19976

STATE OF SOUTH CAROLINA

(Caption of Case)
IN RE: APPLICATION OF DPI TELECONNECT, LLC FOR CERTIFICATION AS AN ELIGIBLE TELECOMMUNICATIONS CARRIER

BEFORE THE PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA

COVER SHEET

DOCKET NUMBER: 2008 - 31 - C

(Please type or print)

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NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

DOCKETING INFORMATION (Check all that apply)

☐ **Emergency Relief demanded in petition** ☐ **Request for item to be placed on Commission's Agenda expeditiously**

☐ **Other: Prefiling Extension Request**

INDUSTRY (Check one)	NATURE OF ACTION (Check all that apply)		
☐ Electric	☐ Affidavit	☐ Letter	☐ Request
☐ Electric/Gas	☐ Agreement	☐ Memorandum	☐ Request for Certificatio
☐ Electric/Telecommunications	☐ Answer	☐ Motion	☐ Request for Investigatior
☐ Electric/Water	☐ Appellate Review	☐ Objection	☐ Resale Agreement
☐ Electric/Water/Telecom.	☐ Application	☐ Petition	☐ Resale Amendment
☐ Electric/Water/Sewer	☐ Brief	☐ Petition for Reconsideration	☐ Reservation Letter
☐ Gas	☐ Certificate	☐ Petition for Rulemaking	☐ Response
☐ Railroad	☐ Comments	☐ Petition for Rule to Show Cause	☐ Response to Discovery
☐ Sewer	☐ Complaint	☐ Petition to Intervene	☐ Return to Petition
☒ Telecommunications	☐ Consent Order	☐ Petition to Intervene Out of Time	☐ Stipulation
☐ Transportation	☐ Discovery	☒ Prefiled Testimony	☐ Subpoena
☐ Water	☐ Exhibit	☐ Promotion	☐ Tariff
☐ Water/Sewer	☐ Expedited Consideration	☐ Proposed Order	☐ Other:
☐ Administrative Matter	☐ Interconnection Agreement	☐ Protest	
☐ Other:	☐ Interconnection Amendment	☐ Publisher's Affidavit	
	☐ Late-Filed Exhibit	☐ Report	

RETURN DATE: K.D. Duke
SERVICE: K.D. Duke

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April 16, 2008

VIA OVERNIGHT DELIVERY

Mr. Charles Terreni
Chief Clerk of the Commission
South Carolina Public Service Commission
101 Executive Center Drive, Suite 100
Columbia, South Carolina 29210
(803) 896-5100

Re: dPi Teleconnect, LLC
Docket No. 2008-31-C

Dear Mr. Terreni:

Pursuant to letter dated April 11, 2008 in the above-referenced docket, enclosed please find for filing an original and twenty-five (25) copies of the company's pre-filed testimony.

I have enclosed an extra copy of this letter to be date-stamped and returned to me in the self-addressed, postage prepaid envelope I have provided.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,

Lance J.M. Steinhart
Attorney for dPi Teleconnect, LLC

Scott Elliott, Esq. (w/enc)

Margaret M. Fox, Esq. (w/enc)
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BEFORE

THE PUBLIC SERVICE COMMISSION OF

SOUTH CAROLINA

DOCKET NO. 2008-31-C

IN RE:	**Application of dPi Teleconnect, LLC**	)	
	For Certification	)	
	As an Eligible	)	**DIRECT TESTIMONY**
	Telecommunications Carrier	)	**OF BRIAN BOLLINGER**

I. Introduction

Q: PLEASE STATE YOUR NAME, YOUR POSITION WITH DPI TELECONNECT, LLC AND YOUR BUSINESS ADDRESS.

A: My name is Brian Bollinger. My title is Vice President of Legal Affairs of dPi Teleconnect, LLC (hereinafter sometimes referred to as "dPi"). My business address is 2997 LBJ Freeway, Suite 225, Dallas, Texas 75234.

Q: PLEASE PROVIDE A BRIEF DESCRIPTION OF YOUR BACKGROUND AND EXPERIENCE.

A: My background and experience, as well as other key members of dPi's management team, is attached hereto as Exhibit A.

Q: WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A: The purpose of my testimony is to demonstrate that dPi meets the state and federal requirements for designation as an Eligible Telecommunications Carrier ("ETC") in the State of South Carolina in the designated areas of BellSouth/AT&T service territory (the "Designated Service Area"). A copy of the List of Wire Centers is attached hereto as Exhibit B.

Q: DOES DPI CURRENTLY PROVIDE TELECOMMUNICATIONS SERVICE IN SOUTH CAROLINA?

A: Yes. dPi was granted a Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services within the State of South Carolina Pursuant to Order No. 2000-0470 issued in Docket No. 98-640-C on June 5, 2000. dPi is also a common carrier as that term is defined in 47 U.S.C. §153(10), and dPi meets the requirements of 47 U.S.C. § 214(e)(1).

Q: DOES DPI CURRENTLY CONTRIBUTE TO THE FUNDING FOR UNIVERSAL SERVICE?

A: Yes. Federal regulations require carriers such as dPi to contribute a portion of their revenues to the funding of federal universal service.

Q: IS THE COMPANY PRESENTLY ABLE TO DRAW FROM FEDERAL UNIVERSAL SERVICE FUNDS FOR THE PROVISION OF THE SUPPORTED SERVICES IN SOUTH CAROLINA?

A: No. Until it is designated as an ETC for those areas it serves in South Carolina, dPi is not able to receive any federal universal service funds to support its provision of universal services to South Carolina consumers.

Q: BY OBTAINING ETC DESIGNATION, WILL DPI IMPROVE THE QUALITY OF BASIC SERVICE PROVIDED TO SOUTH CAROLINA RESIDENTS AND INTRODUCE ADVANCED SERVICES TO CONSUMERS SOONER?

A: Yes. As required, if dPi receives ETC designation, any universal service funding it receives will be used only to support the provision, upgrading and maintenance of dPi's pre-paid residential network where dPi is designated as an ETC in South Carolina. As a result, dPi will be able to improve the quality of basic service by increasing the availability of this unique service to customers who reside in areas of the state where the service is currently unavailable and, due to credit and deposit requirements, may not be able to obtain the safety and convenience of telephone service from traditional providers. In addition, by using the funds to

1 reduce the cost of unbundled network elements ("UNEs") obtained from the
2 ILECs and used to provide service to its customers, designation of dPi as an ETC
3 will speed the testing and deployment of advanced services such as wireless
4 broadband to consumers in South Carolina.

5 **Q: WILL DPI'S CUSTOMERS EXPERIENCE OTHER BENEFITS AS A**
6 **RESULT OF DPI'S DESIGNATION AS AN ETC?**

7 **A:** Yes. Since dPi is seeking only low income support, and Lifeline is designed to
8 reduce the monthly cost of telecommunications services for eligible consumers,
9 and is distributed on a per-customer basis and is directly reflected in the price that
10 the eligible customer pays, it is assured that all support received by the carrier is
11 used to provide Lifeline services to consumers, thus promoting Lifeline and the
12 availability of telephone service to low income users, which is clearly in the
13 public interest.

