

FILED

MAY 27 2021

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSISSIPPI**

**MISS. PUBLIC SERVICE
COMMISSION**

In the Matter of

Petition of Air Voice Wireless, LLC
d/b/a Feel Safe Wireless for Approval of Transfer of
Control

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) Docket No. '21-UA-86
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**PETITION OF AIR VOICE WIRELESS, LLC D/B/A FEEL SAFE WIRELESS FOR
APPROVAL OF TRANSFER OF CONTROL**

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May 27, 2021

TABLE OF CONTENTS

| | | |
|------|--|----|
| I. | INTRODUCTION | 3 |
| II. | BACKGROUND | 3 |
| | A. Parties to the Transaction..... | 4 |
| | B. The Proposed Transaction | 4 |
| | C. Rule 8 Requirements..... | 7 |
| III. | AIR VOICE WILL CONTINUE TO COMPLY WITH ALL REGULATIONS IMPOSED BY THE COMMISSION..... | 8 |
| IV. | APPROVAL OF THIS PETITION WILL PROMOTE THE PUBLIC INTEREST | 10 |
| V. | CONCLUSION..... | 11 |

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I. INTRODUCTION

Air Voice Wireless, LLC d/b/a Feel Safe Wireless (“Air Voice” or the “Company”), by its undersigned counsel, and pursuant to the rules and regulations of the Mississippi Public Service Commission (the “Commission”), including Public Utility Rules of Practice and Procedure, Chapter 8, Sale or Transfer proceedings, hereby submits this Petition for Approval of Transfer of Control (“Petition”).

As demonstrated herein, and as certified in Exhibit A to this Petition, Air Voice meets all the statutory and regulatory requirements for approval of the proposed Transfer of Control. Accordingly, the Company respectfully requests that the Commission expeditiously approve this Petition for Approval of Transfer of Control. Please also see Exhibit B to this Petition, Air Voice's Revised Compliance Plan recently filed with the Federal Communications Commission (the "FCC").

All correspondence, communications, pleadings, notices, orders and decisions relating to this Petition should be addressed to:

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II. BACKGROUND

A. The Parties to the Transaction

Air Voice is a Michigan limited liability company with headquarters located at 2425 Franklin Road, Bloomfield Hills, Michigan 48302. Air Voice provides Lifeline only wireless services pursuant to designations in California, Kentucky, Michigan, Mississippi, New York, Ohio, Oklahoma, Pennsylvania, South Carolina, and Wisconsin; and prepaid non-Lifeline wireless services to customers throughout the United States, Puerto Rico and the US Virgin Islands. Air Voice was designated as an Eligible Telecommunications Carrier in the State of Mississippi pursuant to an Order issued on September 1, 2015 in Docket 2013-UA-241. Air Voice has no affiliates or subsidiaries. Air Voice provides commercial mobile radio service currently by using the

AT&T Wireless network on a wholesale basis, and will be using the T-Mobile USA (“T-Mobile”) network in the future on a wholesale basis.

VTel Holdings, LLC (“VTel”) is a Texas limited liability company with headquarters located at 9920 Brooklet Drive, Houston, Texas 77009. VTel was created for purposes of the Transaction. VTel, through its affiliates, has considerable financial resources that will be available, as needed, to support Air Voice in its operations and continuing growth. VTel 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, 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”), that is authorized to provide non-Lifeline wireless service throughout the United States, and provides Lifeline-only wireless 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; and (d) SofTel Technologies, LLC, a Texas limited liability, that provides distribution services to wireless providers.

B. The Proposed Transaction

Pursuant to the terms of the Membership Interest Purchase Agreement dated May 17, 2021, by and among Air Voice; Jim Bahri, Falah Bahri, Wail Dickow, Kenny Hannawa, Nick Hannawa, and Kyle Hannawa, all individual residents of the State of Michigan (hereafter collectively the “Seller”); and VTel (the “Buyer”), the Buyer will purchase one hundred percent (100%) of the membership interests of Air Voice. The consummation of the Transaction is contingent upon any required regulatory approvals including the FCC.

The Transaction will be seamless and transparent to Air Voice’s customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. All existing customers of Air Voice will continue to be served by Air Voice pursuant to its existing authorizations. There will be no changes to Air Voice’s Mississippi operations or Mississippi LifeLine offering as a result of the Transaction.

C. Rule 8 Requirements:

1. For each party to the transaction, a copy of its corporate charter or articles of incorporation or, if a partnership, a copy of any written partnership agreement.

Please see Exhibit C which is attached hereto.

2. If a party to the transaction is a foreign corporation, a copy of its authority to do business in the State of Mississippi.

Please see Exhibit D which is attached hereto.

3. For each party to the transaction, the names and addresses of its board of directors, officers and any person owning fifteen percent (15%) or more of its stock. If not a corporation, the names and addresses of all owners or partners.

Please see Exhibit E which is attached hereto.

4. A copy of any and all written agreements concerning the proposed sale or transfer.

Please see Exhibit F which is attached hereto.

5. If any acquisition adjustment to rate base or expenses is sought, all supporting documentation, and legal authority, together with the details of all accounting adjustments proposed to be made.

Not Applicable.

