

July 9, 2012

**VIA UPS OVERNIGHT MAIL**

David W. Danner  
Executive Director and Secretary  
Washington Utilities & Transportation Commission  
1300 S. Evergreen Park Drive SW  
Olympia, WA 98504-7250

Re: Petition of True Wireless, LLC for Eligible Telecommunications Carrier Designation

Dear Mr. Danner:

Enclosed for filing are:

1. Original and 12 copies of True Wireless, LLC's Petition for Designation as an Eligible Telecommunications Carrier Pursuant to 47 USC § 214(e) (the "Petition"), including supporting Exhibits A and B, and Confidential Exhibit C, containing information that is confidential per WAC 480-07-160; and
2. Original and one copy of the Petition and exhibits with the confidential information redacted.

Please contact me if you have any questions concerning the Petition or supporting exhibits.

Very truly yours,

Davis Wright Tremaine LLP

  
Alan J. Galloway

AJG:cap/jan

Enclosures

DWT 19881403v1 0092590-000001

**BEFORE THE WASHINGTON  
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Petition of	)	Docket No. _____
	)	
True Wireless, LLC for Designation as an	)	PETITION OF TRUE WIRELESS, LLC
Eligible Telecommunications Carrier	)	FOR DESIGNATION AS AN
Pursuant to 47 U.S.C. § 214(e)	)	ELIGIBLE TELECOMMUNICATIONS
	)	CARRIER PURSUANT TO 47 U.S.C. §
	)	214(e).

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

True Wireless, LLC (“True Wireless” or “Company”) hereby submits this Petition, pursuant to 47 U.S.C. § 214(e) of the Communications Act of 1934, as amended (the “Act”), and the Washington Utilities and Transportation Commission’s (“Commission”) rules and regulations<sup>1</sup> for designation as an Eligible Telecommunications Carrier (“ETC”) throughout the non-rural rate centers of incumbent local exchange carriers (“ILECs”) Qwest Corporation dba CenturyLink; Frontier Communications Northwest, Inc.; CenturyTel of Washington Inc. dba CenturyLink and United Telephone Northwest dba CenturyLink (the “Designated Service Area”) for the purpose of receiving federal Lifeline universal service support. As explained herein, the public interest would be served by granting this Petition, thereby enabling True Wireless to advance universal service by serving the basic and advanced communications needs of low income consumers. In support of this Petition, True Wireless states as follows:

**I. INTRODUCTION**

True Wireless is a wireless telecommunications carrier serving the basic telephone needs of consumers. True Wireless is a Texas limited liability company authorized to do business in Washington, and throughout the requested Designated Service Area. True Wireless provides

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<sup>1</sup> See, e.g., Washington Administrative Code (“WAC”) §§ 480-123-020 through 040.

Commercial Mobile Radio Services (“CMRS”) to qualifying low income consumers in Arkansas, Maryland, Oklahoma, Rhode Island, and Texas, and proposes to provide these services in Washington. A copy of the Company’s Certificate of Formation is attached as Exhibit B. True Wireless’ address is set forth below:

True Wireless, LLC  
3124 Brother Blvd., #104  
Bartlett, TN 38133  
(901) 415-1754

True Wireless’ counsel in this matter is set forth below:

Danielle Frappier  
Davis Wright Tremaine, LLP  
1919 Pennsylvania Avenue, NW, Suite 800  
Washington, DC 20006  
(202) 973-4242  
daniellefrappier@dwt.com

Alan J. Galloway  
Davis Wright Tremaine, LLP  
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Portland, OR 97201  
(503) 778-5219  
alangalloway@dwt.com

## **II. TRUE WIRELESS MEETS THE STATUTORY AND REGULATORY REQUIREMENTS FOR ETC DESIGNATION**

True Wireless meets or commits to meet all the requirements for designation as an ETC as established under federal law and rules of the Federal Communications Commission (“FCC”) 47 U.S.C. § 214(e); 47 C.F.R. § 54.201 and under the Commission’s rules, including WAC 480-12-030. In particular, True Wireless:

