Portland       | Multnomah County  |
| 97220    | Portland       | Multnomah County  |
| 97221    | Portland       | Multnomah County  |
| 97222    | Portland       | Clackamas County  |
| 97223    | Portland       | Washington County |
| 97224    | Portland       | Washington County |
| 97225    | Portland       | Washington County |
| 97227    | Portland       | Multnomah County  |
| 97228    | Portland       | Multnomah County  |
| 97229    | Portland       | Washington County |



| Zip Code | City      | County           |
|----------|-----------|------------------|
| 97230    | Portland  | Multnomah County |
| 97231    | Portland  | Multnomah County |
| 97232    | Portland  | Multnomah County |
| 97233    | Portland  | Multnomah County |
| 97236    | Portland  | Multnomah County |
| 97238    | Portland  | Multnomah County |
| 97239    | Portland  | Multnomah County |
| 97240    | Portland  | Multnomah County |
| 97242    | Portland  | Multnomah County |
| 97250    | Beaverton | 0                |
| 97251    | Portland  | Multnomah County |
| 97252    | Portland  | 0                |
| 97253    | Portland  | Multnomah County |
| 97254    | Portland  | Multnomah County |
| 97256    | Portland  | Multnomah County |
| 97258    | Portland  | Multnomah County |
| 97266    | Portland  | Multnomah County |
| 97267    | Portland  | Clackamas County |
| 97268    | Portland  | Multnomah County |
| 97269    | Portland  | Multnomah County |
| 97280    | Portland  | Multnomah County |
| 97281    | Portland  | Multnomah County |
| 97282    | Portland  | Multnomah County |
| 97283    | Portland  | Multnomah County |
| 97286    | Portland  | Multnomah County |
| 97290    | Portland  | Multnomah County |
| 97291    | Portland  | Multnomah County |
| 97292    | Portland  | Multnomah County |
| 97293    | Portland  | Multnomah County |
| 97294    | Portland  | Multnomah County |
| 97296    | Portland  | Multnomah County |
| 97298    | Portland  | Multnomah County |
| 97301    | Salem     | Marion County    |
| 97302    | Salem     | Marion County    |
| 97303    | Salem     | Marion County    |
| 97304    | Salem     | Polk County      |
| 97305    | Salem     | Marion County    |
| 97306    | Salem     | Marion County    |
| 97307    | Keizer    | Marion County    |
| 97308    | Salem     | Marion County    |
| 97309    | Salem     | Marion County    |
| 97310    | Salem     | Marion County    |
| 97311    | Salem     | Marion County    |
| 97312    | Salem     | Marion County    |
| 97313    | Salem     | Marion County    |
| 97314    | Salem     | Marion County    |

| Zip Code | City           | County         |
|----------|----------------|----------------|
| 97317    | Salem          | Marion County  |
| 97321    | Albany         | Linn County    |
| 97322    | Albany         | Linn County    |
| 97324    | Alsea          | Benton County  |
| 97325    | Aumsville      | Marion County  |
| 97326    | Blodgett       | Benton County  |
| 97327    | Brownsville    | Linn County    |
| 97329    | Cascadia       | Linn County    |
| 97330    | Corvallis      | Benton County  |
| 97331    | Corvallis      | Benton County  |
| 97333    | Corvallis      | Benton County  |
| 97335    | Crabtree       | Linn County    |
| 97338    | Dallas         | Polk County    |
| 97339    | Corvallis      | Benton County  |
| 97341    | Depoe Bay      | Lincoln County |
| 97342    | Detroit        | Marion County  |
| 97343    | Eddyville      | Lincoln County |
| 97344    | Falls City     | Polk County    |
| 97345    | Foster         | Linn County    |
| 97346    | Gates          | Marion County  |
| 97347    | Grand Ronde    | Polk County    |
| 97348    | Halsey         | Linn County    |
| 97350    | Idanha         | Marion County  |
| 97351    | Independence   | Polk County    |
| 97352    | Jefferson      | Marion County  |
| 97355    | Lebanon        | Linn County    |
| 97357    | Logsden        | Lincoln County |
| 97358    | Lyons          | Linn County    |
| 97360    | Mill City      | Linn County    |
| 97361    | Monmouth       | Polk County    |
| 97362    | Mount Angel    | Marion County  |
| 97364    | Neotsu         | Lincoln County |
| 97365    | Newport        | Lincoln County |
| 97366    | South Beach    | Lincoln County |
| 97367    | Lincoln City   | Lincoln County |
| 97368    | Otis           | Lincoln County |
| 97369    | Otter Rock     | Lincoln County |
| 97370    | Philomath      | Benton County  |
| 97371    | Rickreall      | Polk County    |
| 97373    | Saint Benedict | Marion County  |
| 97374    | Scio           | Linn County    |
| 97375    | Scotts Mills   | Marion County  |
| 97376    | Seal Rock      | Lincoln County |
| 97377    | Shedd          | Linn County    |
| 97378    | Sheridan       | Yamhill County |
| 97380    | Siletz         | Lincoln County |

