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December 15, 2021

VIA ELECTRONIC DELIVERY

Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Bldg.
400 North Street
Harrisburg, Pennsylvania 17120

Re: TAG Mobile, LLC; Joint Petition for Renewal of ETC Designation

To Whom It May Concern,

Enclosed please find for filing the Joint Petition of TAG Mobile, LLC (“TAG Mobile”), TAG Mobile Bankruptcy Sale Entity, LLC, and Softel Holdings, LLC for renewal of TAG Mobile’s ETC designation in light of the transfer of control described therein.

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

Respectfully submitted,

s/ Lance J.M. Steinhart

Lance J.M. Steinhart
Managing Attorney
Lance J.M. Steinhart, P.C.
Counsel for Softel Holdings, LLC

Enclosures

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

**Joint Petition of TAG Mobile, LLC,)
And TAG Mobile Bankruptcy Sale Entity, LLC)
And Softel Holdings, LLC)
)
for Renewal of ETC Designation in Light of)
Transfer of Control of TAG Mobile, LLC)
to Softel Holdings, LLC)**

Docket No. A-2021_____

JOINT PETITION AND REQUEST FOR RENEWAL OF ETC DESIGNATION

TAG Mobile, LLC (“TAG Mobile”), together with TAG Mobile Bankruptcy Sale Entity, LLC (“New TAG Mobile”) (collectively referred to as the “TAG Mobile Entities”), and Softel Holdings, LLC (“Softel”) (together with the TAG Mobile Entities, the “Parties” or “Petitioners”), by counsel, and pursuant to the rules of the Pennsylvania Public Utility Commission (the “Commission”), hereby notify the Commission of the planned reorganization of TAG Mobile’s regulated assets into New TAG Mobile and respectfully request that the Commission renew TAG Mobile’s Eligible Telecommunications Carrier (“ETC”) Designation in connection with the transfer of control of New TAG Mobile to Softel (the “Transaction”). The Commission designated TAG Mobile as an ETC on December 5, 2012 (Docket No. P-2011-2241542) (the “ETC Order”). TAG Mobile files this Petition in accordance with the ETC Order, Section II.B.5., which states:

“In the event of a change in corporate control, as defined in the Commission’s regulations at 52 Pa. Code § 63.322, TAG Mobile will have to petition this Commission for a renewal of its ETC designation status. Corporate changes of control may also be accompanied with changes in ETC status of a particular telecommunications entity with reference to the various and evolving support mechanisms of the federal USF. In this respect, this Commission is lawfully entitled to timely re-examine any such changes and ascertain whether a particular telecommunications entity should continue to be availed of its previously granted ETC status designation or whether such status and/or applicable conditions should be altered.”

TAG Mobile is a wireless provider and ETC in the Commonwealth of Pennsylvania. Certain of TAG Mobile’s creditors filed an involuntary bankruptcy petition against TAG Mobile in late 2017. The bankruptcy court granted the creditors’ request, making TAG Mobile a Chapter 7

debtor, but quickly converted the case to a Chapter 11 case in early 2018. The bankruptcy court appointed a Chapter 11 trustee in October 2018 to operate the business. In 2020, the Chapter 11 trustee sought and obtained the bankruptcy court's approval to sell TAG Mobile's regulated assets. Pursuant to the bankruptcy court-approved Amended Membership Interest Purchase Agreement entered into by TAG Mobile and Softel (as the designee of Henry Do), the Parties are in the process of providing requisite or courtesy notice of the Transaction or of obtaining all required approvals for the proposed Transaction from both the Federal Communications Commission ("FCC") and all applicable state regulatory authorities. The bankruptcy processes underlying the Transaction impose certain timing constraints, including requiring that the Transaction be consummated by January 12, 2022. For this reason, Petitioners request expedited review and approval of this Petition. For the Commission's records, the Parties provide the following information:

I. THE PARTIES

A. TAG Mobile Entities

TAG Mobile is a limited liability company organized under the laws of the State of Texas. Its principal place of business is located at 701 E. Plano Parkway, Suite 408, Plano, Texas 75074. TAG Mobile provides wireless services to customers in the following nineteen (19) states in which it has been designated as an ETC to provide Lifeline services to low-income consumers: Arizona, Arkansas, California, Colorado, Iowa, Kentucky, Louisiana, Maine, Maryland, Michigan, Minnesota, Missouri, Nevada, Oklahoma, Pennsylvania, South Carolina, Texas, West Virginia, and Wisconsin. TAG Mobile provides commercial mobile radio service ("CMRS") by using the underlying facilities-based networks of one or more Tier 1 wireless carriers on a wholesale basis.