- is a common carrier (*see* 47 U.S.C. § 214(e)(1); 47 C.F.R. § 54.201(d));
- will offer the services supported by federal universal service support mechanisms as defined in 47 C.F.R. § 54.101(a) (*see also* 47 U.S.C. § 214(e)(1)(A); 47 C.F.R. § 54.201(d)(1));

- will provide the supported services throughout its designated service area (47 U.S.C. § 214(e)(1); 47 C.F.R. § 54.201(d); WAC 480-123-030(b));
- will advertise the availability of its universal service offerings and charges for such offerings using media of general distribution (47 U.S.C. § 214(e)(1)(B); 47 C.F.R. § 54.201(d)(2)) and in a manner reasonably calculated to reach qualified low-income consumers not receiving discounts (WAC 480-123-030(e));
- will make available Lifeline service to qualifying low income consumers (47 C.F.R. § 54.405);
- has filed the necessary compliance plan with the FCC to receive forbearance from the “own facilities” requirement of 47 U.S.C. § 214(e)(1)(A);
- seeks designation in the non-rural exchanges of Qwest, Frontier, CenturyTel and United Telephone as described herein (WAC 480-123-030(a));
- will provide each supported service as described herein (WAC 480-123-030(c));
- should be exempted from the substantive investment plan required by WAC 480-123-030(1)(d), and requests a waiver of the same, because it seeks only low-income support used to provide discounted service to qualifying low-income customers, not high-cost funds for network infrastructure improvements.
- should be exempted from WAC 480-123-030(1)(g), and requests a waiver of the same, in light of the pending approval of True Wireless’s compliance plan.
- includes herein, as Exhibit A, a map provided in .shp format of its proposed ETC service areas showing the rate centers (and included ILEC exchanges) in which service will be provided. *See* WAC 480-123-030(1)(f). As a non-facilities-based Mobile Virtual Network Operator (MVNO), True Wireless will not operate its own cell sites, and lacks unfettered access to the existing and anticipated locations of the cell sites of the national carriers through which True Wireless will provide service, aspects of which are highly confidential. On that basis True Wireless requests a waiver of the requiring disclosure of cell sites and signal coverage set forth in WAC 480-123-030(1)(f); will comply with the Cellular Telecommunications and Internet Association’s (“CTIA”) Consumer Code for Wireless Service. (*see* WAC 480-123-030(h)).

**A. True Wireless Is a Common Carrier**

True Wireless will provide CMRS throughout its requested Designated Service Area, and as a CMRS provider, True Wireless is regulated as a common carrier (47 C.F.R. § 20.9), subject

to all applicable regulations, and therefore meets the ETC requirement of being a common carrier.

**B. True Wireless Offers the Services Supported by Federal Universal Service Support Mechanisms**

True Wireless will provide the services supported by federal Lifeline universal service support mechanism upon designation as an ETC, as defined in recently revised 47 C.F.R. § 54.101(a), which reads as follows:

Services designated for support. Voice telephony services shall be supported by federal universal support mechanisms. Eligible voice telephony service must provide voice grade access to the public switched network or its functional equivalent; minutes of use for local service provided at no additional charge to end users; access to emergency services provided by local government or other public safety organizations, such as 911 and enhanced 911, to the extent the local government in an eligible telecommunications carrier's service area has implemented 911 or enhanced 911 systems; and toll limitation for qualifying low-income consumers (as described in subpart E of this part).

True Wireless complies with the revised version of 47 C.F.R. § 54.101(a) and provides the services designated for support, as set forth below

- Voice Grade Access to the Public Switched Network: Voice grade access permits a telecommunications user to transmit and receive voice communications with a minimum bandwidth of 300 to 3,000 Hertz. True Wireless will meet this requirement through its provision of mobile voice communications service and interconnection to the public switched telephone network.
- Minutes of Use for Local Service at No Additional Charge. Local usage is an amount of minutes of use provided free of charge. True Wireless will meet this requirement by providing a nationwide local calling area, permitting customers to call throughout the United States without toll charges.