Q: IS A COMPETITIVE LOCAL EXCHANGE CARRIER LIKE DPI ELIGIBLE FOR FEDERAL UNIVERSAL SERVICE SUPPORT?

A: Yes. Both the 1996 Telecommunications Act ("TA'96") and the FCC's rules establish the directives for the Commission to follow in making an ETC designation. Section 214(e) of TA'96 specifically provides that any common carrier, including a competitive local exchange carrier such as dPi, may be designated as an ETC for federal universal service support purposes, provided that carrier meets the specific criteria set forth in Section 214(e)(1) of the Act, which dPi does.

Q: WHAT ARE THE REQUIREMENTS FOR OBTAINING ETC DESIGNATION?

A: The eligibility requirements were recently supplemented by the FCC. The initial requirements established by §214(e)(1) of the Act are still in place, and state:

A common carrier designated as an eligible telecommunications carrier under paragraph (2) or (3) shall be eligible to receive universal service support in accordance with section 254 and shall, throughout the service area for which the designation is received:

(A) Offer the services that are supported by Federal universal service support mechanisms under Section 254(c), either using its own facilities or a combination of its own facilities and resale of another carrier's services (including the services offered by another eligible telecommunications carrier); and

(B) Advertise the availability of such services and the charges therefore using media of general distribution.

Q: IS DPI REQUESTING DESIGNATION IN THIS PROCEEDING FOR THE STUDY AREA OF ANY RURAL LEC IN SOUTH CAROLINA?

A: No. dPi's Petition requests designation only in the wire centers of BellSouth/AT&T which have been classified as non-rural.

Q: DOES DPI CURRENTLY HAVE INTERCONNECTION AGREEMENT WITH BELLSOUTH/AT&T?

A: Yes.

Q: IS IT YOUR UNDERSTANDING THAT DPI IS ENTITLED TO BE DESIGNATED AS AN ETC IF IT DEMONSTRATES THAT IT IS CAPABLE OF MEETING ALL OF THE OBLIGATIONS IMPOSED BY SECTION 214(e) OF TA'96 AS WELL AS THE NEW REQUIREMENTS ESTABLISHED BY THE FCC'S MARCH, 2005 ORDER?

A: Yes.

Q: THE FIRST CRITERION FOR ETC DESIGNATION UNDER SECTION 214(e)(1) IS COMMON CARRIER STATUS. IS DPI A COMMON CARRIER?

1 **A:** Yes. dPi is a "common carrier" for purposes of obtaining ETC designation under
2 47 U.S.C. § 214(e)(1). A common carrier is generally defined in 47 U.S.C.
3 §153(10) as "any person engaged as a common carrier for-hire" in interstate or
4 foreign communications utilizing either wire or radio technology, except for radio
5 broadcasters.

6 **Q: THE SECOND REQUIREMENT IS THAT DPI OFFER THE**
7 **"SUPPORTED SERVICES." WHAT ARE THE SUPPORTED SERVICES**
8 **THAT MUST BE OFFERED?**

9 **A:** The FCC has identified (at 47 C.F.R. §54.101(a)) the following services and
10 functionalities as the core services to be offered by an ETC and supported by
11 federal universal service support mechanisms:
12 1. voice-grade access to the public switched network;
13 2. local usage;
14 3. dual tone multi-frequency signaling or its functional equivalent;
15 4. single-party service or its functional equivalent;
16 5. access to emergency services;
17 6. access to operator services;
18 7. access to interexchange services;
19 8. access to directory assistance;
20 9. toll limitation for qualifying low-income consumers

Q: CAN DPI CURRENTLY PROVIDE THE SUPPORTED SERVICES SET FORTH ABOVE USING ITS NETWORK THAT IS IN PLACE TODAY?

A: Yes. dPi's present network can provide all of the supported services to consumers in South Carolina. dPi recognizes its obligation to offer these services including the "toll limitation for qualifying low-income consumers" service that is linked to the federal "Lifeline" program and targeted at meeting the needs of low-income consumers. dPi, however, cannot participate in the federal Lifeline program until it receives its ETC designation. Once dPi receives ETC designation it will provide toll limitation as required by the FCC's rules.

Q: COULD YOU EXPLAIN EACH OF THE SUPPORTED SERVICES AND HOW DPI PROVIDES, OR WILL PROVIDE THESE SERVICES?

A: Yes. dPi presently provides or plans to provide each of the supported services identified by the FCC in 47 C.F.R. § 54.101(a) as follows:

a. *Voice-grade access to the public switched telephone network.* The FCC has concluded that voice grade service means the ability to make and receive phone calls, within a specified bandwidth and frequency range. DPi meets this requirement by providing voice-grade access to the public switched telephone network. Through its interconnection and commercial agreements, all customers of DPi are able to make and receive calls on the public switched telephone network within the specified bandwidth.

b. *Local usage.* ETCs must include local usage beyond providing simple access to the public switched network as a part of a universal

1 service offering. DPi includes specified quantities of usage in its rate
2 plans and thereby complies with the requirement. It is important to note,
3 that currently, there is no specific rule that requires an ETC to include any
4 particular amount of local usage, although all of dPi' service offerings
5 include unlimited local calling.

6 c. *Dual-tone, multi-frequency ("DTMF") signaling or its functional*
7 *equivalent.* DTMF, more commonly known as touch-tone, is a method of
8 signaling that facilitates the transport of call set-up and detail information.
9 Through its interconnection and commercial agreements, DPi provides
10 DTMF signaling to its customers, which is the equivalent of that offered
11 by the incumbent LECs to its customers.

12 d. *Single-party service or its functional equivalent.* DPi meets the
13 requirement of single-party service by providing a dedicated message path
14 for the length of all customer calls.

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2 e. *Access to emergency services.* The ability to reach a public
3 emergency service provider by dialing 911 is a requirement in any
4 universal service offering. DPi currently provides its subscribers access to
5 911 emergency service in accord with this requirement, and consistent
6 with FCC Regulations throughout the service area for which designation
7 is sought. DPi also provides Enhanced 911 services including Phase I and
8 Phase II E911 services where requested by local public safety authorities
9 ready to receive the information and where the local exchange carrier
10 supports such services.

11 f. *Access to operator services.* Access to operator services is defined
12 as any automatic or live assistance provided to a consumer to arrange for
13 billing or completion, or both, of a telephone call. DPi currently provides
14 access to operator services though a 1-800 calling service. Customers can
15 also obtain 1+ service through a third party provider to access such
16 services.

17 g. *Access to directory assistance.* Much like operator services, DPi
18 currently offers access to directory assistance services though a 1-800
19 calling service. Customers can also obtain 1+ service through a third
20 party provider to access such services.

21 h. *Access to interexchange service.* DPi meets the requirements of
22 access to interexchange service by providing all of its customers with the
23 ability to make and receive interexchange calls through 1+800 calling

1 services provided by third party LD carriers. Additionally, customers can
2 obtain 1+ services through a third party provider, and are able to reach
3 their IXC of choice by dialing the appropriate access code.