| Zip Code | City           | County         |
|----------|----------------|----------------|
| 97381    | Silverton      | Marion County  |
| 97383    | Stayton        | Marion County  |
| 97384    | Mehama         | Marion County  |
| 97385    | Sublimity      | Marion County  |
| 97386    | Sweet Home     | Linn County    |
| 97388    | Gleneden Beach | Lincoln County |
| 97389    | Tangent        | Linn County    |
| 97390    | Tidewater      | Lincoln County |
| 97391    | Toledo         | Lincoln County |
| 97392    | Turner         | Marion County  |
| 97394    | Waldport       | Lincoln County |
| 97396    | Willamina      | Yamhill County |
| 97401    | Eugene         | Lane County    |
| 97402    | Eugene         | Lane County    |
| 97403    | Eugene         | Lane County    |
| 97404    | Eugene         | Lane County    |
| 97405    | Eugene         | Lane County    |
| 97406    | Agness         | Curry County   |
| 97408    | Eugene         | Lane County    |
| 97409    | Alvadore       | Lane County    |
| 97410    | Azalea         | Douglas County |
| 97412    | Blachly        | Lane County    |
| 97413    | Blue River     | Lane County    |
| 97415    | Brookings      | Curry County   |
| 97416    | Camas Valley   | Douglas County |
| 97417    | Canyonville    | Douglas County |
| 97419    | Cheshire       | Lane County    |
| 97424    | Cottage Grove  | Lane County    |
| 97426    | Creswell       | Lane County    |
| 97429    | Days Creek     | Douglas County |
| 97430    | Deadwood       | Lane County    |
| 97431    | Dexter         | Lane County    |
| 97432    | Dillard        | Douglas County |
| 97434    | Dorena         | Lane County    |
| 97435    | Drain          | Douglas County |
| 97436    | Elkton         | Douglas County |
| 97437    | Elmira         | Lane County    |
| 97438    | Fall Creek     | Lane County    |
| 97440    | Eugene         | Lane County    |
| 97442    | Glendale       | Douglas County |
| 97443    | Glide          | Douglas County |
| 97446    | Harrisburg     | Linn County    |
| 97447    | Idleyld Park   | Douglas County |
| 97448    | Junction City  | Lane County    |
| 97451    | Lorane         | Lane County    |
| 97452    | Lowell         | Lane County    |