- Access to Emergency Services. Access to emergency services includes both access to 911 and E911 services to the extent that the local government has implemented such services. True Wireless currently: (1) provides its Lifeline subscribers with 911/E911 access at the time Lifeline service is initiated, regardless of activation status and availability of minutes, and (2) provides its Lifeline subscribers with E911-compliant handsets and replaces, at no additional charge to the subscriber, noncompliant handsets of Lifeline-eligible subscribers who obtain Lifeline-supported services.
- Toll Limitation Service for Qualifying Low-Income Consumers. Toll limitation means both toll blocking and toll control, or, if a carrier is not capable of providing both toll blocking and toll control, then toll limitation is defined as either toll blocking or toll control.<sup>2</sup> True Wireless will meet the requirement to provide toll limitation to Lifeline subscribers by offering service on a prepaid, or pay-as-you-go, basis, as well as toll blocking for international calls. As the FCC found in its grant of ETC designation to Virgin Mobile, “the prepaid nature of [a prepaid wireless carrier’s] service offering works as an effective toll control.”<sup>3</sup> Moreover, True Wireless will provide traditional toll blocking for international calls to qualifying low income consumers at no additional charge. True Wireless also provides its users with the ability to monitor their minute usage and balance as an additional means of controlling their communications budget.

**C. True Wireless Will Provide the Supported Services Throughout Its Designated Service Areas Upon Reasonable Request**

True Wireless commits to provide the supported services throughout its Designated Service Area, consistent with all applicable requirements. To the extent a potential customer

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<sup>2</sup> 47 C.F.R. § 54.400(d).

<sup>3</sup> *Virgin Mobile USA, L.P. Petition for Forbearance from 47 U.S.C. § 214(e)(1)(A)*, Order, 24 FCC Rcd. 3381, 3394 at ¶ 34 (FCC 2009).

requests service within True Wireless' Designated Service Area, but outside its anticipated network coverage, True Wireless will, in cooperation with its underlying carriers, follow the six-step process specified in 47 C.F.R. § 54.202(a)(1)(i). Specifically, True Wireless will determine if service can be provided with the cooperation of its underlying carriers at reasonable cost to the requesting customer by: (1) modifying or replacing the requesting customer's equipment; (2) deploying a roof-mounted antenna or other equipment; (3) adjusting the nearest cell tower; (4) adjusting network or customer facilities; (5) reselling services from another carrier's facilities to provide service; or (6) employing, leasing, or constructing an additional cell site, cell extender, repeater, or other similar equipment.

**D. True Wireless Will Advertise the Availability of Its Universal Service Offerings and Charges for Such Offerings Using Media of General Distribution**

True Wireless commits to advertise the availability of, and charges for, the supported services using media of general distribution. This advertising will occur through some combination of media channels, such as television and radio, newspaper, magazine and other print advertisements, outdoor advertising, direct marketing, and the Internet. In addition, True Wireless will use appropriate media outlets to advertise its universal service offerings in a manner consistent with applicable requirements.

**E. True Wireless Will Make Available Lifeline Service to Qualifying Low-Income Consumers**

Upon designation as an ETC, True Wireless will make available to qualified low income consumers a discounted service offering that meets all applicable Lifeline requirements. Consumers increasingly rely on their mobile phones for their communications needs and qualifying low income consumers are no exception. Low-income consumers would be the primary beneficiaries of True Wireless' Lifeline service offering. True Wireless plans to offer an

attractive plan of 90 minutes of nationwide calling free after application of the federal Lifeline discount, which includes local, as well as long distance calling.

