

EXHIBIT 2

Proposed Lifeline Offering

Proposed Lifeline Offering

Service Offering

TCM's Lifeline offering proposes to give eligible customers the following Lifeline Plan choices:

Option 1: Lifeline 150 Minute Plan (i.e. Plan 1)

150 anytime minutes per month (as an option, customer may use text, inbound or outbound, which consumes 1 plan minute)

(additional usage priced at 10 cents per minute and 5 cents per text message)

Net cost to Lifeline customer: **\$0 (free)**

*This package includes:

- Free basic handset (customer may pay for upgrade)
- Free Voicemail, Caller-ID and Call Waiting features
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free balance inquiries
- "International Location Promo": for the Plan minutes, no additional charge for international calling to the 250 locations listed below (i.e. only the standard per minute rate applies)
- International calls to other destinations require additional funds based on call destination.

Option 2: Lifeline 250 Minute Plan*(i.e. Plan 1)

250 anytime minutes per month (as an option, customer may use text, inbound or outbound, which consumes 1 plan minute)

(additional usage priced at 10 cents per minute and 5 cents per text message)

Net cost to Lifeline customer: **\$0 (free)**

*This package includes:

- Free basic handset (customer may pay for upgrade)
- Free Voicemail, Caller-ID and Call Waiting features
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free balance inquiries
- International calls require additional funds based on call destination. For the destinations on the 150 Minute Plan that are available at no additional charge other than airtime, customers on this Plan will be charged an additional \$0.02 per minute.

Option 3: Lifeline Credit - Discount Plan (30-Day Plans)*

Lifeline eligible customers may choose the 30-day Unlimited Talk & Text plan; the 30-day Unlimited Talk, Text & Data; or the 30-day 1000 talk & 1000 text plan at a \$10 discount off of retail. Additional details regarding TCM's plans can be found at www.totalcallmobile.com/rateplans_monthly.aspx. The pricing for Lifeline eligible customers are as follows:

1000 Talk & 1000 Text for 30 days at \$19.99 (retail price is \$29.99) (i.e. Plan 3)

Unlimited Talk & Text for 30 days at \$29.99 (retail price is \$39.99) (i.e. Plan 4)

Unlimited Talk, Text & Data for 30 days at \$39.99 (retail price is \$49.99) (i.e. Plan 5)

*This package includes:

- Free basic handset (customer may pay for upgrade)
- Free Voicemail, Caller-ID and Call Waiting features
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free balance inquiries
- International calls require additional funds based on call destination. For the destinations on the 150 minute plan that are available at no additional charge other than airtime, customers on these plans will be charged an additional \$0.02 per minute.

Free International Location Promo

Free International Calling Destinations on the Lifeline 150 Minute Plan (Certain special or off-network locations may be excluded from the Free International Calling Destinations):

- Termination to landline phones only, termination to mobile phones and off network locations excluded (unless otherwise noted).
- Locations are subject to change from time to time. Please visit www.totalcallmobile.com for an updated list.
- Calls to certain cities in these countries are part of the Free International Location Promo.
- On the Free International Locations Promo, customers will still be charged for minutes but there is no additional charge for calling the specified international destinations.

Featured Countries		
Argentina	Greece	Norway
Argentina-Buenos Aires	Greece-Athens	Peru
Argentina-Cordoba	Hong Kong	Peru-Lima
Argentina-Mendoza	Hong Kong-Cellular	Poland
Argentina-Rosario	Hungary	Poland-Warsaw
Australia	Hungary-Budapest	Portugal
Australia-Melbourne	India	Singapore
Austria	India-Ahmedabad	Singapore-Cellular
Brazil	India-Bangalore	South Korea
Brazil-Belo Horizonte	India-Bombay	South Korea-Seoul
Brazil-Campinas	India-Calcutta	Spain
Brazil-Rio de Janeiro	India-Cellular	Sweden
Brazil-Sao Paolo	India-Hyderabad	Switzerland
Canada	India-Madras	Taiwan
China	India-New Delhi	Taiwan-Taipei
China-Beijing	India-Pune	Thailand
China-Cellular	India-Punjab	Thailand-Bangkok
China-Guangzhou	Ireland	Thailand-Cellular
China-Shanghai	Israel	United Kingdom

Cyprus	Italy	US Guam
Denmark	Mexico (see cities below)	US Puerto Rico
France	Netherlands	US Saipan
France-Paris	Netherlands-Amsterdam	US Virgin Islands
Germany	New Zealand	

Calls to the following cities in Mexico are part of the Free International Location Promo.