As detailed in Section III below, TAG Mobile formed New TAG Mobile, a Texas limited liability company which currently owns no assets and has no debts, for the purposes of the

Transaction. New TAG Mobile's Certificate of Formation is attached hereto as **Exhibit A**.¹ At this time, TAG Mobile owns one hundred percent (100%) of the Membership Interests in New TAG Mobile. Upon consummation of the proposed Transaction, New TAG Mobile will acquire all of the regulated assets of TAG Mobile, including its wireless authorizations and its designations as an ETC, and Softel will acquire one hundred percent (100%) of the Membership Interests in New TAG Mobile. Thereafter, New TAG Mobile will operate pursuant to those wireless authorizations and designations to provide Lifeline services to eligible consumers in Pennsylvania and elsewhere.

B. Softel

Softel is a Texas limited liability company with headquarters located at 9920 Brooklet Drive, Houston, Texas 77099. Softel was created for purposes of the Transaction and currently has no operations.² Softel, through its affiliates, has considerable financial resources that will be available, as needed, to support New TAG Mobile in its operations and continuing growth. Softel is wholly owned by Henry Hung Do, a United States citizen and resident of the State of Texas. Henry Hung Do also owns one hundred percent (100%) of: (a) Cintex Wireless, LLC d/b/a SFone Wireless, a Delaware limited liability company ("Cintex"), that provides non-Lifeline wireless services throughout the United States, which is approved to provide eligible broadband services under the FCC's Emergency Broadband Benefit ("EBB") program in over 45 jurisdictions, and provides Lifeline-only wireless services in Arkansas, Maryland, Maine, Rhode Island and West Virginia, in which it has been designated as an ETC to provide Lifeline services to low-income consumers; (b) NewPhone Wireless, LLC, a Louisiana limited liability company ("NewPhone"), which is authorized to provide non-Lifeline wireless service throughout the United States, is approved to provide EBB services in over 45 jurisdictions, and provides Lifeline-only wireless

¹ New TAG Mobile will register with the Pennsylvania Secretary of State prior to consummation of the Transaction.

² As such, Softel is not required to qualify to transact business in the Commonwealth of Pennsylvania at this time. A good standing certificate for Softel from the Texas Secretary of State is included in **Exhibit A**.

services in Louisiana in which it has been designated as an ETC to provide Lifeline services to low-income consumers; (c) HTH Communications, LLC, a Texas limited liability company, a global and one of the largest mobile device distributors in the United States, which has been in business for more than thirteen (13) years; (d) SofTel Technologies, LLC, a Texas limited liability company, which provides distribution services to wireless providers; and (e) VTel Holdings, LLC, a Texas limited liability company, which was formed to acquire one hundred percent (100%) ownership interest in Air Voice Wireless, LLC (“Air Voice”) that provides Lifeline-only wireless services pursuant to ETC designations in California, Kentucky, Michigan, Mississippi, New York, Ohio, Oklahoma, Pennsylvania,³ South Carolina, and Wisconsin, and prepaid non-Lifeline wireless services to customers throughout the United States, Puerto Rico and the US Virgin Islands; all required state approvals for the aforementioned transfer of control have been obtained, in addition to approval from the FCC International Bureau (*See* File Number ITC-T/C-INTR202-01919). Air Voice’s Revised Compliance Plan is pending with the FCC, which is the last condition to closing.

II. DESIGNATED CONTACTS

Correspondence or other materials concerning this Petition should be directed to the following contacts via email:

For TAG Mobile Entities

Tony S. Lee, Esq.
Seth L. Williams, Esq.
Fletcher, Heald & Hildreth
1300 N. 17th Street, Suite 1100
Arlington, VA 22209
Tel. (703) 812-0442
Email: lee@fhhlaw.com
williams@fhhlaw.com
*Counsel for TAG Mobile, LLC and TAG
Mobile Bankruptcy Sale Entity, LLC*

For Softel:

Lance J.M. Steinhart
Managing Attorney
Lance J.M. Steinhart, P.C.
1725 Windward Concourse, Suite 150
Alpharetta, Georgia 30005
Tel: (770) 232-9200
Email: lsteinhart@telecomcounsel.com
Counsel for Softel Holdings, LLC

³ A similar petition for renewal of Air Voice’s ETC designation is being filed with the Commission.