**F. Satisfaction of Applicable Consumer Protection and Service Quality Standards**

True Wireless will comply with all applicable state and federal consumer protection and service quality standards. If designated as an ETC, True Wireless will continue to provide service on a timely basis to requesting customers within the Designated Service Area. Further, True Wireless will abide by the CTIA's Consumer Code for Wireless Service ("CTIA Code"). True Wireless has already adopted the CTIA Code and is committed to compliance with the CTIA Code throughout its service areas, including in those areas where it is seeking designation as an ETC.

**G. Forbearance from the Facilities Requirement of Section 214(e)(1)(A)**

In its recent *Lifeline Reform Order*, the FCC granted conditional forbearance for Lifeline ETCs, provided that these ETCs receive FCC approval of a compliance plan.<sup>4</sup> True Wireless has filed the necessary compliance plan with the FCC to receive forbearance from the "own facilities" requirement of 47 U.S.C. § 214(e)(1)(A), and expects that plan to be approved within approximately the next 30 to 60 days.<sup>5</sup> True Wireless understands that Staff has indicated a willingness to move forward in processing petitions prior to FCC compliance plan approval. True Wireless agrees that Staff's approach is efficient by allowing True Wireless to address potential issues of Staff concern as soon as possible, and by Washington residents to benefit from True Wireless' Lifeline offering sooner rather than later.

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<sup>4</sup> *In Re Lifeline and Link Up Reform and Modernization, et al.*, WC Docket No. 11-42 *et al.*, Report and Order and Further Notice of Proposed Rulemaking, FCC 12-11 (FCC rel. Feb. 6, 2012) at 368.

<sup>5</sup> *In Re Lifeline and Link Up Reform and Modernization, Telecommunications Carriers Eligible to Receive Universal Service Support, et al.*, Compliance Plan of True Wireless, LLC, WC Dockets 11-42 and 09-197 (filed Mar. 29, 2012).



## **H. TRUE WIRELESS' FINANCIAL AND TECHNICAL CAPABILITIES TO PROVIDE LIFELINE SERVICE**

True Wireless has been providing service since mid-2010 and focuses on providing service to low income consumers. To date, the company has been designated as an ETC in five states: Arkansas, Maryland, Oklahoma, Rhode Island and Texas. True Wireless is successfully providing Lifeline supported services in these states and has a steadily increasing customer base. True Wireless owns and operates its own switching facilities, back-office and operations support systems ("OSS") that are ideally suited to serve lower revenue subscribers. True Wireless has invested millions of dollars to evaluate, design, develop and integrate these systems.

True Wireless is financially stable and fully capable of honoring its service obligations to customers and federal and state regulatory obligations. Although True Wireless derives the majority of its revenue from the sale of prepaid wireless services, True Wireless does not rely exclusively on USF disbursements to operate. For example, True Wireless derives additional revenue from the sale of wireless services with respect to certain of its wireless plans that are not fully covered by the Lifeline subsidy, the sale of wireless services to non-Lifeline customers, the sale of replenishment airtime minutes, and the sale of optional service packages (*e.g.*, Internet/text services).

## **I. TRUE WIRELESS MEETS APPLICABLE REQUIREMENTS ESTABLISHED BY THE COMMISSION FOR ETC DESIGNATION**

True Wireless meets the requirements of the Commission's rules, set forth in WAC 480-123-030, that properly apply to wireless carriers seeking only low-income Lifeline support, such as True Wireless. Pursuant to WAC 480-123-030(a), True Wireless has described the Designated Service Area as the non-rural rate centers of incumbent local exchange carriers ("ILECs") Qwest Corporation dba CenturyLink; Frontier Communications Northwest, Inc.; CenturyTel of Washington Inc. dba CenturyLink and United Telephone Northwest dba

CenturyLink. With respect to WAC 480-123-030(b), True Wireless has filed the necessary compliance plan with the FCC to receive forbearance from the “own facilities” requirement of 47 U.S.C. § 214(e)(1)(A). True Wireless has satisfied WAC 480-123-030(c) by describing, in section B, *supra*, how it will provide each supported service as defined in recently revised 47 C.F.R. § 54.101(a).