| Zip Code | City          | County           |
|----------|---------------|------------------|
| 97453    | Mapleton      | Lane County      |
| 97454    | Marcola       | Lane County      |
| 97455    | Pleasant Hill | Lane County      |
| 97456    | Monroe        | Benton County    |
| 97457    | Myrtle Creek  | Douglas County   |
| 97458    | Myrtle Point  | Coos County      |
| 97459    | North Bend    | Coos County      |
| 97461    | Noti          | Lane County      |
| 97462    | Oakland       | Douglas County   |
| 97463    | Oakridge      | Lane County      |
| 97466    | Powers        | Coos County      |
| 97467    | Reedsport     | Douglas County   |
| 97469    | Riddle        | Douglas County   |
| 97470    | Roseburg      | Douglas County   |
| 97471    | Roseburg      | Douglas County   |
| 97475    | Springfield   | 0                |
| 97477    | Springfield   | Lane County      |
| 97478    | Springfield   | Lane County      |
| 97479    | Sutherlin     | Douglas County   |
| 97480    | Swishhome     | Lane County      |
| 97481    | Tenmile       | Douglas County   |
| 97484    | Tiller        | Douglas County   |
| 97486    | Umpqua        | Douglas County   |
| 97487    | Veneta        | Lane County      |
| 97488    | Vida          | Lane County      |
| 97489    | Walterville   | Lane County      |
| 97490    | Walton        | Lane County      |
| 97492    | Westfir       | Lane County      |
| 97494    | Wilbur        | Douglas County   |
| 97495    | Winchester    | Douglas County   |
| 97496    | Winston       | Douglas County   |
| 97497    | Wolf Creek    | Josephine County |
| 97498    | Yachats       | Lincoln County   |
| 97499    | Yoncalla      | Douglas County   |
| 97501    | Medford       | Jackson County   |
| 97502    | Central Point | Jackson County   |
| 97503    | White City    | Jackson County   |
| 97504    | Medford       | Jackson County   |
| 97520    | Ashland       | Jackson County   |
| 97522    | Butte Falls   | Jackson County   |
| 97523    | Cave Junction | Josephine County |
| 97524    | Eagle Point   | Jackson County   |
| 97525    | Gold Hill     | Jackson County   |
| 97526    | Grants Pass   | Josephine County |
| 97527    | Grants Pass   | Josephine County |
| 97528    | Grants Pass   | Josephine County |

| Zip Code | City             | County           |
|----------|------------------|------------------|
| 97530    | Jacksonville     | Jackson County   |
| 97531    | Kerby            | Josephine County |
| 97532    | Merlin           | Josephine County |
| 97533    | Murphy           | Josephine County |
| 97534    | O Brien          | Josephine County |
| 97535    | Phoenix          | Jackson County   |
| 97536    | Prospect         | Jackson County   |
| 97537    | Rogue River      | Jackson County   |
| 97538    | Selma            | Josephine County |
| 97539    | Shady Cove       | Jackson County   |
| 97540    | Talent           | Jackson County   |
| 97541    | Trail            | Jackson County   |
| 97543    | Wilderville      | Josephine County |
| 97544    | Williams         | Josephine County |
| 97601    | Klamath Falls    | Klamath County   |
| 97602    | Klamath Falls    | Klamath County   |
| 97603    | Klamath Falls    | Klamath County   |
| 97604    | Crater Lake      | Klamath County   |
| 97621    | Beatty           | Klamath County   |
| 97622    | Bly              | Klamath County   |
| 97623    | Bonanza          | Klamath County   |
| 97624    | Chiloquin        | Klamath County   |
| 97625    | Dairy            | Klamath County   |
| 97626    | Fort Klamath     | Klamath County   |
| 97627    | Keno             | Klamath County   |
| 97630    | Lakeview         | Lake County      |
| 97632    | Malin            | Klamath County   |
| 97633    | Merrill          | Klamath County   |
| 97634    | Midland          | Klamath County   |
| 97636    | Paisley          | Lake County      |
| 97637    | Plush            | Lake County      |
| 97638    | Silver Lake      | Lake County      |
| 97639    | Sprague River    | Klamath County   |
| 97640    | Summer Lake      | Lake County      |
| 97641    | Christmas Valley | Lake County      |
| 97701    | Bend             | Deschutes County |
| 97702    | Bend             | Deschutes County |
| 97703    | Bend             | Deschutes County |
| 97707    | Bend             | Deschutes County |
| 97708    | Bend             | Deschutes County |
| 97709    | Bend             | Deschutes County |
| 97711    | Ashwood          | Jefferson County |
| 97712    | Brothers         | Deschutes County |
| 97730    | Camp Sherman     | Jefferson County |
| 97731    | Chemult          | Klamath County   |
| 97733    | Crescent         | Klamath County   |