6. A list of any other Mississippi utility operations owned, directly or indirectly, by either party.

None

7. For each party to the transaction, a balance sheet for the most recent month available which shall be not less than nine months prior to the filing date.

Please see Exhibit G which is attached hereto.

8. For each party to the transaction, an operating statement of revenues and expenses for the twelve months ending as of the date of the balance sheet.

Please see Exhibit G which is attached hereto.

9. An exhibit listing the names and addresses of all interested persons as defined in RP 2.115 herein together with a certificate that the filing utility has served a notice of the filing upon each.

Please see Exhibit H which is attached hereto.

10. In the case of a partial transfer or sale, the legal description of the certificated area being transferred and a reference to the orders or certificates granting said area to the transferring utility.

Not Applicable.

11. All testimony to be relied upon at hearing.

Please see Exhibit I which is attached hereto.

III. AIR VOICE WILL CONTINUE TO COMPLY WITH ALL REGULATIONS IMPOSED BY THE COMMISSION

By this Petition, Air Voice hereby reasserts its willingness and ability to comply with all the rules and regulations that the Commission may lawfully impose upon the Company's provision of service contemplated by this Petition, including those outlined in the *ETC Checklist* and Commission orders addressing the Lifeline program in Docket No. 2007-AD-487. Pursuant to *ETC Checklist* I.C.1., Air Voice certifies that a Notice of Filing of this Petition is being simultaneously served by mail on all interested persons, including each previously designated ETC in Air Voice's ETC service area.

Air Voice commits to continue to comply with the FCC's annual certification and reporting requirements for ETCs as set forth in Sections 54.416 and 54.422 of the FCC's Rules,¹ and with the Commission's annual reporting and certification requirements, and copies of any FCC Outage Reports, as required by the *ETC Checklist*.² To the best of the Company's knowledge, Air Voice is in full compliance with all applicable Commission orders, rules, and regulations, as well as all federal requirements regarding the Lifeline program.

IV. APPROVAL OF THIS PETITION WILL PROMOTE THE PUBLIC INTEREST

The Transaction will demonstrably serve the public interest by bringing the managerial, technical, and financial resources available through VTel and its affiliates to Air Voice. These resources will ensure that Air Voice continues to offer low-income consumers throughout its operating territories high-quality wireless Lifeline offerings. The Transaction will advance economic efficiency by enabling Air Voice to expand its business and achieve economies of scale, strengthening Air Voice's ability to expand its offerings and services to a broader customer base. The Parties expect that the Transaction will enable Air Voice to strengthen its competitive position to the benefit of consumers in this jurisdiction and the telecommunications marketplace overall.

Of particular benefit, Air Voice's current management team will remain with the Company, continuing to direct day-to-day operations. This will ensure that their expertise in the telecommunications field and specific in-depth knowledge of Air Voice will guide the Company's decisions going forward. As a result, the Transaction will bring together the full strength of Air Voice's proven telecommunications capabilities and VTel and its affiliates' technical, managerial, and financial expertise, particularly with respect to compliance and marketing in the low-income

¹ 47 C.F.R. §§ 54.416 and 54.422.

² *ETC Checklist*, section II.

consumer sector.³ The resulting synergy will enable Air Voice to achieve measurable growth at the same time as it develops improved operating efficiencies—both necessary components for the Company to thrive. The Transaction will have no adverse impact on Air Voice’s current customers, who will continue to receive their existing services at the same or better rates, terms and conditions as at present.

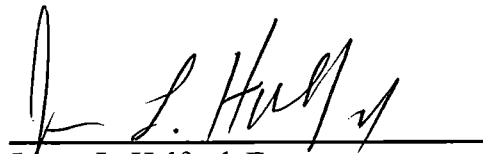
³ Under current ownership, neither VTel nor its affiliates have been subject to enforcement sanctions related to the Low Income Fund or ETC revocation proceedings in any state. Pursuant to a Membership Interest Purchase Agreement dated February 6, 2019, Henry Hung Do purchased 100% of the equity of Cintex. Pursuant to an Order and Consent Decree adopted on December 22, 2017, Cintex settled a Notice of Apparent Liability with the FCC (See File No. EB-IHD-13-00010671), which all occurred under prior ownership and management.

V. CONCLUSION

Based on the foregoing, the approval of the Transfer of Control of Air Voice complies with the requirements of the rules and regulations of the Commission, including Public Utility Rules of Practice and Procedure, Chapter 8, Sale or Transfer Proceedings, and is in the public interest.

WHEREFORE, Air Voice respectfully requests that the Commission promptly approve this Petition for Transfer of Control.

Respectfully submitted,



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May 27, 2021

LIST OF EXHIBITS

| | <u>Exhibit</u> |
|---|----------------|
| Certifications..... | A |
| FCC-Approved Revised Compliance Plan | B |
| Certificate of Formation | C |
| Authorization to Transact Business in Mississippi | D |
| List of Directors, Officers/Partners and Shareholders | E |
| Membership Interest Purchase Agreement (CONFIDENTIAL)..... | F |
| Financial Statements (CONFIDENTIAL)..... | G |
| Notice of Filing and Certificate of Service..... | H |
| Direct Testimony | I |