The Commission’s rule WAC 480-123-030(d) states that ETC petitions must include a “substantive plan of the investments to be made with initial federal support during the first two years in which support is received,” and “a substantive description of how those expenditures will benefit customers.” WAC 480-123-030(d). The purpose of this requirement is to track investment of high-cost support in network infrastructure. *See* WAC 480-123-020 (providing examples of pertinent information, including how service quality, signal coverage, or network capacity will be maintained or improved; and how many customers are or will be benefited). Therefore, the rule is not applicable to True Wireless, which seeks only low-income Lifeline support that may be used only to provide discounted service to low-income customers, and cannot be utilized for network infrastructure. Accordingly, True Wireless asks the Commission to hold that 480-123-030(1)(d) does not apply here. In the alternative, True Wireless requests a waiver from WAC 480-123-030(d), as the Commission has recently granted to other low-income only ETCs.<sup>6</sup>

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<sup>6</sup> *See In the Matter of the Petition of Cricket Communications, Inc., for an Exemption from WAC 480-123-030(1)(d) and Designation as an Eligible Telecommunications Carrier*, Docket UT-111534, Order 01, Order Granting the Petition for Exemption from Provisions of WAC 480-123-030(1)(d) and Designation as an Eligible Telecommunications Carrier (“Cricket ETC Order”) (May 10, 2012) (noting that granting a waiver is “consistent with the public interest, the purposes underlying regulation, and applicable statutes”); *In the Matter of the Petition of TracFone Wireless, Inc., for Exemption from WAC 480-123-030(1)(d), (f) and (g); and Designation as an Eligible Telecommunications Carrier for the Purpose of Receiving Lifeline Support from the Federal Universal Service Fund*, Docket UT-093012, Order 03, Final Order Adopting Settlement

In compliance with the Commission's rule WAC 480-123-030, and as discussed in section D, *supra*, True Wireless is committed to advertising the availability of services supported by federal universal service mechanisms, specifically including True Wireless' Lifeline offerings. True Wireless's advertisements will be reasonably calculated to reach qualified low-income consumers not receiving discounts. Both the content of True Wireless' advertisements and the modes of advertising selected will be designed to reach qualifying customers that would benefit from Lifeline service.

The Commission's rules require that an ETC petitioner submit a "map in .shp format of proposed service areas (exchanges) with existing and planned locations of cell sites and shading to indicate where the carrier provides and plans to provide commercial mobile radio service signals." WAC 480-123-030(1)(f). Included as Exhibit A (and provided in .shp format) is a map of True Wireless's proposed ETC designation area. As a non-facilities-based Mobile Virtual Network Operator (MVNO) seeking FCC forbearance, True Wireless will resell services provided by other carriers, rather than operating its own cell sites, True Wireless lacks unfettered access to the cell site locations for the national carriers, identified in Confidential Exhibit C, through which True Wireless will provide service, which comprise proprietary and highly confidential information. Therefore, True Wireless seeks a waiver from the cell site disclosure requirements of WAC 480-123-030(1)(f), as the Commission recently granted to another carrier.<sup>7</sup> In any case, True Wireless' underlying carriers are expected to provide sufficient coverage throughout the Designated Service Area, as indicated on the publically available coverage map(s) of those carriers, which are identified in Confidential Exhibit C.

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Agreement; Granting, on Condition, Designation as an Eligible Telecommunications Carrier and Exemption from Provisions of WAC 480-123-030; Granting WITA's Petition to Withdraw Intervention (June 24, 2010) ("TracFone ETC Order") ¶ 58

<sup>7</sup> See *TracFone ETC Order* ¶ 58.