| Zip Code | City         | County           |
|----------|--------------|------------------|
| 97734    | Culver       | Jefferson County |
| 97735    | Fort Rock    | Lake County      |
| 97737    | Gilchrist    | Klamath County   |
| 97739    | La Pine      | Deschutes County |
| 97741    | Madras       | Jefferson County |
| 97750    | Mitchell     | Wheeler County   |
| 97751    | Paulina      | Crook County     |
| 97752    | Post         | Crook County     |
| 97753    | Powell Butte | Crook County     |
| 97754    | Prineville   | Crook County     |
| 97756    | Redmond      | Deschutes County |
| 97758    | Riley        | Harney County    |
| 97759    | Sisters      | Deschutes County |
| 97760    | Terrebonne   | Jefferson County |
| 97761    | Warm Springs | Jefferson County |
| 97801    | Pendleton    | Umatilla County  |
| 97810    | Adams        | Umatilla County  |
| 97812    | Arlington    | Gilliam County   |
| 97813    | Athena       | Umatilla County  |
| 97818    | Boardman     | Morrow County    |
| 97823    | Condon       | Gilliam County   |
| 97826    | Echo         | Umatilla County  |
| 97827    | Elgin        | Union County     |
| 97830    | Fossil       | Wheeler County   |
| 97835    | Helix        | Umatilla County  |
| 97836    | Heppner      | Morrow County    |
| 97837    | Hereford     | Baker County     |
| 97838    | Hermiston    | Umatilla County  |
| 97839    | Lexington    | Morrow County    |
| 97843    | Ione         | Morrow County    |
| 97844    | Irrigon      | Morrow County    |
| 97850    | La Grande    | Union County     |
| 97856    | Long Creek   | Grant County     |
| 97859    | Meacham      | Umatilla County  |
| 97868    | Pilot Rock   | Umatilla County  |
| 97869    | Prairie City | Grant County     |
| 97875    | Stanfield    | Umatilla County  |
| 97880    | Ukiah        | Umatilla County  |
| 97882    | Umatilla     | Umatilla County  |
| 97886    | Weston       | Umatilla County  |
| 97901    | Adrian       | Malheur County   |
| 97903    | Brogan       | Malheur County   |
| 97906    | Harper       | Malheur County   |
| 97907    | Huntington   | Baker County     |
| 97908    | Ironside     | Malheur County   |
| 97909    | Jamieson     | Malheur County   |

| Zip Code | City     | County         |
|----------|----------|----------------|
| 97913    | Nyssa    | Malheur County |
| 97914    | Ontario  | Malheur County |
| 97918    | Vale     | Malheur County |
| 97920    | Westfall | Malheur County |

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UM 2300**

**Exhibit 5**

**to**

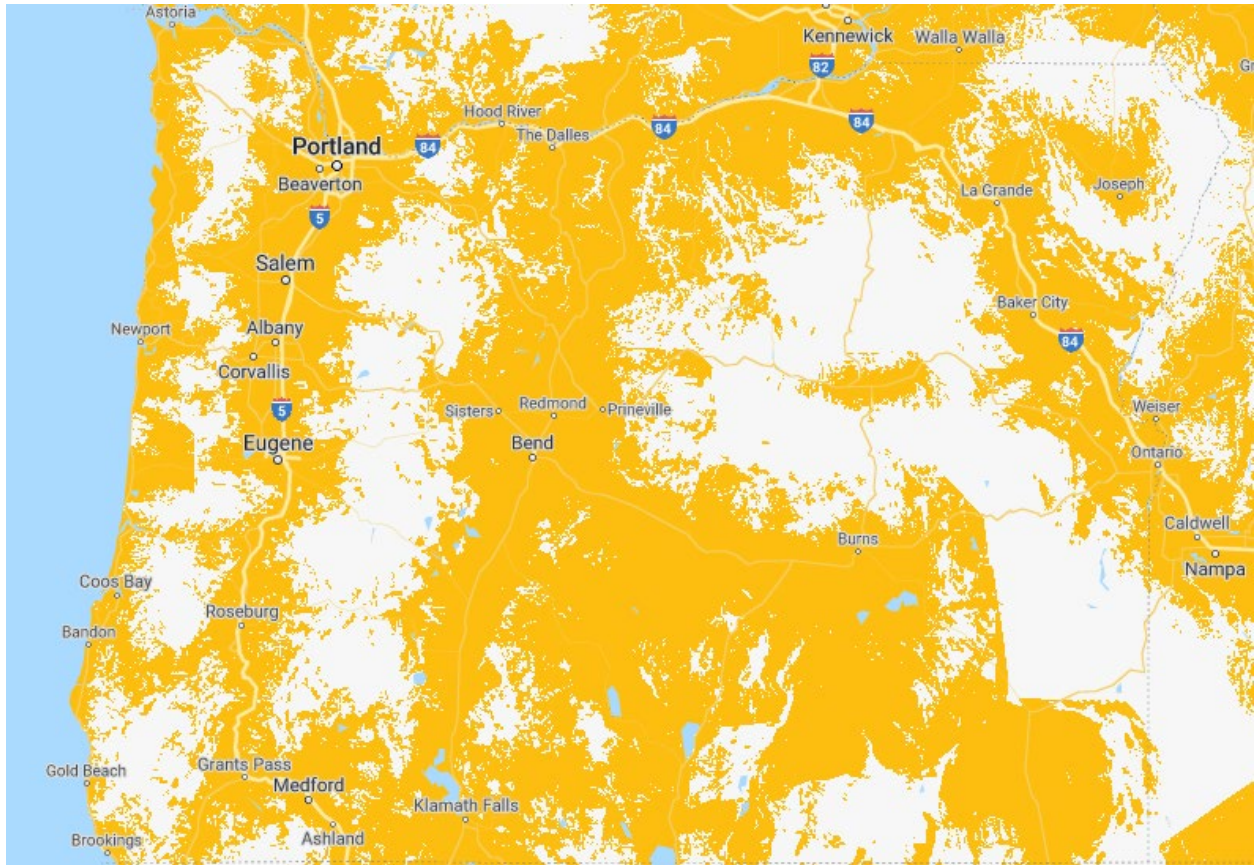
**Tempo Telecom, LLC  
Application for Designation as an Eligible  
Telecommunications Carrier and  
Eligible Telecommunications Provider, and  
Request for Certain Waivers**