4 i. *Toll limitation for qualifying low-income consumers.* As
5 previously mentioned, toll limitation for qualifying low-income
6 consumers is linked to participation in the Lifeline program, which DPi
7 will participate in and offer upon designation as an ETC. DPi will use the
8 appropriate toll limitation technology to provide this required service at
9 no additional charge to Lifeline customers.

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2 **Q: DOES DPI OFFER THE ABOVE-REFERENCED SUPPORTED**
3 **SERVICES VIA ITS OWN FACILITIES OR A COMBINATION OF ITS**
4 **OWN FACILITIES AND RESALE OF ANOTHER CARRIER'S**
5 **SERVICES?**

6 **A:** Depending on the type of service the customer requests and the precise location of
7 the customer, dPi offers the supported services either through the purchase of
8 switched port/loop combinations (UNEs) or through resale. These facilities are
9 physical components of the telecommunications network that are used in the
10 transmission or routing of the services for which support is requested. Because
11 these facilities include unbundled network elements, the method by which dPi
12 provisions the supported services is consistent with the FCC's rules found at 47
13 CFR § 54.201(d)(1) through (i).

1 **Q: WILL DPI PROVIDE SUPPORTED UNIVERSAL SERVICES ONCE**
2 **DESIGNATED AS AN ETC?**
3 **A:** Yes. dPi will provide all supported universal services once designated as an ETC.
4 **Q: WILL DPI PARTICIPATE IN THE LIFELINE AND LINK-UP**
5 **PROGRAMS IF IT IS DESIGNATED AS AN ETC?**
6 **A:** Yes, as we stated in our Petition, upon designation as an ETC, dPi will participate
7 in, and offer, LifeLine and Link-Up programs to qualifying low-income
8 consumers and publicize the availability of Lifeline and Link-Up services in a
9 manner reasonably designed to reach those likely to qualify for those services, as
10 required by 47 C.F.R. §§ 54.401-54.417; 54.405(b)& 54.411(d).
11 **Q: A THIRD REQUIREMENT FOR DESIGNATION AS AN ETC IS TO**
12 **ADVERTISE THE AVAILABILITY OF THE SUPPORTED SERVICES.**
13 **HOW DOES DPI INTEND TO ADVERTISE THE AVAILABILITY OF**
14 **THE SUPPORTED SERVICES?**
15 **A:** dPi advertises the availability of the supported services and the corresponding
16 charges in a manner that informs the general public within the designated service
17 area of both the services available and the corresponding charges. dPi advertises
18 its services through several different media of general distribution including (but
19 not limited to) marketing at targeted retail locations, including rent-to-own
20 centers, as well as advertisements via television, radio, newspapers and trade
21 magazines. A copy of a sample sales brochure is attached hereto as Exhibit C. A
22 copy of a sample newspaper advertisement is attached hereto as Exhibit D.

Q: IS DPI ABLE TO SATISFY EACH OF THE ADDITIONAL REQUIREMENTS ESTABLISHED IN THE FCC'S MARCH 17, 2005 ORDER?

A: Yes. dPi will provide each of the supported services identified in 47 C.F.R. §54.101 as follows:

a. dPi will commit to provide service throughout its proposed designated service area to all customers making a reasonable request for service. dPi certifies that it will (a) provide service on a timely basis to requesting customers within the applicant's service area where the applicant's network already passes the potential customer's premises; and (b) provide service within a reasonable period of time, if the potential customer is within dPi's licensed service area but outside its existing network coverage, if service can be provided at reasonable cost by reselling services from another carrier's facilities to provide service.

b. Under FCC guidelines, an ETC Applicant must submit a five-year plan that describes with specificity proposed improvements or upgrades to the applicant's network on a wire center-by-wire center basis throughout its proposed Designated Service Area. The only circumstance warranting deviation from this requirement is where an applicant's requested ETC serving territory would qualify it to receive no "high cost" USF support, but only "low income" USF support.

Because dPi seeks ETC designation solely for purposes of reimbursement for provision of subsidized Lifeline and Link-Up services to eligible customers, submission of a Five-Year Network Improvement Plan is not required at this time.

Since Lifeline support is designed to reduce the monthly cost of telecommunications services for eligible consumers, and is distributed on a per-customer basis and is directly reflected in the price that the eligible customer pays, it is assured that all support received by the carrier is used to provide Lifeline services to consumers, thus promoting Lifeline and the availability of telephone service to low income users, which is clearly in the public interest.

c. Providing service to its customers through resale or the use of switched port/loop combination UNEs, leased from the ILECs, allows dPi to provide to its customers the same ability to remain functional in emergency situations as currently provided by the ILECs to their own customers (including access to a reasonable amount of back-up power to ensure functionality without an external power source, rerouting of traffic around damaged facilities, and the capability of managing traffic spikes resulting from emergency situations). Further, by nature of the fact that these services are implicitly included in the rates that dPi pays to the ILECs, these capabilities are also available to dPi's customers. A copy of dPi's policy concerning operations during emergencies is attached hereto as Exhibit C.

d. dPi will satisfy applicable consumer protection and service quality standards. Under FCC guidelines, an ETC Applicant must demonstrate that it will satisfy applicable consumer protection and service quality standards. 47 CFR §54.202(a)(3); FCC ETC Order at Para 28. Applicant will satisfy all such standards. As part of its certification requirements for providing local exchange services, Applicant must abide by the service quality and consumer protection rules. In addition, Applicant commits to reporting information on consumer complaints per 1,000 lines on an annual basis consistent with the FCC's ETC Order. Applicant in general commits to satisfying all such applicable state and federal requirements related to consumer protection and service quality standards.

1

2 e. dPi's service consists only of a pre-paid offering. dPi's offering includes
3 a local usage component with unlimited local calling similar to the ILECs' basic
4 local service offerings. Specific recurring and non-recurring price information
5 for dPi's services is attached hereto as Exhibit F. The amount of credits that will
6 be provided to eligible low participating in the lifeline and link-up program, is set
7 forth in proposed tariff revisions, which are attached hereto as Exhibit G.

1

2 f. dPi acknowledges that the FCC may require it to provide equal access to
3 long-distance carriers in the event that no other eligible telecommunications
4 carrier is providing equal access within the service area.
5 g. As relevant to the Commission's public interest inquiry, dPi's presence
6 will undeniably include a benefit of increased customer choice, as dPi's pre-paid
7 service offering is unique, and serves a specific sector of the public who might
8 well not otherwise have wire line telephone service.
9 h. dPi does not seek designation below the study area level of a rural
10 telephone company, and therefore, no "cream skimming" analysis is required.
11 Likewise, dPi does not seek designation as an ETC for any part of tribal lands.
12 Therefore, the public notice requirements established by the FCC for tribal lands
13 do not apply.
14 **Q: IN WHAT SERVICE AREAS IS DPI SEEKING DESIGNATION AS AN**
15 **ETC?**
16 **A:** Pursuant to Section 54.207 of the FCC's rules, a "service area" is a "geographic
17 area established by a state commission for the purpose of determining universal
18 service obligations and support mechanisms." 47 C.F.R. § 54.207(a). For service
19 areas served by non-rural ILECs such as BellSouth/AT&T, there are no
20 restrictions on how a Commission defines the "service area" for purposes of
21 designating a competitive ETC. dPi proposes a service area consisting of each of
22 the BellSouth wire centers in South Carolina which are set forth in Exhibit B
23 referenced above.