Robert Yaquinto, Jr.
509 N. Montclair Avenue
Dallas, TX 75208
Tel. (214) 942-5502
Email: rob@syllp.com
Trustee in Bankruptcy for TAG Mobile, LLC

Laurie Dahl Rea
Forshey & Prostok
777 Main Street, Suite 1550
Ft. Worth, Texas 76102
Tel. (817) 877-8855
Email: lrea@forsheyprostok.com
Counsel for Trustee

III. DESCRIPTION OF THE TRANSACTION AND BANKRUPTCY BACKGROUND

Certain of TAG Mobile's creditors filed an involuntary Chapter 7 bankruptcy petition against TAG Mobile in late 2017. The bankruptcy court granted the creditors' request. The case was subsequently converted to a Chapter 11 case in early 2018. The bankruptcy court appointed the Chapter 11 Trustee in October 2018 to operate the business. In 2020, Trustee sought and obtained the bankruptcy court's approval to sell TAG Mobile's Regulated Assets (as defined below), including TAG Mobile's Lifeline customer base and its 19 state ETC designations. Softel was the first alternate bidder to purchase the Regulated Assets, subject to receipt of the required regulatory approvals. The original winning bidder terminated its agreement with TAG Mobile. In October 2021, the bankruptcy court approved Softel's amended offer as described below. Implementation of the proposed Transaction will be achieved through the assignment of the Regulated Assets to New TAG Mobile and the transfer of control of New TAG Mobile to Softel.

Summary of the Bankruptcy Case

On October 5, 2017, TAG Mobile's creditors filed an involuntary petition for relief (the "Bankruptcy Case") under Chapter 7 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Northern District of

Texas, Dallas Division (the “Bankruptcy Court”), Case No. 17-33791-sgj-11.

On January 30, 2018, the Bankruptcy Court entered the *Order for Relief in an Involuntary Case* [Docket No. 50].

On February 2, 2018, the Bankruptcy Court entered an *Order on Debtor’s Emergency Motion to Convert to a Chapter 11* [Bankruptcy Case Docket No. 58], and on October 11, 2018, the Bankruptcy Court entered its *Order Approving Appointment of Chapter 11 Trustee* [Bankruptcy Case Docket No. 184].

Pursuant to the Bankruptcy Court’s Order of September 11, 2019 [Bankruptcy Case Docket No. 276], granting the *Amended Motion to Permit Trustee to Create a Subsidiary and Transfer Regulated Assets to it Free and Clear* [Bankruptcy Case Docket No. 259], the Bankruptcy Court authorized TAG Mobile to form TAG Mobile Bankruptcy Sale Entity LLC as a wholly owned subsidiary of TAG Mobile and to seek all regulatory approvals necessary to eventually transfer the Regulated Assets (as defined below) to New TAG Mobile.

The term “Regulated Assets” is defined as (a) TAG Mobile’s Lifeline customers; (b) all applications, billing, usage, customer support and other books and records evidencing or relating to TAG Mobile’s Lifeline customers; (c) an FCC ETC designation, which TAG Mobile needs to provide Lifeline services;⁴ (d) an approved FCC compliance plan for the Lifeline Program;⁵ (e) 19 state ETC designations for the Lifeline Program; (f) 19 state wireless registrations; and (g) FCC domestic and international “section 214” authorizations, which all telecommunication carriers need to provide interstate and international service.

On May 8, 2020, the Bankruptcy Court entered the *Order Granting the Chapter 11*

⁴ TAG Mobile’s application for designation as a Lifeline ETC in the “federal default states” is pending with the FCC.

⁵ TAG Mobile’s Amended Compliance Plan, which incorporates updates to reflect the proposed change in ownership as well as compliance with FCC rule changes due to passage of time, is pending with the FCC. See <https://www.fcc.gov/ecfs/filing/101581901743>.

Trustee's Motion to (A) Approve Transfer of Assets from Debtor to Debtor's Subsidiary Free and Clear of Liens, Claims, Encumbrances, and Other Interests; and (B) to Approve Sale of Debtor's Membership Interest in the Debtor's Subsidiary and Certain Other Assets to Buyer Free and Clear of All Liens, Claims, Encumbrances, and Other Interests [Docket No. 359] (the "Sale Order").

The Sale Order approved Henry Do (or his designee) as the first back up bidder. The original winning bidder terminated its agreement in July 2021, and the Trustee, with Bankruptcy Court approval, now seeks to consummate the Transaction with Softel.

On October 12, 2021, the Bankruptcy Court entered the *Order Granting Motion to Amend Sale Order and Henry Do's Agreement as the First Back-Up Bidder* (the "Amended Sale Order"), which authorized the Trustee to sell the Membership Interests (as defined below) to the Buyer for \$2.7 million (the "Amended Purchase Price").

Pursuant to the terms of the Amended Membership Interest Purchase Agreement dated October 15, 2021, by and among Robert Yaquinto, Jr. (the "Trustee"), solely in his capacity as the Chapter 11 trustee of TAG Mobile (therein, "Seller"), and Softel (as the designee of Henry Do) (therein, "Buyer"), Softel agreed to purchase one hundred percent (100%) of the membership interests of New TAG Mobile. Diagrams showing the pre-Transaction and post-close corporate structure of New TAG Mobile are provided as **Exhibits B and C**, respectively. Upon consummation of the Transaction, New TAG Mobile will be a wholly-owned subsidiary of Softel and will hold the operations and authorizations currently held by TAG Mobile.