**Proposed Designated Service Area Details**

July 27, 2023



# T-MOBILE



**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UM 2300**

**Exhibit 6**

**to**

**Tempo Telecom, LLC  
Application for Designation as an Eligible  
Telecommunications Carrier and  
Eligible Telecommunications Provider, and  
Request for Certain Waivers**

**FCC Compliance Plan**

July 27, 2023

April 28, 2023

**Via ECFS**

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

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

Dear Ms. Dortch:

On July 25, 2022, Tempo Telecom, LLC (“Tempo” or the “Company”) filed its Updated Compliance Plan for wireless Lifeline services, outlining the measures it would take to comply with the Federal Communications Commission’s (“Commission’s”) Lifeline rules. The Wireline Competition Bureau (“Bureau”) approved the plan on September 21, 2022.<sup>1</sup> Enclosed, on behalf of Tempo and Insight Mobile, Inc. (“Insight Mobile”), is Tempo’s Second Updated Compliance Plan. Tempo is revising its approved Updated Compliance Plan to reflect a transaction, described in more detail in the Second Updated Compliance Plan, whereby Insight will acquire 100 percent ownership and control of Tempo. Tempo and Insight Mobile respectfully request that the Bureau expeditiously approve the Second Updated Compliance Plan.

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

Marlene H. Dortch  
April 28, 2023  
Page 2

### Current Tempo Operations

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

### Insight Mobile Transaction

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

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

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

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

Marlene H. Dortch  
April 28, 2023  
Page 3

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

Respectfully submitted,

/s/ Alex Valencia  
Alex Valencia  
Chief Compliance Officer  
Tempo Telecom, LLC  
25925 Telegraph Road  
Suite 210  
Southfield, MI 48033  
972-910-1720  
[alex.valencia@lingo.com](mailto:alex.valencia@lingo.com)

/s/ John J. Heitmann  
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*Counsel for Insight Mobile, Inc.*

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

|   |   |                             |
|---|---|-----------------------------|
| <b>In the Matter of</b>                     | ) |                             |
|   | ) |                             |
| <b>TEMPO TELECOM, LLC</b>                   | ) | <b>WC Docket No. 09-197</b> |
|   | ) |                             |
| <b>Compliance Plan for Lifeline Service</b> | ) | <b>WC Docket No. 11-42</b>  |
| <hr/>                                       |   |                             |

**SECOND UPDATED COMPLIANCE PLAN OF TEMPO TELECOM, LLC**

Tempo Telecom, LLC (“Tempo” or the “Company”) and Insight Mobile, Inc. (“Insight Mobile”), through their undersigned counsel, hereby respectfully submit and request expeditious approval of Tempo’s Second Updated Compliance Plan outlining the measures it will take to implement the conditions imposed by the Federal Communications Commission (“Commission”) in its Lifeline Rules and Orders<sup>1</sup> and reflecting both immaterial and material changes in ownership of Tempo.<sup>2</sup>

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

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

## **INTRODUCTION**

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

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

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

<sup>4</sup> See *2012 Lifeline Reform Order*, ¶ 368.