1

2 **Q: DOES DPI PROVIDE TELECOMMUNICATIONS SERVICE**
3 **THROUGHOUT THE NON-RURAL ILEC SERVICE AREAS FOR**
4 **WHICH IT SEEKS ETC DESIGNATION?**

5 **A:** Yes.

6 **Q: BEFORE DESIGNATING DPI AS AN ETC, IS THE COMMISSION**
7 **REQUIRED TO FIND THAT THE DESIGNATION IS IN THE PUBLIC**
8 **INTEREST?**

9 **A:** Yes.

10 **Q: HOW, AND IN WHAT TERMS, WILL DPI'S PRESENCE AS AN ETC IN**
11 **SOUTH CAROLINA AFFECT THE MARKET AS A WHOLE AND THE**
12 **PUBLIC INTEREST GENERALLY?**

13 **A:** A grant of dPi's application will serve the public interest and the market as a
14 whole by promoting additional deployment of dPi's unique pre-paid local service.
15 It is important to note that most of dPi's customers do not meet the traditional
16 "creditworthiness" test of ILECs and CLECs, and therefore, many are unable to
17 obtain wire line local exchange service. dPi's designation as an ETC will bring
18 consumers the benefits of its unique service to a specific segment of the market.
19 Furthermore, A central purpose of the Telecommunications Act of 1996 was to
20 "promote competition and reduce regulation ... [thereby securing] lower prices
21 and higher quality services ... and encourage the rapid deployment of new
22 telecommunications technologies."[1] Designation of dPi as an ETC would further

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[1] The Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat.

1 these goals. Granting ETC status to dPi would allow the Company to obtain
2 federal universal service support, which it will use to offer innovative
3 telecommunications services at competitive prices to non-rural consumers in the
4 Designated Service Area.

5 **Q: IF DPI'S PETITION IS GRANTED, WILL THERE BE ANY FINANCIAL**
6 **IMPACT ON THE UNIVERSAL SERVICE FUND OR THE FEDERAL**
7 **UNIVERSAL SERVICE FUND SURCHARGE THAT SOUTH CAROLINA**
8 **END USERS PAY?**

9 **A:** No.

10 **Q: HAS DPI BEEN GRANTED ETC STATUS BY ANY STATE**
11 **COMMISSIONS?**

12 **A:** Yes, dPi has been designated as ETC by the Alabama Public Service Commission,
13 the North Carolina Public Utilities Commission, and the Texas Public Utility
14 Commission. No state has denied any ETC petition filed by Applicant, nor have
15 any such petitions been withdrawn. Applicant has petitions for ETC status
16 pending in Arkansas, Florida, Georgia, Kansas, Louisiana, Missouri, and
17 Oklahoma.

56, 56 (1996).

1 **Q: DOES DPI HAVE THE FINANCIAL ABILITY TO CONTINUE TO**
2 **PROVIDE SERVICES IN THE STATE OF SOUTH CAROLINA?**
3 A: Yes, DPI Teleconnect, LLC is a subsidiary of Rent-A-Center, Inc. ("RAC")
4 which is a publicly traded corporation on NASDAQ (Symbol RCII) with annual
5 revenues approaching $3 billion. DPI is consolidated into RAC's published
6 financials which are a matter of public record. RAC issues letters of credit and/or
7 bonds on behalf of DPI as needed to comply with regulatory requirements.
8 Q: **PLEASE DESCRIBE DPI'S PROCESSES AND PROCEDURES TO**
9 **ENSURE COMPLIANCE WITH STATE AND FEDERAL RULES**
10 **GOVERNING LIFELINE AND LINK-UP PROGRAMS, SPECIFICALLY**
11 **THE RULES PERTAINING TO VERIFICATION AND CERTIFICATION**
12 **OF ELIGIBILITY.**
13 A: Please see a copy of dPi's internal control processes, which is attached hereto as
14 Exhibit H.
15 Q: **HAS DPI BEEN AUDITED BY USAC, OR ANY OTHER ENTITY,**
16 **PERTAINING TO LIFELINE AND LINK-UP?**
17 A: No.
18 **Q: DOES THIS CONCLUDE YOUR TESTIMONY?**
19 **A:** Yes.

1 LIST OF EXHIBITS

2

3 A. BIOGRAPHICAL INFORMATION

4 B. LIST OF WIRE CENTERS

5 C. SAMPLE SALES BROCHURE

6 D. SAMPLE NEWPAPER ADVERTISEMENT

7 E. POLICY CONCERNING OPERATIONS DURING EMERGENCIES

8 F. PRICING INFORMATION

9 G. LIFELINE AND LINK-UP TARIFF REVISIONS

10 H. INTERNAL CONTROL PROCESSES

1 EXHIBIT A

2 BIOGRAPHICAL INFORMATION

Brian A. Bolinger, Esq.

Experience

dPi Teleconnect, LLC & dPi Energy, LLC May 2000 - Present
Dallas, Texas

Vice President of Operations and Legal Affairs (dPi Teleconnect and dPi Energy)

- A member of the company's executive staff that has managed the business from inception to nearly $20,000,000 per year in revenue
- Solely accountable for creation of dPi Energy from concept through launch
- Responsible for the profit and loss of dPi Energy
- Coordinate and manage both legal and human resource departments
- Communicate daily with all levels of management
- Negotiate new employee benefits
- Responsible for the hiring and turnover for both hourly and salaried employees
- Manage bi-annual employee performance reviews
- Manage quarterly "key performance indicator" reviews
- Research and implement competitive salary requirements
- Oversee, write and edit company announcements
- Responsible for negotiation of agreements with vendors, partners, employees, etc.
- Responsible for oversight of outside counsel in defending company in any and all legal proceedings
- Write, file and manage all state and federal regulatory documents
- Write, interpret, negotiate and manage all contracts
- Solicit, negotiate and manage company acquisitions

Vice President of Operations (dPi Teleconnect)

- A member of the company's executive staff
- Instrumental in managing over 300% company growth in customers and 400% growth in revenue
- Solely responsible for the Legal, Human Resource, Customer Service, Provisioning and Quality Control Departments
- Directed and mentored 4 direct reports with more than 150 people within responsible departments
- Reduced labor costs by more than $150,000.00 per year
- Restructured the customer service department to accept more calls while reducing staff and maintaining desired average speed of answer
- Influential in reducing the order completion time by more than 30%
- Consistently exceed monthly and yearly labor and bonus goals
- Responsible for all contract interpretation, negotiation and management
- Oversight and management of all hiring, terminations, wage calculations, reviews, benefits, etc.

Human Resource Director (dPi Teleconnect)

- A member of the company's executive staff
- Hired to create the Human Resource Department for dPi Teleconnect, LLC
- Authored and implemented all company policies, procedures and protocols
- Effectively managed labor growth of over 100% in a four month period
- Directly responsible for oversight of company turnover that substantially exceeded industry standards
- Authored and implemented company bonus plans and programs
- Researched and put into operation new company benefits
- Accountable for all in-house legal work
- Managed all state and federal regulatory filings

1609 Pine Hills Lane, Corinth, TX 76210
214-870-1677 (Cell) / 940-271-1800 (Home)
bbolinger@dpiteleconnect.com / bbolinger@dpienergy.com

Brian A. Bolinger, Esq.

