

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

AIR VOICE WIRELESS, LLC  
TC 123-2407-00

DOCKET NO. 2021-UA-086

IN RE: PETITION OF AIR VOICE WIRELESS, LLC D/B/A FEEL SAFE WIRELESS FOR  
APPROVAL OF TRANSFER OF CONTROL

**ORDER**

On May 27, 2021, Air Voice Wireless, LLC d/b/a Feel Safe Wireless (“Air Voice”) filed a Petition for approval of the Commission to consummate a membership interest purchase transaction whereby VTel Holdings, LLC (“VTel”) will acquire one hundred percent (100%) control of Air Voice (the “Transaction”). The Commission, being fully apprised in the premises and having considered the documents, exhibits, and record before it, as authorized by law and the Commission’s Public Utilities Rules of Practice and Procedure, and upon recommendation of the Mississippi Public Utilities Staff, finds as follows:

1. The Commission has jurisdiction to enter this Order and the entry hereof is in the public interest.
2. Due and proper notice of the Petition was given to all interested parties as required by law and the Commission’s Public Utilities Rules of Practice and Procedure.
3. No protest, objection or other pleading contesting the granting of the requested relief is before the Commission.
4. 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.

5. 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.

6. 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 Commission.

7. 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.

8. 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 consumer sector.

9. 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. In addition, the Transaction will not result in service disruption, termination, or customer confusion.

10. VTel has the requisite financial, technical and managerial qualifications to acquire control of Air Voice. The Commission finds that the transfer of control of Air Voice is proposed

in good faith and that VTel is fit able to possess control the telecommunications services and Lifeline operations of Air Voice.

11. This Order shall be deemed issued on the day it is served upon the Parties herein by the Executive Secretary of this Commission who shall note the service date in the file of this Docket.

IT IS THEREFORE ORDERED by the Commission that:

1. The Petition is granted, and the Commission approves the proposed Transaction for the transfer of control of Air Voice to VTel;

2. The grant of approval of this Application by way of this Order is conditioned upon the Parties notifying the Commission within six (6) months of the date of this Order of the approval by the Federal Communications Commission. In the event this condition is met, this Order shall remain in effect without further action by the Commission. In the event that this condition is not met, this Order shall be void; and

3. The Applicants shall give notice to the Commission of the consummation of the Transaction.

This Order shall be deemed issued on the day it is service upon the Parties herein by the Executive Secretary of this Commission who shall note the service date in the file of this Docket.

COMMISSION VOTE

Chairman Dane Maxwell

Aye  Nay

Commissioner Brent Bailey

Aye  Nay

Commissioner Brandon Presley

Aye  Nay

SO ORDERED this the 8<sup>th</sup> day of July, 2021.

MISSISSIPPI PUBLIC SERVICE COMMISSION



Dane Maxwell  
DANE MAXWELL, CHAIRMAN

Brent Bailey  
BRENT BAILEY, COMMISSIONER

Brandon Presley  
BRANDON PRESLEY, COMMISSIONER

ATTEST: A True Copy

Katherine Collier  
KATHERINE COLLIER, EXECUTIVE SECRETARY

Effective this the 8<sup>th</sup> day of July, 2021.