

Stephanie Dassinger
100 West Broadway, Suite 250
P.O. Box 2798
Bismarck, ND 58502-2798
Voice 701.223.6585
Facsimile 701.222.4853
Email: sdassinger@crowleyfleck.com

via hand delivery

April 10, 2014



Mr. Darrell Nitschke
Executive Secretary
North Dakota Public Service Commission
600 East Boulevard Avenue, Dept. 408
Bismarck, ND 58505-0480

Re: Tempo Telecom, LLC
Case No. PU-14-34

Dear Mr. Nitschke:

Enclosed for filing are the original and ten copies of the following documents:

1. Amendment to Application of Tempo Telecom, LLC ("Tempo").
2. Balance Sheet reflecting Tempo's financial status for year-end 2013.
3. Balance Sheet reflecting Tempo's financial status for year to date 2014.

Also, I wanted to provide additional information about Tempo's current customers. Tempo started selling prepaid wireless Lifeline in September 2013. Tempo currently has approximately 4,300 Lifeline customers, and Tempo currently offers prepaid wireless Lifeline in Indiana, Kansas, Missouri, South Carolina, and Wisconsin.

Tempo has approximately 6000 prepaid wireless non-Lifeline customers nationwide, and it has 3 customers in North Dakota.

Tempo is authorized to provide Lifeline service in Georgia, Iowa, Indiana, Kansas, Kentucky, Maryland, Missouri, Nevada, South Carolina, Rhode Island, and Wisconsin.

Please feel free to contact me if you need any additional information.

Sincerely,

CROWLEY FLECK PLLP

A handwritten signature in cursive script that reads "Stephanie Dassinger". The signature is written in black ink and is positioned above the printed name.

Stephanie Dassinger

Cc: Julie S. Prescott

**Before the
NORTH DAKOTA PUBLIC SERVICE COMMISSION**

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In the Matter of Application of Tempo)
Telecom, LLC for Designation as an)
Eligible Telecommunications Carrier in the)
State of North Dakota for the Limited)
Purpose of Offering Lifeline Service to)
Qualified Households)
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Docket No. PU-14-34

**AMENDMENT TO APPLICATION OF TEMPO TELECOM, LLC FOR DESIGNATION
AS AN ELIGIBLE TELECOMMUNICATIONS CARRIER IN THE STATE OF NORTH
DAKOTA FOR THE LIMITED PURPOSE OF OFFERING LIFELINE SERVICE TO
QUALIFIED HOUSEHOLDS**

Applicant Tempo Telecom, LLC (“Tempo”), by its attorneys, hereby submits this Amendment to its Application for Designation as an Eligible Telecommunications Carrier (“ETC”) for the Limited Purpose of Offering Lifeline Service to Qualified Households in order to request a waiver of the requirements under NDAC § 69-09-05-12(6)(a).

NDAC § 69-09-05-12(6)(a) requires a full description of available services in the ETC's official telephone directory. Since Tempo is a commercial mobile radio service provider, it does not have an official telephone directory in North Dakota.

Accordingly, Tempo respectfully requests a permanent waiver from this requirement pursuant to NDAC §69-09-05-12(2)(c) and (d) since it does not produce an official telephone directory.

Respectfully submitted,

TEMPO TELECOM, LLC



Stephanie Dassinger
Crowley Fleck PLLP
100 West Broadway, Suite 250
Bismarck, ND 58501
701-224-7528
sdassinger@crowleyfleck.com

Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, N.W., Suite 950
Washington, D.C. 20006
202-862-8930 (telephone)
866-814-6582 (facsimile)
acollins@cahill.com

Dated: April 10, 2014

Its Attorneys

Tempo Telecom, LLC
2013 CONSOLIDATED BALANCE SHEET

ASSETS

	December
CURRENT ASSETS:	
Cash	\$ 469,120
Accounts receivable, net	15,733
Prepaid and other current assets	201,812
Total current assets	686,665
LONG-TERM ASSETS:	
Property & equipment, net (a)	\$ 29,014
Other assets	25,000
Total long-term assets	54,014
Total assets	\$ 740,678
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	
CURRENT LIABILITIES:	
Accounts payable	\$ 1,341,841
Accrued liabilities	104,398
Total current liabilities	1,446,239
LONG-TERM LIABILITIES:	
Notes payable	247,465
Total long-term liabilities	247,465
SHAREHOLDERS' EQUITY:	
Profit (loss) for period	(466,506)
Accumulated deficit	(86,520)
Current Year Tax Distributions to Owners	(400,000)
Total shareholders' equity (deficit)	(953,026)
Total liabilities and shareholders' equity	\$ 740,678