Smock Fansler Corporation May 1998 - April 2000
Indianapolis, Indiana

Corporate Counsel and Director of Human Resources

- Established an in-house legal department for a large multi-million dollar commercial construction company
- Restructured the company's human resource department for efficiency and state and federal law requirements
- Managed the hiring of all new employees
- Negotiated and implemented new employee benefits
- Created an employee handbook and revised the employee safety manual
- Oversight of the company's safety programs, procedures and training
- Investigated and defended OSHA inspections, allegations and violations
- Ensured compliance will all applicable laws and regulations
- Drafted and defended Equal Employment Opportunity reports and statistics
- Implemented company wide drug testing
- Implemented five collective bargaining agreements for all field employees
- Managed all legal activities both in-house and with outside counsel
- Represented the company in pre-construction meetings with owners, subcontractors and union representatives
- Responsible for drafting, interpretation and negotiation of public and private construction contracts

CMG Worldwide, Inc. August 1996 - May 1998
Indianapolis, Indiana

Legal Department

- Worked on all legal aspects of protecting the intellectual property, licensing, marketing and merchandising of over 200 clients including Marilyn Monroe, James Dean, Babe Ruth, Jackie Robinson and Vince Lombardi
- Negotiated agreements with companies to utilize CMG clients in advertising campaigns
- Successfully prepared and filed copyright and trademark applications for numerous entities
- Protected clients from the unauthorized use of their intellectual property rights including their rights of publicity, association, sponsorship and endorsement
- Drafted affidavits, complaints and cease and desist letters

Education

Indiana University School of Law	Indianapolis, Indiana	Doctor of Jurisprudence
Midwestern State University	Wichita Falls, Texas	Master of Science
DePauw University	Greencastle, Indiana	Bachelor of Arts

Licenses, Memberships and Affiliations

- Indiana Law License Number 049425
- Board of Directors, Vascular Birthmarks Foundation
- Treasurer, Vascular Birthmarks Foundation
- Secretary to the Board, NALA-PCA
- DePauw University North Texas Alumni Council
- Beta Beta Chapter Home Association
- Member, Cross Timbers Community Church

1609 Pine Hills Lane, Corinth, TX 76210
214-870-1677 (Cell) / 940-271-1800 (Home)
bbolinger@dpiteleconnect.com / bbolinger@dpienergy.com

Thomas G. O'Roark
7549 Stonebrook Parkway, Ste. 2903
Frisco, TX 75034
tgoroark@hotmail.com
Cell: 214-454-7204

Summary: BSBA, CPA, 4 years public accounting, 23 years industry, including Telecommunications, Consulting, Security, Legal and Transportation Excellent track record of successful achievement.

Education & Certifications
CPA Certification, Oklahoma 11/1980
Pittsburg State University, Pittsburg, KS Graduated 5/1977 w/BSBA GPA: 3.4 overall/3.6 in major

Experience

dPi Teleconnect, LLC **Dallas, TX** **11/2004 – Present**
Vice-President of Finance - $18 million Telecom Company. Competitive Local Exchange Carrier with 25,000 prepaid subscribers, licensed in 48 states, with over 6,000 agent locations. Products included prepaid home phone service, prepaid internet, cell phones, cellular recharge and prepaid debit cards. Managed Finance, Accounting and Treasury functions. Improved Gross Margins by 5%. Managed full SOX process. Quaterbacked various acquisitions.

Deloitte & Touche **Dallas, TX** **9/2004 – 11/2004**
Auditor - Temporary assignment doing SOX documentation, testing, and annual audit of various client companies, include multi-national communications equipment manufacturer.

Covista Communications **Chattanooga, TN** **7/2002-8/2004**
Director of Line Cost - $70+ million Telecom Company. Recruited, trained and directed 8 member team. Produced 9%+ reduction in annual cost of goods sold. Won over $5+ million in annual cost recovery.

Vartec Telecom, Inc. **Dallas, TX** **1/1999 – 5/2002**
Director of Line Cost - $1 billion+ Telecom Company. Directed 27 member team. Won $66+ million in cost recovery. Produced 8.53% reduction in annual cost of goods sold.

O'Roark Consulting **Dallas, TX** **10/1995 – 1/1999**
President - Self-employed consulting business. Clients included Law firms, new business startups, & small business owners. Brokered sale of several businesses. Developed business plans, raised funding, etc.

Proxy Message Center **Dallas, TX** **1/1988 - 10/1995**
Chief Financial Officer –Turn around and sale of $10+ million Telecom Company under venture capital ownership, operating in-bound call centers in New York, Florida, Texas and California. Point man on 33 successful acquisitions.

Network Security **Dallas, TX** **1/1987 - 12/1987**
Vice President of Finance/Chief Financial Officer - Led management team in LBO of wholly owned subsidiary of a nationwide installer of electronic security systems and alarm monitoring services.

Chemical Express **Dallas, TX** **10/1985 - 12/1986**
Vice President of Finance - Successful turn-around of closely held trucking company, hauling bulk cement, primarily intrastate Texas. Left to pursue LBO opportunity.

Eagle FB Trucking Company **Salt Lake City, UT** **4/1985 - 10/1985**
Acting Chief Financial Officer - Coordinated liquidation and pay off of $5 million senior debt as a pre-requisite to exercise of bargain purchase option. Completed acquisition in 6 months.

National Trucking Company of America, Inc. **Tulsa, OK** **5/1981 - 1/1985**
Vice President of Finance – Successful turn-around of trucking company with 48 state common carrier authority. 200% revenue growth in 4 years. Managed financing from deficit net worth to profitability.

Arthur Anderson & Co. **Tulsa, OK** **6/1977 - 5/1981**
Senior Auditor - Then "Big 8" public accounting fast tracker. Conducted independent annual audits of various companies in a variety of industries.

Affiliations
Vibrant Users Group - Former Board Member, Oklahoma Society of CPA's (Past member), AICPA (Past member), Delta Mu Delta Accounting Honor Society

Detailed resume', references and salary history available upon request.

David B. Dorwart

2997 LBJ Freeway, Suite 225
Dallas, Texas, 75234
214-755-7502

Chief Executive Officer

An accomplished, multi-faceted Chief Executive with an unusual blend of Leadership, Sales and Operational experience spanning over 27 years. With a demonstrated ability to influence organizational growth, increase market share and identify/develop new revenue opportunities, I am uniquely positioned to provide leadership that will drive business success. A history of facilitating business development and the expertise to deal with the challenges of dynamic environments, I possess a record of significant contributions.

Strong communication skills, the ability to positively impact bottom-line performance while continually growing Revenue are key assets. A history of outstanding professional performance includes the following strengths:

Key Strengths:

- Communicating Effectively at all levels
- Motivating others and inspiring confidence
- Working with Executive Management
- Creative Problem solving
- Finding opportunities
- Influencing others

Selected Accomplishments and Achievements:

- Started dPi Teleconnect, LLC in December 1998 and grew it from a new company to over $36M in Revenue in less than 36 months. Developed and executed the Business Plan (PPM) to attract a venture capital firm to invest the seed money for a minority stake in the company.