Upon consummation of the Transaction, New TAG Mobile will continue the TAG Mobile operations without interruption. New TAG Mobile has not finalized its plans regarding the brand name under which it will operate; however, it will have the option to operate as TAG Mobile going forward. In the event that it does not operate under the TAG Mobile name, it will make all filings necessary to effectuate the new name/brand and will issue any required notices to the Commission

and to acquired TAG Mobile customers. More importantly, the customers of TAG Mobile at closing will receive service offerings that are comparable to or improved over those they have received prior to closing.⁶ Consequently, the Transaction will not result in any loss or impairment of supported voice or mobile broadband service for any current TAG Mobile Lifeline customer. To the contrary, it will be materially beneficial to those customers.

IV. PUBLIC INTEREST STATEMENT

The Transaction will enable New TAG Mobile not only to continue current operations throughout the TAG Mobile territories, but to achieve measurable growth at the same time as it develops improved operating efficiencies, both necessary components for New TAG Mobile to thrive. Even outside of a global pandemic, the loss of Lifeline services due to a provider's bankruptcy is not in the public interest. Softel stands ready to commit the resources necessary to ensure continuity of service to TAG Mobile customers. Softel, along with its affiliates, is well-qualified in terms of technical expertise, financial capability, and management experience, particularly with respect to compliance and marketing in the low-income consumer sector,⁷ to guide New TAG Mobile's post-close Lifeline and other wireless operations. These resources will ensure uninterrupted continuity of Lifeline services to New TAG Mobile's low-income customers throughout its operating territories at a time when, amid the ongoing global pandemic, Lifeline services are more essential than ever. Indeed, with the leadership and support of Softel and its affiliates, New TAG Mobile will be positioned to offer Lifeline-eligible consumers superior plan options and an improved

⁶ Any subsequent changes to plan offerings and associated rates, terms and conditions will be implemented in compliance with the Commission's requirements.

⁷ See **Exhibit D** for financial information and **Exhibit E** for Softel's key management bios. Under current ownership, neither Softel nor its affiliates have been subject to enforcement sanctions related to the Low Income Fund or ETC revocation proceedings in any state. Pursuant to a Membership Interest Purchase Agreement dated February 6, 2019, Henry Hung Do purchased 100% of the equity of Cintex. Pursuant to an Order and Consent Decree adopted on December 22, 2017, Cintex settled a Notice of Apparent Liability with the FCC (*See* FCC File No. EB-IHD-13-00010671), which all occurred under prior ownership and management.

overall customer experience, and other public interest benefits. The Transaction will thus demonstrably serve the public interest.

V. CONCLUSION

Based on the foregoing, the Petitioners respectfully submit that the Transaction will further the public interest. Accordingly, Petitioners respectfully request that the Commission expeditiously grant approval of the Joint Petition and thereby renew TAG Mobile's ETC designation, under New TAG Mobile pursuant to the court-ordered reorganization of TAG Mobile's regulated assets, in light of the proposed change in ownership.

Respectfully submitted this 15th day of December 2021,

/s/ Lance J.M. Steinhart

Lance J.M. Steinhart
Managing Attorney
Lance J.M. Steinhart, P.C.
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Counsel for Softel Holdings, LLC

and

/s/ Tony S. Lee

Tony S. Lee, Esq.
Seth L. Williams, Esq.
Fletcher, Heald & Hildreth
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(703) 812-0442 (Phone)
(703) 812-0486 (Fax)
lee@fhhlaw.com (E-Mail)
williams@fhhlaw.com (E-Mail)

*Counsel for TAG Mobile, LLC and
TAG Bankruptcy Sale Entity, LLC*

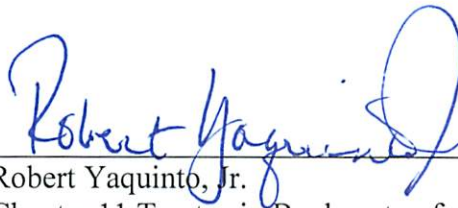
Enclosures

VERIFICATIONS

VERIFICATION

I, Robert Yaquinto, Jr., in my capacity as Chapter 11 Trustee in Bankruptcy for TAG Mobile, LLC, hereby depose and state that I have read the foregoing Joint Petition and know the contents thereof, and confirm that the statements made therein are true to the best of my knowledge and belief.

Dated: 12/15/2021

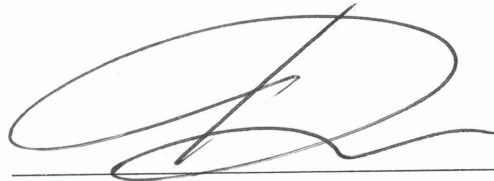
A handwritten signature in blue ink, reading "Robert Yaquinto, Jr.", written over a horizontal line.

