

**Lance J.M. Steinhart, P.C.**  
Attorneys At Law  
1725 Windward Concourse  
Suite 150  
Alpharetta, Georgia 30005

Also Admitted in New York  
Email: [lsteinhart@telecomcounsel.com](mailto:lsteinhart@telecomcounsel.com)

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208

February 1, 2022

**VIA ELECTRONIC DELIVERY**

Hon. Kent Chandler  
Executive Director  
Commonwealth of Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602

Re: Informational Notice Regarding Transfer of Control of AirVoice Wireless, LLC

Dear Executive Director,

Air Voice Wireless, LLC (“Air Voice” or “Company”), together with VTel Holdings, LLC (“VTel”) (collectively the “Parties”), hereby notifies the Kentucky Public Service Commission (the “Commission”) of the transfer of control of Air Voice to VTel (the “Transaction”).<sup>1</sup> Air Voice is a commercial mobile radio service (“CMRS”) provider and Eligible Telecommunications Carrier (“ETC”) in the state of Kentucky.

All required approvals from state regulatory authorities for the Transaction have been obtained, in addition to approval from the Federal Communications Commission (“FCC”) International Bureau (*See* File Number ITC-T/C-20210524-00088). The FCC approved Air Voice’s Revised Compliance Plan on December 23, 2021,<sup>2</sup> which was the last condition to closing. For the Commission’s records, the Parties provide the following information:

**I. THE PARTIES**

**A. Air Voice Wireless, LLC**

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 in California, Kentucky, Michigan, Mississippi, New York, Ohio, Oklahoma, Pennsylvania, South Carolina, and Wisconsin; and prepaid non-Lifeline wireless services to

---

<sup>1</sup> Pursuant to Order issued January 8, 1998 in Administrative Case No. 370, the Transaction does not require Commission approval.

<sup>2</sup> *See* Public Notice DA 21-1641, <https://www.fcc.gov/document/wcb-approves-revised-compliance-plan-airvoice-wireless-llc>. *See also* AirVoice Wireless, LLC Revised Compliance Plan, WC Docket Nos. 09-197, 11-42, <https://ecfsapi.fcc.gov/file/10518342614357/FCC%20AIR%20Revised%20CP%20Filing%205.17.21.pdf>.

customers throughout the United States, Puerto Rico and the US Virgin Islands. The Commission designated Air Voice as an ETC by Order entered September 4, 2013 in Case No. 2013-00136 and expanded Air Voice's ETC service area by Order entered July 29, 2021 in Case No. 2021-00215. Air Voice provides CMRS by using the underlying facilities-based networks of one or more Tier 1 wireless carriers on a wholesale basis.

### **B. 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 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 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) Softel Holdings, LLC, a Texas limited liability company, which was formed to acquire one hundred percent (100%) ownership interest in TAG Mobile, LLC that provides Lifeline-only wireless services pursuant to ETC designations in nineteen states. VTel has reliable access to the considerable financial, technical and managerial resources that will be available, as needed, to support Air Voice in its operations and continuing growth.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of the Membership Interest Purchase Agreement dated May 17, 2021, as amended, 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 purchased one hundred percent (100%) of the membership interests of Air Voice.

The Transaction is 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 continue to be served by Air Voice pursuant to its existing authorizations.

### III. PUBLIC INTEREST STATEMENT

The Transaction demonstrably serves the public interest by bringing the managerial, technical, and financial resources available through VTel and its affiliates to Air Voice. These resources 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.

The Transaction brings 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. 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 continue to receive their existing services at the same rates, terms and conditions.

### IV. CONCLUSION

The Parties respectfully request that the Commission note the Transaction for its records. Please contact the undersigned if there are any questions regarding this filing.

Respectfully submitted,

*s/ Lance J.M. Steinhart*

---

Lance J.M. Steinhart  
Managing Attorney  
Lance J.M. Steinhart, P.C.  
1725 Windward Concourse, Suite 150  
Alpharetta, Georgia 30005  
(770) 232-9200 (Phone)  
(770) 232-9208 (Fax)  
E-Mail: [lsteinhart@telecomcounsel.com](mailto:lsteinhart@telecomcounsel.com)