Tempo Telecom, LLC
2013 CONSOLIDATED STATEMENTS OF OPERATIONS

	YTD
REVENUE	2,461,520
COST OF SALES	1,471,720
Gross profit	989,800
Margin	40.2%
OPERATING EXPENSES	
Selling and marketing	673,037
<i>% of Revenue</i>	27.3%
General and administrative	862,802
<i>% of Revenue</i>	35.1%
Depreciation	6,986
<i>% of Revenue</i>	0.3%
Total operating expenses	1,542,826
	62.7%
Excluding Depreciation	62.4%
OPERATING INCOME (LOSS)	(553,026)
	-22.5%
INCOME TAX EXPENSE (BENEFIT)	-
NET INCOME (LOSS)	\$ (553,026)
	-22.5%
EBITDA	\$ (546,039)
	-22.2%

Tempo Telecom, LLC
2013 STATEMENT OF CASH FLOWS

	YTD
CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	\$ (553,026)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	
Depreciation & Amort (less Def Fin Amort)	6,986
Changes in certain operating assets and liabilities:	
Accounts receivable, net	(15,733)
Prepays and other current assets	(226,812)
Accounts payable	1,341,841
Accrued liabilities	104,398
Total adjustments	1,210,681
Net cash provided by (used in) operating activities	657,655
CASH FLOWS FROM INVESTING ACTIVITIES:	
CAPEX - PP&E	(36,000)
Net cash provided by (used in) investing activities	(36,000)
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from line of credit and other notes payable	247,465
Distributions	(400,000)
Net cash provided by (used in) financing activities	(152,535)
 CHANGE IN CASH AND CASH EQUIVALENTS	 469,120
 CASH AND CASH EQUIVALENTS, beginning of period	 -
CASH AND CASH EQUIVALENTS, end of period	\$ 469,120

Tempo Telecom, LLC

MONTH ENDED FEBRUARY 2014 CONSOLIDATED BALANCE SHEET

ASSETS

	<u>February</u>
CURRENT ASSETS:	
Cash	\$ 361,580
Accounts receivable, net	14,402
Prepaid and other current assets	237,989
Total current assets	<u>613,970</u>
LONG-TERM ASSETS:	
Property & equipment, net (a)	\$ 27,014
Other assets	25,000
Total long-term assets	<u>52,014</u>
Total assets	<u><u>\$ 665,984</u></u>
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	
CURRENT LIABILITIES:	
Accounts payable	\$ 1,776,696
Accrued salaries and bonuses	75,724
Total current liabilities	<u>1,852,420</u>
LONG-TERM LIABILITIES:	
Total long-term liabilities	<u>-</u>
SHAREHOLDERS' EQUITY:	
Common stock	
Profit (loss) for period	(149,527)
Accumulated deficit	(636,909)
Current Year Tax Distributions to Owners	(400,000)
Total shareholders' equity (deficit)	<u>(1,186,436)</u>
Total liabilities and shareholders' equity	<u><u>\$ 665,984</u></u>

Tempo Telecom, LLC

FEBRUARY YEAR TO DATE 2014 CONSOLIDATED STATEMENTS OF OPERATIONS

	<u>YTD</u>
REVENUE	613,844
COST OF SALES	<u>368,310</u>
Gross profit	245,534
Margin	40.0%
OPERATING EXPENSES	
Selling and marketing	197,222
<i>% of Revenue</i>	32.1%
General and administrative	279,723
<i>% of Revenue</i>	45.6%
Depreciation	2,000
<i>% of Revenue</i>	0.3%
Total operating expenses	<u>478,945</u>
	78.0%
Excluding Depreciation	77.7%
OPERATING INCOME (LOSS)	<u>(233,411)</u>
	-38.0%
NET INCOME (LOSS)	<u>\$ (233,411)</u>
	-38.0%
NON RECURRING G&A	-
EBITDA	<u>\$ (231,411)</u>
	-37.7%

Tempo Telecom, LLC

FEBRUARY YEAR TO DATE 2014 STATEMENT OF CASH FLOWS

	<u>YTD</u>
CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	\$ (233,411)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	
Depreciation & Amort (less Def Fin Amort)	2,000
Changes in certain operating assets and liabilities:	
Accounts receivable, net	1,331
Prepays and other current assets	(36,177)
Other assets	-
Accounts payable	434,855
Accrued liabilities	(28,674)
Total adjustments	<u>373,335</u>
Net cash provided by (used in) operating activities	<u>139,925</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	
Net cash provided by (used in) investing activities	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Repayments of line of credit & other notes payable	(247,465)
Tax Distribution Liab to Owners	-
Net cash provided by (used in) financing activities	<u>(247,465)</u>
CHANGE IN CASH AND CASH EQUIVALENTS	(107,540)
CASH AND CASH EQUIVALENTS, beginning of period	469,120
CASH AND CASH EQUIVALENTS, end of period	<u>\$ 361,580</u>