Although the Commission's rules require that wireless ETC petitioners demonstrate "at least four hours of back up battery power at each cell cite, back up generators at each microwave hub, and at least five hours back up battery power and back up generators at each switch," WAC 480-123-030(g), that requirement appears directed towards facilities-based carriers. Because True Wireless has no cell sites, switches, or microwave hubs in Washington State, and will provide services by reselling services of large, national carriers, this requirement imposes no obligations on True Wireless. True Wireless believes that the networks of those carriers are designed, maintained and operated in a manner that ensures the ability to function in emergency conditions, and that those carriers designated as ETC have either met WAC 480-123-030(g) or received a waiver from the Commission. Accordingly, True Wireless asks the Commission to hold that WAC 480-123-030(1)(g) does not apply here. In the alternative, True Wireless requests a waiver from WAC 480-123-030(g), in light of the pending approval of True Wireless's compliance plan as granted to another non-facilities-based carrier.<sup>8</sup>

Finally, the Commission requires wireless ETC petitioners to commit to comply with the CTIA Code. WAC 480-123-030(h). True Wireless abides by the CTIA Consumer Code for Wireless Service, and commits to continuing to do so.

Finally, True Wireless commits to comply with the annual certification requirements adopted by the Commission.<sup>9</sup>

### **III. DESIGNATION OF TRUE WIRELESS AS AN ETC IS IN THE PUBLIC INTEREST**

Under WAC 480-123-040, the Commission "will approve a petition for designation as an ETC if the petition meets the requirements of WAC 480-123-030, the designation will advance some or all of the purposes of universal service found in 47 U.S.C. § 254, and the designation is

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<sup>8</sup> See *TracFone ETC Order*, ¶ 58

<sup>9</sup> WAC 480-123-060, 070.

in the public interest. True Wireless meets all of the requirements for designation as an ETC by providing the supported services, committing to serve all consumers throughout its Designated Service Area, offering a Lifeline service consistent with all applicable requirements, advertising the availability of its universal service offerings, and furthering the goals of the universal service program.<sup>10</sup> Moreover, designation of True Wireless as an ETC is in the public interest because eligible consumers will benefit from competitive pricing and new services, such as True Wireless' Lifeline plan. As True Wireless extends its service offerings to Washington, consumers will benefit from a high level of service quality and more service options.

Access to wireless services is no longer a luxury, but a necessity for many economically disadvantaged Americans. Low income consumers are mobile and transient, often balancing multiple jobs and moving far more frequently than consumers with higher incomes, making wireless telecommunications the only technology that truly suits their needs in most cases. Because low income consumers spend less time during the day at a fixed location, and even less time at a fixed location with a phone available for their use, access to wireless telecommunications is of crucial importance to low income consumers.

True Wireless fulfills a critical role in the marketplace by ensuring that these low income consumers, who cannot afford the services provided by other wireless providers, can still access these important services. True Wireless' designation as an ETC will result in low income

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<sup>10</sup> Because True Wireless seeks designation only for the Lifeline program and because it seeks designation only in non-rural areas, no cream-skimming analysis will apply to this petition. See *In the Matter of Virgin Mobile USA, L.P. Petition for Forbearance from 47 U.S.C. § 214(e)(1)(A)*, CC Docket No. 96-45, Order 09-18, ¶ 39 n. 101 (March 5, 2009) (explaining that “we need not perform a creamskimming analysis because Virgin Mobile is seeking eligibility for Lifeline support only”) (hereinafter “Virgin Mobile Order”); *In the Matter of Federal-State Joint Board of Universal Service*, Report and Order, 20 FCC Rcd 6371, CC Docket No. 96-45, Order 05-46, (March 17, 2005) (hereinafter “*ETC Requirements Order*”), at ¶ 52 (finding that cream-skimming is a concern in rural areas but that the analysis is “unnecessary” in non-rural service areas because of the different cost model).

consumers having greater access to wireless telecommunications services in Washington, thereby advancing the basic goal of preserving and advancing universal service.<sup>11</sup> Indeed, True Wireless will pass through to its Lifeline eligible customers the entirety of the federal Lifeline discount. Designating True Wireless as an ETC will improve its ability to serve these customers, and thus will serve the public interest.