- Solicited and negotiated a majority stake in dPi to a $600M publicly traded company. (NYSE: RWY)

- Attracted and negotiated in excess of 8,000 exclusive payment distribution outlets. The majority of the distribution were either the top Regional brands or Nationally recognized brands. The majority of the National Brands are publicly traded.

- Negotiated and Implemented operating agreements with all the major and minor Incumbent local exchange carriers (ILECs) so that dPi could operate in 44 States.

- Incorporated new business product lines into dPi that added over $700,000 in contribution margin dollars the first year. Contribution dollars will exceed $2M in 2007.

- Initiated, developed and implemented a new product line that increased traffic flow in the Rent-to-Own Stores by 25% as well as developed a new profit base with profits in the first year of operation to exceed 3 million. Acquired over 60,000 customers within the first 3 years. Handled all vendor relationships as well as negotiating the contracts for distribution and ILEC rates.

- While the DVP of Remco America's, increased profits by 5 percentage points for Remco Americas by reducing our Cost structure and stream lining field-based operations. Realigned the organization to include processes to ensure execution of our primary proposition.

- Managed and motivated a team of 10 Multi-level Managers with 100 Store Managers between them to increase deliveries to our Customers by 6% within the first six months of taking over the position. Increased another 3% during the following 8 months, which exceeded company performance.

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214-755-7502

- Developed and implemented an innovative business plan template currently used Company-wide that has increased a declining market share. Created a unique package that minimized Accounts Receivable and reduced operating costs while maximizing Human Resource Opportunities.

- Served as the critical point person for the development of two key business opportunities. Worked closely with Marketing, Training and Vendors to identify and satisfy the needs of Thorn's customer base. Generated sales of over $35 million in a 2-year period and established this new specialty market as a viable profit center.

- Consulted for 171 Franchise Stores on business Management and execution of the rental proposition, facilitating their consistent achievement in exceeding plan performance.

Professional Experience:

dPi Teleconnect, LLC
Dallas, Texas **December 1998 to Present**

- **President & CEO, Founder-** Responsible for the overall components of the Company. Primary responsibilities include Investor Relations, Board of Managers Meetings and management of the Executive Staff. Responsible for an Operation that is in it's 7th year with annualized Revenue projected in FY2007 to be $20M to $22M with a Net Income projection between 8% and 10%.

Thorn Americas (d.b.a. Rent-a-Center, Remco, AdvantEDGE)
Wichita, Kansas **December 1987-Aug. 1998**

- ***Division General Manager- AdvantEDGE Quality Cars-*** A division of Thorn Finance, AdvantEDGE Quality Cars is a start up company since May 1997. Responsibilities include full accountability of cars operations and execution to ensure profitability of 3 inter-dependent departments consisting of Finance, Reconditioning/Service and Sales. The Company was sold in July 1998.

- ***Vice President, Strategic Initiatives***-Responsible to develop new streams of revenue by enhancing the traffic opportunities within Thorn's 1200 Rent-to-Own Stores as well as create synergy between Thorn Americas new business strategy including AdvantEDGE Quality Cars, Check Cashing and the Retail Operations. During this time, was Senior Operations Officer for AdvantEDGE Check Cashing.

- ***Division Vice President-Remco Americas-*** As the Senior officer position within Remco Americas the responsibilities included full control of all functional departments accountable for 157 Stores, nationwide. Rental Revenues represented over $110M with and increase in profit percentage of 5% within year one.

- ***Regional Director,*** an officer level position, Assigned to take over an under performing Region consisting of 101 Stores over 11 States with $78M in Sales and $18.7 in profits. Accountable for developing and executing a business plan that will optimize opportunities

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with the 11 State Territory. Direct accountabilities included supervision of 10 area Managers, Marketing, Human Resources, Real Estate and operations.

- From 1987 to October 1994 I held positions within Thorn Americas including **Divisional Director of Operations, Director RAC 2000, Market Manager, Director of Operations, Zone Manager and various Store positions.**

S & A Restaurant Corporation (Pillsbury) **April, 1986 to Dec. 1987**
King of Prussia, PA
Manager. Managed along with 3 Co-Managers highest volume Bennigan's Restaurant located in King of Prussia, Pa with annual sales of $5M.

Richard's Restaurant Corporation **Oct., 1981 to April 1985**
Greenville, Delaware
Executive Chef/General Manager. Accountable for operations of a full service, fine dining restaurant, with revenues of $1.5M.

- *Opened two restaurants within 3 years of first restaurant opening.*
- *Restaurant (Schoonover's) was selected as "best brunch" 3 years in a row.*
- *Restaurant (Bouli-Bouli) was selected as "best new Restaurant" in Wilmington.*
- *Taught for the International School of Cooking.*
- *Represented American Cancer Society as a "Celebrity Chef" for benefit dinners.*

Education:
University of Delaware **1977-1981**
Newark, Delaware
BA81, Sociology

1 EXHIBIT B

2 LIST OF WIRE CENTERS

3

Company	Switch
BELLSOUTH BSE, INC. - SC	CLMASCSNX0X
BELLSOUTH BSE, INC. - SC	CLMASCSA9MD
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLVRSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BMBRSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SPFDSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	JHTNSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BAVLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	EOVRSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSA773
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	AIKNSCMAXMD
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	PRSRSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	NWBYSCMA27E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CMDNSCLGRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ORBGSCMA53E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BRWLSCBERS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ALDLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BATHSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BTBGSCMA53E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	EDFDSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	AIKNSCMA64E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	NWELSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GIVLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	YORKSCMA68F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	WHTMSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CMDNSCMA43F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCPARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSCRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCDF78E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSH77E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCAR75E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSU78E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	DNMKSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	WCLMSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	LKWLSCRSRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCCH78E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BHISSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSA77E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	HCGVSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SHRNSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCBQRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSW79E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHAPSCCLRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	NAGSSCMA27E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSCRS2
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GSTANCSO85G
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSN25E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLMASCSN79F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	RWLDNCMARS0
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GBSNNCMARS0
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	TMVLSCMARS1

BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MARNSCBNRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SCHLSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	DRTNSCMA39F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCBE5MD
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MARNSCMA42E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BEVLSCMA47E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MCCLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MLNSSCWP46E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BLNHSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCJN55E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLIOSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	FLBHSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	STGRSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	LATTSCLSRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	LKVWSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCWA85E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCJM79E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	DLLNSCMA77E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCWA55E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	HTVLSCMA33E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCDP82E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SBRKSCSKRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	EDBHSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SUVLSCMA87E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ISPLSCISRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHRWSCES53E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCLB55E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MNPLSCES88F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCDT72E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CHTNSCNO74F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	FLRNSCMA66F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GNVLSCWPRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ARSNSCTVRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ARSNSCAHRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BETNSCMA33E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	HNPHSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GNVLSCBE24E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GNVLSCCR27E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CWPNSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	UNINSCMA42E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	PCLTSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	LYMNSCIP433
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SPBGSCHW50E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SPBGSCCV57E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	FNVLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SPBGSCWV57E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GNVLSCWE26E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GNVLSCCH24E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CENTSCWSRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	PNTNSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	WMNSSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	JNVLSCMARS1

BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	JONNSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	WLHLSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SPBGSCBS57E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	TRRSSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	MRTTSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BLBGSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	LBRTSCMA84E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	PDMTSCESRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLSNSCMA65E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ESLYSCMA85E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	FNINSCES86F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SXMLSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	PCKNSCES87E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GFNYSCMA48F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GRVRNCMARS0
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	CLTNSCMA83E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SALMSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	WMTNSCPW84F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SPBGSCMA57E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	LYMNSCES43E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	ARSNSCMA22F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	TKNASCSTRS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GNVLSCDT23F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	BLRGSCMARS1
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	SENCSCMA88E
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GNVLSCWR28F
BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TEL & TEL	GRERSCMA87F

EXHIBIT C

SAMPLE BROCHURE

1 Call ***1-877-JOIN-DPI***
(564-6374)
or see a Store Associate for more details.

2 Choose a package to fit your budget & your lifestyle.

- ***Call waiting***
- ***Caller ID***
- ***Unlimited long distance***
- ***& More!***

3 **SAVE up to $40***
when you sign up today!
*Savings will vary by service address. See Store Associate for more details.

No Deposit!
No I.D. Required!
No Credit Checks!

4 **Get Signed Up *Today!***
at
Rent-A-Center®
CALL
1-800-877-7758

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TAKE ONE!
Home Phone for Everyone!
at your local Rent-A-Center
Packages to fit any budget
Save up to $40 Today!
*Savings will vary by service address. See Store Associate for more details
1 2 3
4 5 6
7 8 9
* 0 #
1-877-JOIN-DPI
FURNITURE • APPLIANCES • ELECTRONICS • COMPUTERS
RAC Rent-A-Center
dPi TELECONNECT
Call toll free 1-877-JOIN-D
(564-63

1 EXHIBIT D

2 SAMPLE NEWSPAPER ADVERTISEMENT

Wireless Phone Service

as low as $9.99/week!

*Plus taxes and fees.

Nationwide Coverage, Web Surfing, Web Picture Mail, and Text Messaging!

SPECIAL PRICE!

AT PARTICIPATING LOCATIONS AND WHILE SUPPLIES LAST!

SAMSUNG a740

$45

*Phones not available at all stores.

Home Phone WITH Unlimited Long Distance or Internet!

Only $9.99 + taxes & fees /wk

★ NO DEPOSIT!
★ NO CREDIT CHECK!
★ NO ID REQUIRED!
★ NO LONG TERM OBLIGATION!

Home Phone Call Features

- Unlimited Local Calling
- Unlimited Long Distance
- Call Waiting Deluxe
- Caller ID Deluxe
- 3-Way Calling
- Call Return & Busy Signal

Wireless Call Features

- Unlimited Nights & Weekends
- Unlimited Long Distance
- Call Waiting Deluxe
- Caller ID Deluxe
- 3-Way Calling
- Call Return & Busy Signal
- Web Surfing
- Web Picture Mail
- Text Messaging

Cellular Recharge!

Buy more minutes for your cell phone at any dPi payment center!

at&t TRACFONE alltel Com T-Mobile verizon

Wireless Plans

WEEKLY

- dPi Wireless 25
- dPi Wireless 50

MONTHLY

- dPi Wireless 100
- dPi Wireless 200
- dPi Wireless 300
- dPi Wireless 500
- dPi Wireless 1000

ALL PLANS INCLUDE UNLIMITED NIGHTS & WEEKENDS!

Authorized Reseller	Life Line Unlimited Local Calling with Qualifications	Basic Unlimited Local Calling	Advantage Unlimited Local Calling Call Waiting Deluxe Caller ID Deluxe	Premier Unlimited Local Calling Call Waiting Deluxe Caller ID Deluxe 3-Way Calling Call Return & Busy Redial
AT&T (Bell South)	$4.99/wk / $19.99/mo	$7.49/wk / $29.99/mo	$9.24/wk / $36.99/mo	$9.24/wk / $39.99/mo
Windstream (Alltel) - KY, NC		$7.49/wk / $29.99/mo	$11.74/wk / $46.99/mo	$14.24/wk / $56.99/mo
Windstream (Alltel) - AL, GA, SC		$11.24/wk / $44.99/mo	$13.74/wk / $54.99/mo	$16.99/wk / $67.99/mo
Embarq (Sprint) - NC, SC		$7.49/wk / $29.99/mo	$11.74/wk / $46.99/mo	$14.24/wk / $56.99/mo
Century-Tel - AL Only		$7.49/wk / $29.99/mo	$11.74/wk / $46.99/mo	$14.24/wk / $56.99/mo
Verizon		$9.99/wk / $39.99/mo	$11.74/wk / $46.99/mo	$14.24/wk / $56.99/mo

1 EXHIBIT E

2 POLICY CONCERNING OPERATIONS DURING EMERGENCIES

TELECONNECT

METHOD AND PROCEDURE

Date: April 1, 2008

To: dPi Teleconnect Customer Service Employees

From: Jerry Brennan

Re: Customer Service Emergency Operations

This procedure identifies what course of action to follow in the event of an emergency situation that effects dPi Teleconnect customers.

During dPi Teleconnect customer service normal operating hours (Monday through Friday 8am to 7pm CST, Saturday 8am to 3pm CST) a dPi customer can call toll free 1-877-564-6374 to talk to a customer service representative.

Outside dPi Teleconnect customer service normal operating hours a dPi customer can call toll free 1-877-564-6374 to leave a message on the dPi Teleconnect IVR. The customer will receive a return call from a dPi Teleconnect customer service representative the following business day during normal operating hours.

Customer service representative will then follow the normal dPi Teleconnect problem correction and escalation procedures.

In the event of an IVR outage the dPi toll free number will be re-routed to a working dPi number following the 'How To: Reroute inbound calls to IVR in the event of an outage' procedure. Dpi Teleconnect maintains multiple circuits that support the toll free 1-877-564-6374 number reducing the likelihood of a customer not being able to reach dPi Teleconnect in an emergency.

dPi Teleconnect also maintains an outbound dialing capability that will be loaded with an emergency message. The dialer is set to call the numbers of dPi Teleconnect customers and can be set to continue to dial until the connection is completed.

EXHIBIT F

PRICING INFORMATION

dPi South Carolina Tariff Pricing as of 3-13-08

3.1 Local Exchange Service (Cont'd)

3.1.1.C Local Line Rates and Charges

A Local Line Customer will be charged applicable Non-Recurring Charges and monthly Recurring Charges as specified below.

1. One-Time Activation Fee

One-Time Activation/Installation Fee	$ 40.00
Suspension Restoral Fee	$ 20.00

2. Recurring Charges

Local Line - Monthly Recurring	$53.50
Directory Assistance	$ .75**

** Per directory assistance call

3. Optional Features

One-Time Activation Fee
$5.00**
One-Time Activation Fee
$20.00*

**If service is installed at time of local line initial installation.
*If service is installed after local line initial installation.