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

## **HISTORY OF TEMPO'S COMPLIANCE PLAN**

Tempo's Compliance Plan originally was filed in 2012 under the name of Birch Communications, Inc. ("Birch") in support of Birch's request to be designated as an ETC by the Commission. The Commission approved the Compliance Plan on August 8, 2012.<sup>6</sup>

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

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

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

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

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



jurisdictions in which Tempo sought designation as an ETC.<sup>9</sup> On July 25, 2022, Tempo filed its Updated Compliance Plan. The Commission approved the plan on September 21, 2022.<sup>10</sup>

### **COMPLIANCE PLAN**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

<sup>17</sup> *Public Notice*, at 3.

<sup>18</sup> 47 C.F.R. § 54.202(a)(4).

<sup>19</sup> *2012 Lifeline Reform Order*, ¶ 388.

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

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

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

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<sup>20</sup> File No. ITC-214-20220314-00037, granted April 8, 2022.

<sup>21</sup> File No. ITC-214-20150218-00049, granted March 13, 2015.

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

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

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

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

synergies will enable Tempo to achieve measurable growth at the same time as it develops improved operating efficiencies, both necessary components for the Company to thrive.

Moreover, with access to Insight Mobile's financial and technical resources, Tempo will be able to offer enhanced service offerings to all current and future end users, including those who are enrolled in the Lifeline program.

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

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

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

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

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



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

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

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

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<sup>24</sup> 2012 Public Notice, at 3.

<sup>25</sup> 47 C.F.R. § 54.202(a)(1)(i).

<sup>26</sup> 47 C.F.R. § 54.202(a)(1)(ii).

<sup>27</sup> 47 C.F.R. § 54.202(a)(2).

<sup>28</sup> 47 C.F.R. § 54.202(a)(3).

<sup>29</sup> 47 C.F.R. § 54.202(a)(4).

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

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

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

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<sup>30</sup> 47 C.F.R. § 54.202(a)(5).

<sup>31</sup> 47 C.F.R. § 54.202(a)(6).

<sup>32</sup> 47 C.F.R. § 54.101(a)(1).

<sup>33</sup> *2012 Lifeline Reform Order*, ¶ 49.

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

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

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

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

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

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

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

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

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

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

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

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

Consumer Eligibility

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

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<sup>37</sup> 47 C.F.R. § 54.202(a)(3).

<sup>38</sup> 47 C.F.R. § 54.202(5), (6).

<sup>39</sup> 47 C.F.R. § 54.409.

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

### Enrollment

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

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

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

<sup>41</sup> The Lifeline National Verifier also collects any needed documentation from the prospective customer.

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

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

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

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

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

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

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

<sup>46</sup> 47 C.F.R. § 54.404(b).

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

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

#### Annual Verification

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

#### Activation and Usage

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

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

<sup>49</sup> 47 C.F.R. § 54.406(b).

<sup>50</sup> 47 C.F.R. § 54.410(f).

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

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

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

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

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

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<sup>52</sup> *2012 Lifeline Reform Order*, ¶ 260.

<sup>53</sup> *2012 Lifeline Reform Order*, ¶ 257.

<sup>54</sup> 47 C.F.R. § 54.407(c)(2).

<sup>55</sup> *2012 Lifeline Reform Order*, ¶ 373.

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



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

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

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

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

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<sup>57</sup> 47 C.F.R. § 54.405(c).

<sup>58</sup> *2012 Lifeline Reform Order*, ¶¶ 274-282.

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

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

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

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

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<sup>59</sup> 47 C.F.R. § 54.410(d)(1).