#### **IV. CERTIFICATION FOR USE OF UNIVERSAL SERVICE FUNDS**

True Wireless certifies that it will use federal low income universal service support only for the provision, maintenance, and upgrading of facilities and services for which the support is intended, in accordance with 47 U.S.C. § 254(e).

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<sup>11</sup> See 47 U.S.C. § 254(b).

**V. CONCLUSION**

True Wireless respectfully requests designation as an ETC for the Designated Service Area for purposes of receiving federal Lifeline universal service support.

Dated this 9<sup>th</sup> day of July, 2012.

Respectfully submitted,

True Wireless, LLC

By: 

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Davis Wright Tremaine, LLP  
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Telephone: 202-973-4242  
daniellefrappier@dwt.com

## **LIST OF EXHIBITS**

Exhibit A – Designated Service Area

Exhibit B – Certificate of Formation

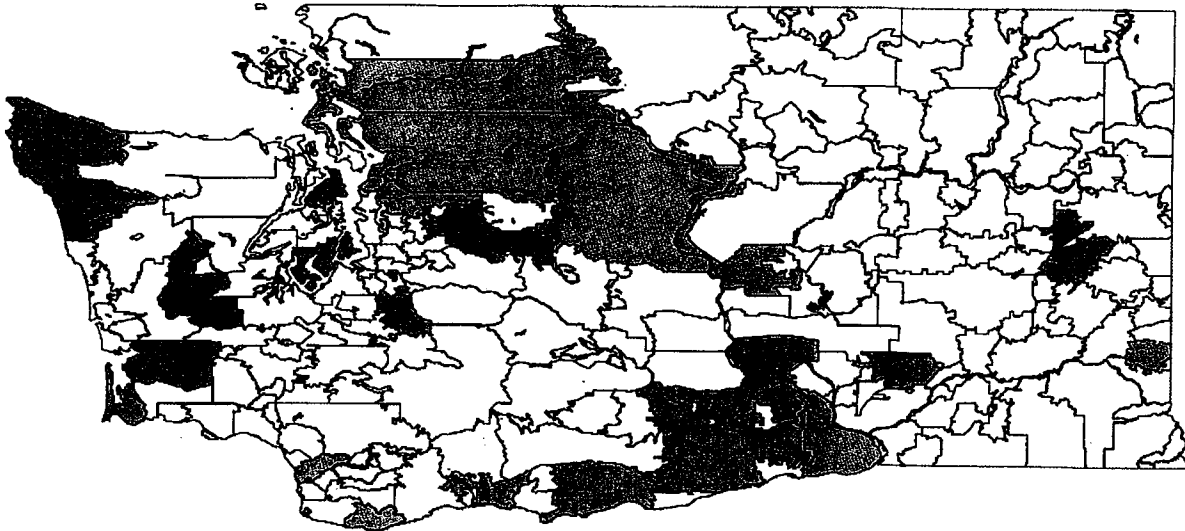
Confidential Exhibit C – Underlying Carriers to Provide Service



**EXHIBIT A**  
**DESIGNATED SERVICE AREA**

The Map below shows True Wireless' proposed service areas at the rate center level. Included with the petition is an electronic copy of the map in .shp format.

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© QGIS 2012

**EXHIBIT B**  
**CERTIFICATE OF FORMATION**

**Form 424**  
**(Revised 12/09)**  
 Submit in duplicate to:  
 Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 512 463-5555  
 FAX: 512/463-5709  
 Filing Fee: See instructions



**Certificate of Amendment**

(This space reserved for office use.)

**FILED**  
 In the Office of the  
 Secretary of State of Texas  
**FEB 02 2011**  
**Corporations Section**

**Entity Information**

The name of the filing entity is:

TRUE Wireless, LLC

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- For-profit Corporation
- Nonprofit Corporation
- Cooperative Association
- Limited Liability Company
- Professional Corporation
- Professional Limited Liability Company
- Professional Association
- Limited Partnership

The file number issued to the filing entity by the secretary of state is: 801001360

The date of formation of the entity is: 07/08/2008

**Amendments**

**1. Amended Name**

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

**2. Amended Registered Agent/Registered Office**

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent

(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

First Name	M.I.	Last Name	Suffix
The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.			