	Monthly
Call Waiting	$ 7.00
Call Forwarding	$ 4.99
Call Return	$ 7.00
Three-Way Calling	$ 7.00
Caller ID Name & Number	$11.00
Unlisted Number	$ 7.00

1 EXHIBIT G

2 PROPOSED LIFELINE AND LINK-UP TARIFF REVISIONS

3 SEE ATTACHED

(N)

3.7 Lifeline Program

A. General

(i) The Lifeline program is designed to increase the availability of telecommunications services to low income subscribers by providing a credit to monthly recurring local service for qualifying residential subscribers. Basic terms and conditions are in compliance with the FCC's Order on Universal Service in CC Docket No. 97-157, which adopts the Federal-State Joint Board's recommendation in CC Docket No. 96-45, which complies with the Telecommunications Act of 1996. Specific terms and conditions are as prescribed by the South Carolina Public Service Commission and are as set forth in this tariff.

(ii) Lifeline is supported by the federal universal service support mechanism.

(iii) Federal baseline support of eight dollars and twenty-five cents ($8.25) is available for each Lifeline service and is passed through to the subscriber. An additional three dollars and fifty cents ($3.50) credit is provided by the Company. Supplemental federal support of one dollar and seventy-five cents ($1.75), matching one half of the Company contribution, will also be passed along to the Lifeline subscriber. The total Lifeline credit available to an eligible customer in South Carolina is thirteen dollars and fifty cents ($13.50). The amount of credit will not exceed the charge for local service, which includes the access line, the Subscriber Line Charge and local usage.

B. Regulations

(i) General

(a) Customers eligible under the Lifeline program are also eligible for connection assistance under the Link-Up program.

(b) One low income credit is available per household and is applicable to the primary residential connection only. The named subscriber must be a current recipient of any of the low income assistance programs identified in Section B(ii)(a) following.

(c) A Lifeline customer may subscribe to any local service offering available to other residential customers. Since the Lifeline credit is applicable to the primary residential connection only, it may not be applied to multiple lines in a package for local service.

(d) Toll blocking, if elected, will be provided at no charge to the Lifeline subscriber.

(e) No deposit will be required of a Lifeline customer who subscribes to toll blocking. If a Lifeline customer removes toll blocking prior to establishing an acceptable credit history, a deposit may be required. When applicable, advance payments will not exceed the connection and local service charges for one month.

(f) Neither the Federal Universal Service Charge nor the South Carolina Intrastate Universal Service Surcharge will be billed to Lifeline customers.

(N)

3.7 Lifeline Program (Cont'd.) (N)

B Regulations (Cont'd.)

(i) General (Cont'd.)

(g) A Lifeline subscriber's local service will not be disconnected for non- payment of regulated toll charges. Local service may be denied for non-payment of local calls in accordance with Section 2. Access to toll service may be denied for non-payment of regulated tolls. A Lifeline subscriber's request for reconnection of local service will not be denied if the service was previously denied for non-payment of toll charges.

(h) At no time shall a customer's Lifeline rate go below zero.

(ii) Eligibility

(a) To be eligible for a Lifeline credit, a customer must be a current recipient of any one of the following low income assistance programs.

1. Temporary Assistance to Needy Families (TAW), previously known as AFDC.
2. Food Stamps
3. Medicaid

(b) All applications for service are subject to verification with the state agency responsible for administration of the qualifying program.

(iii) Certification

(a) Proof of eligibility in any of the qualifying low income assistance programs should be provided to the Company within 30 days of application for service. The Lifeline credit will not be established until proof of eligibility has been received by the Company. When eligibility documentation is provided, the Lifeline credit will be provided on a going forward basis.

(b) The Company reserves the right to periodically audit its records, working in conjunction with the appropriate state agencies, for the purpose of determining continuing eligibility. Information obtained during such audit will be treated as confidential information to the extent required under State and Federal laws. The use or disclosure of information concerning enrollees will be limited to purposes directly connected with the administration of the Lifeline plan.

(c) When a customer is determined to be ineligible as a result of an audit, the Company will contact the customer. If the customer cannot provide eligibility documentation within 60 calendar days, the Lifeline credit will be discontinued. (N)

(N)

3.7 Lifeline Program (Cont'd.)

B. Regulations (Cont'd.)

(iv) General

(a) Lifeline is provided as a monthly credit on the eligible residential subscriber's access line bill for local service.

(b) Service Charges in Section 4 are applicable for installing or changing Lifeline service.

(c) Link-Up connection assistance in Section 4 may be available for installing or relocating Lifeline service.

(d) The Service Change Charge in Section 4 is not applicable when existing service is converted intact to Lifeline.

(v) The total Lifeline credit consists of one federal credit plus one (1) Company credit

(a) Federal credit

Monthly Credit

1. Temporary Assistance to Needy Families $10.00
2. Food Stamps $10.00
3. Medicaid $10.00

(b) Company credit

1. All programs, one per Lifeline service $ 3.50

3.8 Link-Up South Carolina

A. General

(i) Link-Up is a program designed to increase the availability of telecommunications services to low income subscribers by providing a credit to the non-recurring installation and service charges to qualifying residential subscribers. Basic terms and conditions are in compliance with the FCC's Order on Universal Service in CC Docket 97-157, which adopts the Federal-State Joint Board's recommendation in CC Docket 96-45, which complies with the Telecommunications Act of 1996. Specific terms and conditions are as prescribed by the South Carolina Public Service Commission and are as set forth in this tariff.

(ii) Link-Up is supported by the federal universal service support mechanism.

(iii) A federal credit amount of fifty percent (50%) of the non-recurring charges for connection of service, up to a maximum of thirty dollars ($30.00), is available to be passed through to the subscriber.

(N)

(N)

3.8 Link-Up South Carolina (Cont'd.)

B. Regulations

(i) General

(a) Customers eligible under Link-Up are also eligible for monthly recurring assistance under the Lifeline program.

(b) Link-Up connection assistance is available per household and is applicable to the primary residential connection only.

(c) The Link-Up credit is available each time the customer installs or relocates the primary residential service.

(d) To receive the credit, proof of eligibility must be provided within 30 days after installation of service.

(e) The total tariffed charges for connecting service, including service and other installation charges, are considered in the credit calculation.

(ii) Eligibility

(a) To be eligible for a Link-Up credit, the named subscriber must be a current recipient of any of the following low income assistance programs:

1. Temporary Assistance to Needy Families (TANF), previously known as AFDC
2. Food Stamps
3. Medicaid

(b) All applications for service are subject to verification with the state agency responsible for administration of the qualifying program.

(iii) Certification

(a) Proof of eligibility in any of the qualifying low income assistance programs should be provided to the Company within 30 days of application for service. The Link-Up credit will not be established until proof of eligibility has been received by the Company.

(b) The use or disclosure of information concerning enrollees will be limited to purposes directly connected with the administration of the Link-Up plan.

C. Rates and Charges

The federal credit available for a Link-Up connection is thirty dollars ($30.00) maximum or fifty percent (50%) of the installation and service charges from this Tariff, whichever is less.

(N)

1 EXHIBIT H

2 INTERNAL CONTROL PROCESSES