Robert Yaquinto, Jr.
Chapter 11 Trustee in Bankruptcy for TAG Mobile, LLC

VERIFICATION

I, Henry Hung Do., in my capacity as CEO of Softel Holdings, LLC, hereby depose and state that I have read the foregoing Joint Petition and know the contents thereof, and confirm that the statements made therein are true to the best of my knowledge and belief.


Dated: 12/15/2021

A handwritten signature in black ink, appearing to be 'H. Do.', written over a horizontal line.

Henry Hung Do
Softel Holdings, LLC

EXHIBIT A

Certificates of Formation/Good Standing

<p>Form 205 (Revised 05/11)</p> <p>Submit in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512.463-5555 FAX: 512.463-5709 Filing Fee: \$300</p>	 <p>Certificate of Formation Limited Liability Company</p>	<p style="text-align: right;">This space reserved for office use.</p> <p style="text-align: center;">FILED In the Office of the Secretary of State of Texas SEP 13 2019 Corporations Section</p>
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Article 1 – Entity Name and Type

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

TAG Mobile Bankruptcy Sale Entity LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

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

OR

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

Laurie	D	Rea	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>

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

777 Main Street, Suite 1290	Fort Worth	TX	76102
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1			
NAME (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR			
IF ORGANIZATION			
TAG Mobile, LLC			
<i>Organization Name</i>			
ADDRESS			
509 N. Montclair Avenue	Dallas	TX	USA 75208
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

Article 4 - Purpose

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

Supplemental Provisions/Information

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

Organizer

The name and address of the organizer:

Laurie Dahl Rea

Name

777 Main Street, Suite 1290

Street or Mailing Address

Fort Worth

City

TX 76102

State Zip Code

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 the future event or fact, other than the passage of time. The 90th 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 affirms that the person designated as registered agent has consented to the appointment. 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 to execute the filing instrument.

Date: 9/13/19

Laurie Dahl Rea
Signature of organizer

Laurie Dahl Rea
Printed or typed name of organizer



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 Softel Holdings, LLC (file number 804254913), a Domestic Limited Liability Company (LLC), was filed in this office on October 01, 2021.

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 November 03, 2021.



A handwritten signature in black ink, appearing to read "John B. Scott".

John B. Scott
Secretary of State

EXHIBIT B

Pre-Transaction Corporate Structure

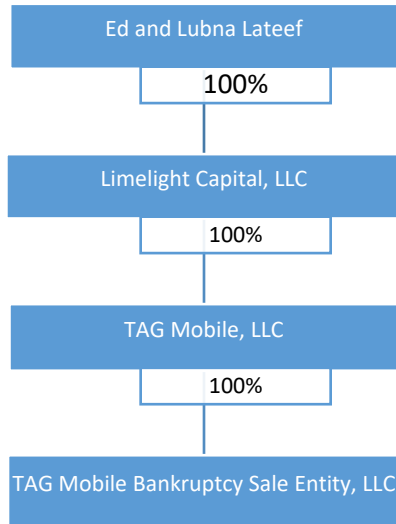


EXHIBIT C

Post-close Corporate Structure

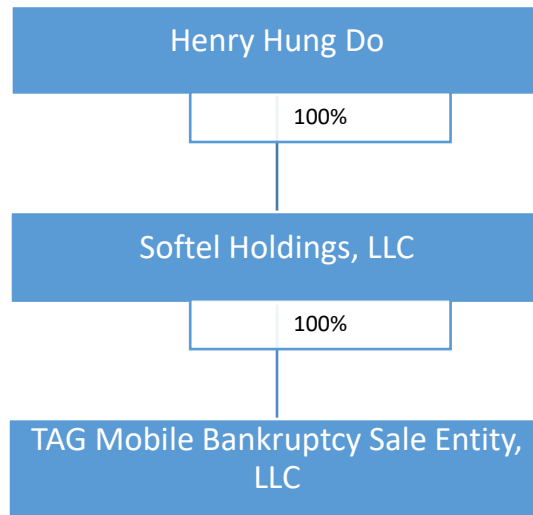


EXHIBIT D

Financial Information

CHASE *for* BUSINESS

Printed from Chase for Business

Softel Holdings (...8111)