C. The business address of the registered agent and the registered office address is:

Street Address (No P.O. Box)	City	State	Zip Code
		TX	

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

Article 3

The name and address of the sole member is Brian Cox, 3124 Brother Blvd. #104, Bartlett, TN 38133

Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

**Effectiveness of Filing** (Select either A, B, or C.)

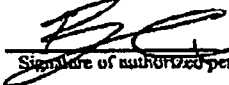
- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 1/31/11

By: CEO  
  
 \_\_\_\_\_  
 Signature of authorized person  
 Brian Cox  
 \_\_\_\_\_  
 Printed or typed name of authorized person (see instructions)

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709



Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801001360 07/08/2008  
Document #: 221532330002  
Image Generated Electronically  
for Web Filing

Filing Fee: \$300

**Certificate of Formation  
Limited Liability Company**

**Article 1 - Entity Name and Type**

The filing entity being formed is a limited liability company. The name of the entity is:

**TRUE Wireless, LLC**

The name of the entity must contain the words "Limited Liability Company" or "Limited Company," or an accepted abbreviation of such terms. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

**Article 2 - Registered Agent and Registered Office**

A. The initial registered agent is an organization (cannot be company named above) by the name of:

**National Registered Agents, Inc.**

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

C. The business address of the registered agent and the registered office address is:

Street Address:

**16055 Space Center, Suite 235 Houston TX 77062**

**Article 3 - Governing Authority**

A. The limited liability company is to be managed by managers.

OR

B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Managing Member 1: (Business Name) **Lost Key Telecom, Inc.**

Address: **5783 Grand Lagoon Blvd. Pensacola FL, USA 32507**

Managing Member 2: (Business Name) **Energycornetwork, llc**

Address: **112 East Seminary Drive B Fort Worth TX, USA 76115**

Managing Member 3: (Business Name) **TELECOM CONSULTING AND SERVICES, LLC**

Address: **112 East Seminary Drive Suite B Fort Worth TX, USA 76115**

**Article 4 - Purpose**

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

**Supplemental Provisions / Information**

[The attached addendum, if any, is incorporated herein by reference.]

**Organizer**

The name and address of the organizer are set forth below.

**Tania Lemus      7083 Hollywood Blvd., Ste. 180, Los Angeles, CA 90028**

**Effectiveness of Filing**

A. This document becomes effective when the document is filed by the secretary of state.

**OR**

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

**Tania Lemus, Legalzoom.com, Inc.**

Signature of Organizer

**FILING OFFICE COPY**



Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

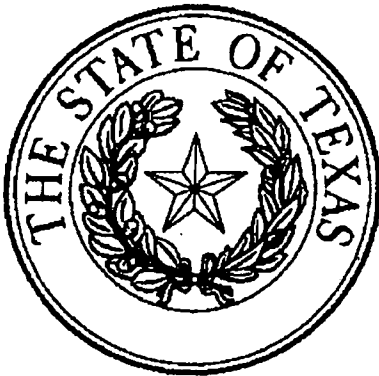
## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for TRUE Wireless, LLC (file number 801001360), a Domestic Limited Liability Company (LLC), was filed in this office on July 08, 2008.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 31, 2011.



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

Phone: (512) 463-5555  
Prepared by: SOS-WEB

Come visit us on the internet at <http://www.sos.state.tx.us/>  
Fax: (512) 463-5709  
TID: 10264

Dial: 7-1-1 for Relay Services  
Document: 352538730002

**CONFIDENTIAL EXHIBIT C**

Following designation as an ETC, True Wireless LLC will provide Lifeline service over the networks of the following national carriers:

\*\*\*[Redacted]\*\*\*

\*\*\*[Redacted]\*\*\*