<sup>60</sup> 47 C.F.R. § 54.405(b).

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

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

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

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

*De-Enrollment for Ineligibility*

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

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<sup>62</sup> 47 C.F.R. § 54.404(b)(10).

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

*De-enrollment for duplicative support*

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

*De-enrollment for non-usage*

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

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<sup>63</sup> 47 C.F.R. § 54.405(e)(1).

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

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

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

*De-enrollment for failure to re-certify*

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

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

<sup>67</sup> 2012 Lifeline Reform Order, ¶ 262.

<sup>68</sup> 47 C.F.R. § 54.407(c)(2).

<sup>69</sup> 47 C.F.R. § 54.405(e)(4).

### De-Enrollment by Subscriber

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

### **(6) Other requirements applicable to wireless Lifeline providers**

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

### Handset Requirements

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

### Annual Reports and Certifications

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

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<sup>70</sup> 47 C.F.R. § 54.405(e)(5).

<sup>71</sup> *2016 Lifeline Reform Order*, ¶¶ 366-67.

<sup>72</sup> 47 C.F.R. § 54.408(f)(3).

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

Reimbursement and Recordkeeping

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

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

<sup>75</sup> 47 C.F.R. § 54.407(a).

<sup>76</sup> 47 C.F.R. § 54.417.

**CONCLUSION**

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

Respectfully submitted,

**TEMPO TELECOM, LLC**

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**INSIGHT MOBILE, INC.**

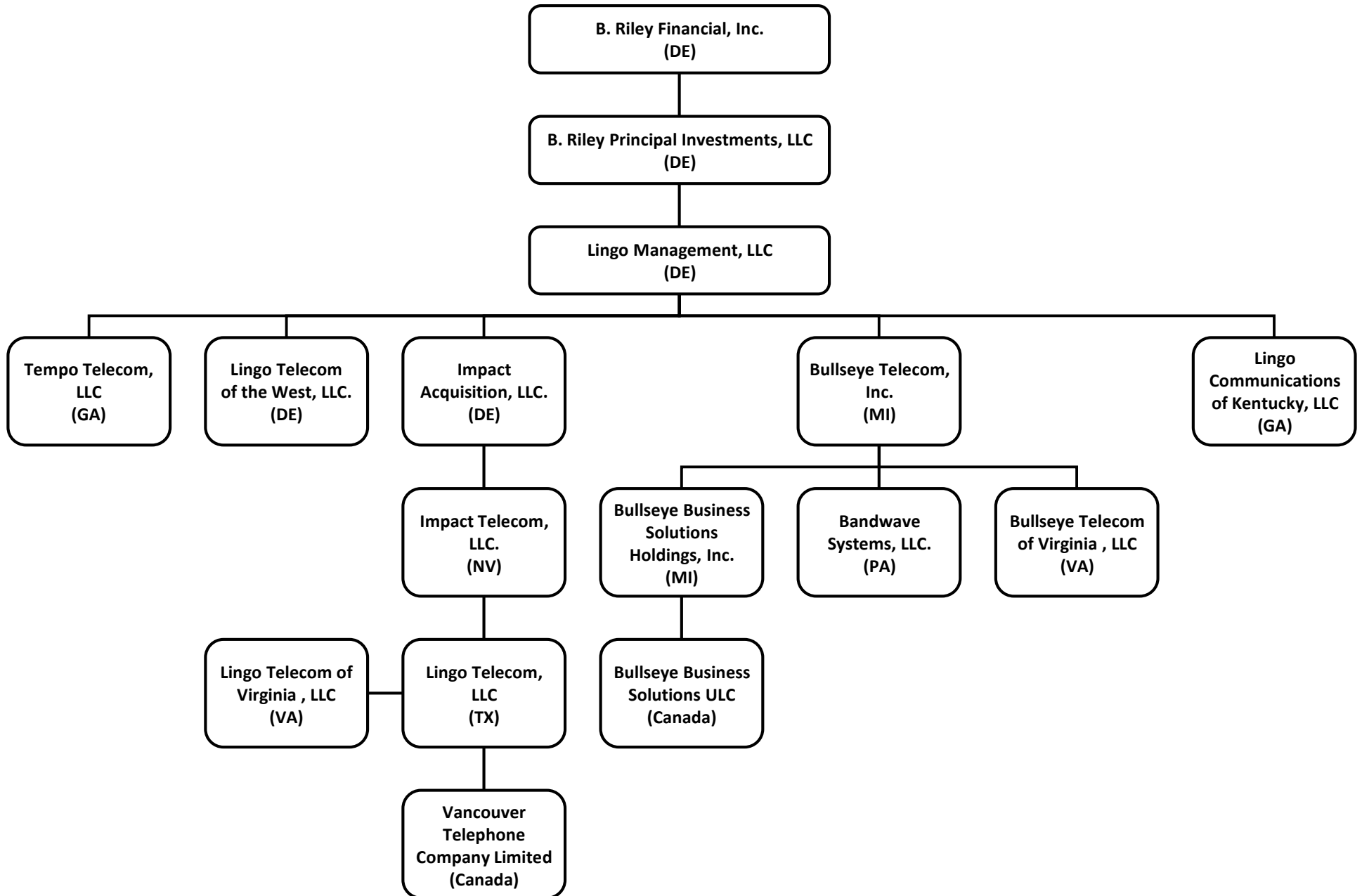
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*Counsel for Insight Mobile, Inc.*