SOFTTEL HOLDINGS, LLC

\$300,000.00

Available balance

\$0.00

Available credit

\$300,000.00

Available plus credit

\$300,000.00

Present balance

TAG Mobile LLC
Profit & Loss
January through September 2021

	<u>Jan - Sep 21</u>
Ordinary Income/Expense	
Income	
Revenue	913,796.15
Total Income	<u>913,796.15</u>
Cost of Goods Sold	
Cost of Goods Sold	656,746.85
Total COGS	<u>656,746.85</u>
Gross Profit	257,049.30
Expense	
Communications Expense	34,079.58
Customer Service - Labor	81,450.00
Information Technology	13,254.39
Occupancy	41,737.43
Office & Other Expenses	16,903.37
Payroll Expenses	391,805.04
Professional Fees	35,358.61
Sales & Marketing Expense	33,234.88
Total Expense	<u>647,823.30</u>
Net Ordinary Income	-390,774.00
Other Income/Expense	
Other Expense	
Other Expense	20,564.12
Total Other Expense	<u>20,564.12</u>
Net Other Income	<u>-20,564.12</u>
Net Income	<u><u>-411,338.12</u></u>

Sep 30, 21

ASSETS

Current Assets

Checking/Savings

Cash 98,547.37

Total Checking/Savings 98,547.37

Accounts Receivable

Accounts Receivable 706,207.28

Total Accounts Receivable 706,207.28

Other Current Assets

Inventory 249,891.64

Prepaid Assets 23,681.00

Total Other Current Assets 273,572.64

Total Current Assets 1,078,327.29

Fixed Assets

Application Program Interface 0.00

Building Improvements 0.00

Capital Lease -Switch Port 10,693.44

Computer System Assets 0.00

ForkLift Equipment 0.00

Mobile Website 0.00

Office Furn & Equipment 0.00

Softgate Systems 0.00

System Enhancements 0.00

Total Fixed Assets 10,693.44

Other Assets

Other Assets 9,795.00

Total Other Assets 9,795.00

TOTAL ASSETS 1,098,815.73

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

Accounts Payable 9,854,085.72

Total Accounts Payable 9,854,085.72

Other Current Liabilities

Due to/Due From Payables 658,391.25

Other Liabilities -2,048,763.23

Payroll and Benefits	1,086.00
Total Other Current Liabilities	<u>-1,389,285.98</u>
Total Current Liabilities	<u>8,464,799.74</u>
Total Liabilities	8,464,799.74
Equity	
Member Contrib/Distrib	-11,531,574.52
Retained Earnings	-4,606,098.12
32001 - Members Equity	9,183,026.75
Net Income	-411,338.12
Total Equity	<u>-7,365,984.01</u>
TOTAL LIABILITIES & EQUITY	<u><u>1,098,815.73</u></u>

EXHIBIT E

Key Management Bios

David Stewart

Over 25 years of experience in software development including 18 years as owner of Danna Software supporting the IT needs of organizations primarily working in Global Logistics and Supply Chain Management. From evaluating business needs through development, implementation and training I enjoy solving problems and creating streamlined solutions.

Throughout my career I've built relationships with a variety of businesses from small companies of 10 employees or less to Fortune 500's. My companies success has depended on the success of the clients I serve. Over the years serving my clients I have learned how to evaluate a companies needs, business objectives and their own clients needs.

MVNO/Lifeline Operations Manager

HTH Communications, LLC.
Dates Employed Mar 2018 – Present
Employment Duration 3 yrs 9 mos
Location Houston, Texas Area

Owner

Danna Software
Dates Employed 1998 – Mar 2018
Employment Duration 20 yrs
Location Houston
Developing simple software solutions fit to client's needs. Providing turn key solutions from development, implementation and training through life cycle updates adapting to new technologies.

University of Houston

Specialist in development of software solutions supporting global logistics and supply chain management.

Emily Shelton

Experienced Sales Marketing Manager with a demonstrated history of working in the wireless industry. Professionally skilled in event planning, sales, business development, marketing strategy, and sales management.

HTH Communications, LLC.
Marketing and Sales Manager
Dates Employed Jul 2015 – Present
Employment Duration 6 yrs 5 mos
Location Houston, Texas Area

Chappell Jordan Clock Galleries
Sales Consultant
Dates Employed Nov 2014 – Jul 2015
Employment Duration 9 mos
Location Houston, Texas Area

Luminess Air
Lead Internet Marketing Associate
Dates Employed Jan 2011 – Apr 2013
Employment Duration 2 yrs 4 mos
Location Houston, Texas Area

Customer Focused Systems
Marketing Specialist
Dates Employed Jul 2009 – Dec 2010
Employment Duration 1 yr 6 mos
Location Houston, Texas