Mexico City List

Guadalajara	Ciudad Acuna	Guamuchil
Ciudad de Mexico	Ciudad Altamirano	Guanajuato
Monterrey	Ciudad Camargo B	Guasave
Acaponeta	Ciudad Constitucion	Guaymas
Acapulco	Ciudad Cuauhtemoc	Guerrero Negro/Santa Rosa
Actopan	Ciudad del Carmen	Hermosillo
Agua Prieta	Ciudad Delicias	Heroica Ciudad de Ures
Aguascalientes	Ciudad Guzman	Hidalgo
Allende	Ciudad Hidalgo	Huatabampo
Apatzingan	Ciudad Juarez	Huetamo
Apizaco	Ciudad Lazaro Cardenas	Huimanguillo
Arcelia	Ciudad Mante	Huitzuco
Atacomulco	Ciudad Obregon	Iguala
Atliaca/Tixtla	Ciudad Sahagun	Irapuato
Atlixco	Ciudad Valles	Ixtapan de la Sal
Autlan	Ciudad Victoria	Ixtlan del Rio
Bahia de Huatulco	Coatzacoalcos	Izucar de Matamoros
Cabo San Lucas	Colima	Jalapa
Caborca	Cordoba	Jalpa
Cadereyta Jimenez	Cosamaloapan	Jerez de Garcia Salinas
Campeche	Cozumel	Jojutla
Cananea	Cuautla	Juchitan
Cancun	Cuernavaca	La Barca
Celaya	Culiacan	La Paz
Cerralvo	Durnago	La Piedad
Cheumal	Encarnacion de Diaz	Lago de Moreno
Chihuahua	Ensenada	Leon
Chilapa	Estación Manuel	Lerdo de Tejada
Chilpancingo	Fresnillo	Lerma
Cintalapa de Figueroa	General Tapia	Linares
Los Mochis	Puerto Vallarta	Tenancingo
Los Reyes	Puruandiro	Tenango del Aire/Tlalmanalco
Magdalena	Queretaro	Tepatitlan

Manuel	Quimichis/Tecuala	Tepic
Manuel Ojinaga	Reynosa	Tequila
Manzanillo	Rio Grande	Texcoco
Martinez de la Torre	Rio Verde	Teziutlan
Matamoros	Sabinas	Ticul
Matehuala	Sahuayo	Tijuana
Mazatlan	Salamanca	Tizayuca
Merida	Saltillo	Tizimin
Mexicali	Salvatierra	Tlapa de Comonfort/Alcozauca de Gro.
Minatitlan	San Andres Tuxtla	Tlaxcala
Monclova	San Cristobal de las Casas	Toluca
Moelia	San Fernando	Torreon
Moroleon	San Jose de Gracia	Tula
Nacozari de Garcia	San Jual del Rio	Tulancingo
Navojoa	San Luis de La Paz	Tuxpan
Nogales	San Luis Potosi	Tuxtepec
Nuevo Casas Grandes	San Luis Rio Colorado	Tuxtla Guttierrez
Nuevo Laredo	San Martin Pachivia/Teloloapa	Uruapan
Oaxaca de Juarez	San Miguel de Allende	Valle de Bravo
Ocotlan	San Quintin	Veracruz
Ometepec	Santa Ana	Villa Flores
Orizaba	Santa Rosalia de Camargo	Villahermosa
Pachuca	Santiago Ixcuintla	Yurecuaro
Palenque	Santiago Papasquiaro	Zacapu
Parral	Santiago Tianguistenco	Zacatecas
Parras de la Fuente	Silao	Zamora
Patzcuaro	Tala	Zihuatanejo
Penjamo	Tampico	Zinapecuaro
Petatlan	Tapachula	Zitacuaro
Piedras Negras	Taxco	Zumpango
Playas de Rosarito	Tecate	
Poza Rica de Hgo	Tecoman	
Puebla	Tecpan de Galeana	
Puerto Penasco	Tehuacan	