April 28, 2023

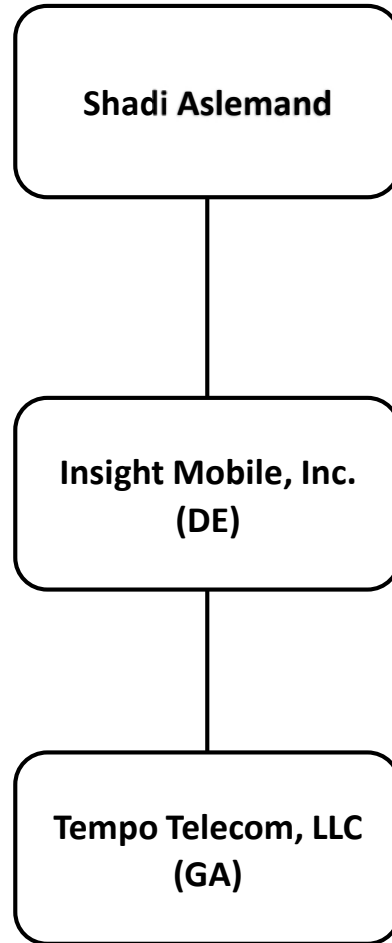


## EXHIBIT A Pre-Transaction



**EXHIBIT A**

**Post-Transaction**



## **EXHIBIT B**

### **Officer and Key Management Bios**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UM 2300**

**Exhibit 7**

**to**

**Tempo Telecom, LLC  
Application for Designation as an Eligible  
Telecommunications Carrier and  
Eligible Telecommunications Provider, and  
Request for Certain Waivers**

**Key Management Bios**

July 27, 2023

## **Ananth Veluppillai**

### **Chief Executive Officer**

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

## **Christine Tarrago**

### **Chief Financial Officer**

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

## **Alex Valencia**

### **Chief Compliance Officer**

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

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

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

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

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

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

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

Andrew began his career contracting with medical providers and hospitals to build a comprehensive healthcare delivery network serving low-income and disadvantaged populations in Los Angeles. He joined L.A. Care Health Plan in 1998 and progressed from provider contracting to regulatory compliance, and then account executive managing two key corporate partnerships. In 2005, Andrew became the Director of Government Contracts with Molina Healthcare of California and was the Associate Vice President of Government Contracts when he departed in 2012 to become the Compliance Officer at SCAN Health Plan. Prior to joining Excess Telecom, Andrew was SCAN's Chief Risk Executive. Andrew has experience managing diverse teams with a wide scope of responsibilities. As the Chief Risk Executive at SCAN, he managed four departments with sixty-five staff members and an annual budget of \$11M.

Andrew has broad experience identifying and mitigating enterprise risks. He has worked extensively with state and federal regulators to manage monitoring and auditing activities; review proposed regulations and policies; and demonstrate compliance with program requirements.

Proactively managing enterprise risks is core to Andrew's leadership role with both Excess Telecom and Insight Mobile.

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

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

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

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

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