St. Edward's University
Degree Name BA

TRUONG (JOHN) VU, CPA
Richmond, TX 77407
tvu222@gmail.com
832-945-7186

EXPERIENCES

HTH Communications – Houston, TX

Accounting & Financing Manager
June 2020 –Present

- Leads internal due diligence by reviewing all contracts, agreements, financial statements, tax returns, compliance filings, and history of the acquired company
- Analyzes large amount of data to develop budget, forecast revenue, reduce expenses, optimize pricing plans, detect trends and anomaly, suggest improvements, and streamline operations
- Develops new processes, procedures, and training documents for all departments and companies
- Gathers financial and sales data to issue 1099-NECs to independent contractors, file sales and corporate tax returns, report revenues and projections to governmental agencies, and work with external accountants to complete and review multiple companies and subsidiaries
- Utilizes batch payments within the current banking system to pay for hundreds of independent contractors across the country every week

Seven Acres - Houston, TX

May 2019 - May 2020
Accountant

- Supervise, directs and reviews the work of the accounting assistant, accounts payable, accounts receivable, and other administrative supporting staff
- Prepare monthly and annual budgets, calculates loan covenants, and communicates financial progress to various departmental managers
- Handle payroll for 250+ employees, review and post journal entries, and manage adjusting entries to ensure accurate and timely close

Deloitte Tax LLP - Houston, TX

Tax Manager
October 2012 - May 2019

- Coordinate collection, assembly, and analysis of worldwide compensation information for tax reporting purposes, accuracy, payment, year-end reporting, and to ensure proper reporting and withholding requirements are met
- Develop, review, implement, and enhance international assignment, human resource, and tax equalization/protection policies and procedures, manage globally mobile employee populations, and apply tailored approaches to address global mobility challenges
- Prepare, review, and approve US and foreign payrolls
- Conduct HR and Tax arrival and departure tax meetings for expatriates and impatriates (foreign nationals) to explain the international tax affects, assignment benefits, human resource polices, and tax equalization/protection policies as a result of an international assignment
- Review and approve responses to tax notices issued by federal and state taxing authorities
- Manage the tax return compliance process by overseeing US and foreign office team workflow, resource allocations, and resource utilization, as well as identify process improvements, and provide trainings
- Prepare and reviewed tax returns, tax equalization/protection/cost allocation calculations, and other tax settlements for expatriate employees

EDUCATION

University of Texas at Austin

Austin, Texas

Master of Professional Accountancy

University of Virginia

Charlottesville, Virginia

Bachelor of Arts, Economics

License Texas CPA - #101656

Hugo Vo

IT Professional with 3 years of experience, and a proven knowledge of hardware engineering, configuration and troubleshooting. Proven ability to develop and implement IT solutions that support business needs.

HTH Communications, LLC

IT & Development Manager May 2021 – Present

IT Support Jan 2019 – May 2021

Phone Technician / Helpdesk Jul 2018 – Jan 2019

Employment Duration 3 yrs 5 mos

Location Houston, Texas, U.S

Creative Bay

Web Developer May 2012 – Dec 2013

Employment Duration 1 yr 8 mos

Location Vietnam

UNIVERSITY OF GREENWICH

Degree Name Bachelor of Science (B.S.)

THUY NGUYEN

9920 Brooklet Drive • Houston, Texas 77099

annanguyen20092014@gmail.com • Cell 832-566-4284 • Office 713-534-1950 ext.402

CONTROLLER

After entering the professional work market as an accountant and accounting supervisor, Thuy became a controller gaining experience with all facets of accounting, HR, operations, marketing, administrative, strategic, ISOs & R2 Certification, FCC Lifeline & EBB Program Compliance from over 13 years. Thuy's strong quantitative, analytical, problem-solving skills and multi-tasking skills, have been used to contribute to the success of a group of companies deeply integrated into the mobile wireless service ecosystem from the carrier level to the consumer.

AREAS OF EXPERTISE

- Research, Investigation, & Resolution
- Process Development / Improvement
- Inter-company's Management
- Full-Cycle Accounting
- Financial Planning & Analysis
- Software Development, Management, & Improvement
- Human Resources
- Marketing / Advertising
- Cost Savings & Reduction
- Acquisition Integrations
- ISO 9001 / 14001 / OHSAS 18001, & R2 Certification Management
- Forecasting & Projection
- Industry Trend Analysis
- Regulatory Compliance & Audit
- Due Diligence

PROFESSIONAL EXPERIENCE

HTH COMMUNICATIONS, LLC – Houston, Texas

Controller, March 2012 to Present

- Manage and oversee the Accounting, HR, and Marketing departments.
- Manage the monthly financial close process, including ensuring all costs incurred are properly recorded, reviewing journal entries, account balance reconciliations and report preparation.
- Develop/establish/update Accounting, HR, Marketing, Procurement, Operations, and Fulfillment Policies / Procedures / Flows / Manuals / Training Documents.
- Monitor and analyze accounting data & produce financial reports or statements.
- Provide cash management, including overseeing reconciliation of banking activity, revenue, credit card processing, sales tax returns.
- Review and approve bi-weekly payroll and monthly sales commission.
- Improve systems and procedures and initiate correction actions.
- Assign projects and direct staff to ensure compliance and accuracy.
- Participate in key decisions as a member of the executive management team.
- Hire, train, and supervise staff.
- Oversee the company's transaction processing systems.
- Avoid legal challenges by understanding current and proposed legislation; enforcing accounting regulations; recommending new procedures.
- Oversee employee benefit plans, with particular emphasis on maximizing a cost-effective benefits package.
- Interacts at all levels and with budget owners to produce timely, efficient and accurate month-end close and all internal management and financial reporting through annual report.
- Responsible for hierarchy and scalability in chart of accounts and accuracy in the general ledger and financial statements and has ultimate authority over classification and booking of all transactions.
- Make recommendations for changes as needed and ensure that company policies and procedures are followed and establishes the proper techniques to discover and prevent fraud.
- Actively review and advise on financial/accounting processes.
- Construct and monitor reliable control systems.
- Ensure that record keeping meets the requirements of auditors and government agencies.

NEWPHONE WIRELESS, LLC / CINTEX WIRELESS, LLC / SOFTEL TECHNOLOGIES, LLC – Houston, Texas

Controller & Compliance Manager, June 2017 to Present

- Determine and implement the company vision and developed objectives accordingly.
- Is responsible for day-to-day operations to comply with the FCC's Lifeline Program including responsible for understanding regulatory requirements, systems, and processes to design and run controls to support compliance.
- Manage and oversee the Accounting, Marketing, Customer Service, Fulfillment, Operations, Distribution departments.

- Manage and oversee OSS Billing system, request to improve/modify if needed.
- Ensure that documentation retention meets the requirements of FCC and the State rules.
- Develop, initiate, maintain, and revise policies and procedures for the general operation of the FCC Lifeline & EBB Program Compliance and its related activities.
- Collaborate with other departments to direct compliance issues to appropriate existing channels for investigation and resolution.
- Identify potential areas of compliance vulnerability and risk; develop/implement corrective action plans for resolution of problematic issues, and provided general guidance on how to avoid or deal with similar situations in the future.
- Provide reports on a regular basis, and as directed or requested, to keep the CEO and senior management informed of the operation and progress of compliance efforts, USAC or FCC Audits, etc.
- Monitored, and as necessary, coordinated compliance activities of other departments to remain abreast of the status of all compliance activities and to identify trends.

THE BTS TEAM, LLC - Sugar Land, Texas

Accounting Supervisor, September 2010 to March 2012

- Managed accounts payable clerks & direct full cycle accounts payable including invoice processing, inter-company billing, expense report processing, disbursements, credit memos, returned checked, charge back, outstanding checks, vendor master maintenance, 1099s vendors, customer service, mails, and document scanning.
- Analyzed, generated and processed intercompany entries needed to adjust or reallocate expenses between 3 inter-companies, reviewed & posted intercompany billing invoices.
- Responsible for month end closing entries including prepaid, accrual, notes payable, adjustments, and recurring entries.
- Reconciled balance sheet accounts including intercompany balances, clearing balances, and resolved reconciling items in a timely manner.
- Analyzed monthly and year-end financial data to ensure that it is recorded accurately, in accordance with GAAP.
- Prepared other reports and special projects as requested by Accounting Manager, Controller, and CFO.
- Worked with external auditors for yearly audit.

AQUAOCEAN TRANSPORT, LLC - Houston, Texas

Accountant, January 2008 to September 2010

- Handled freight logistics, monitor Imports/Exports, and administer cargo insurance for oil & gas companies.
- Responsible for full cycle accounting including accounts payable, accounts receivable, fixed assets, payroll, financial statements, general ledgers, and bank reconciliations.
- Researched and resolved billing and collection disputes, accounting discrepancies and irregularities.
- Established, maintained, and coordinated the implementation of accounting and accounting control procedures or improvements.

EDUCATION

OKLAHOMA CITY UNIVERSITY- Oklahoma City, OK
Master of Science in Accounting, Graduated in December 2007

VAN LANG UNIVERSITY – Saigon, Vietnam
Bachelor Degree in Marketing, Graduated in August 2003

TECHNOLOGY PROFICIENCIES

Accounting & Office Software (Great Plains, QuickBooks, MS Office including Word, Excel, Access, Outlook, PowerPoint, Publisher)

Inventory Software (H-Tracker)

Payroll Software (Paycycle, Paycom, ADP)

Graphic Design Software (Photoshop, Affinity, Promo)

Marketing Software (Salesforce, Constant Contact)

MVNO Software / OSS Billing System (Bequick, Vcare, Sprint, T-Mobile, PWW)