

September 2, 2016

Kristi Collins
Commission Secretary
Oregon Public Utility Commission
201 High Street SE, Suite 100
Salem, OR 97301

**Re: Sprint Corporation, Virgin Mobile USA, L.P. (Assurance Wireless) and
i-wireless, LLC (Access Wireless)'s Notification Regarding Their Proposed
Wireless Lifeline Services Partnership and Related Transaction**

Dear Ms. Collins,

Sprint Corporation (Sprint), Virgin Mobile USA, L.P. ("Virgin Mobile"), operating under the brand Assurance Wireless, and i-wireless, LLC, doing business as Access Wireless ("i-wireless" or the "Company" and, together with Sprint and Virgin Mobile, the "Parties"), through the undersigned counsel, hereby notify the Oregon Public Utility Commission ("Commission") that they have agreed to form a partnership dedicated to the provision of wireless Lifeline services. The venture will be launched with a transaction involving (i) the transfer of majority control of i-wireless to Sprint and (ii) the transfer of the Assurance Wireless Lifeline customer accounts, currently served by Sprint's eligible telecommunications carrier ("ETC") subsidiary, Virgin Mobile, to i-wireless, which is also an ETC designated by the Commission. The transaction will not result in any loss or impairment of basic Lifeline service for any customers and, as explained below, serves the public interest of consumers in Oregon.

I. THE PARTIES

i-wireless, LLC

i-wireless is a limited liability company organized under the laws of North Carolina. Its principal place of business is 1 Levee Way, Suite 3104, Newport, KY 41071. i-wireless provides domestic and international commercial mobile radio service ("CMRS") to customers in 43 states and the District of Columbia and holds international section 214 authority from the Federal Communications Commission ("FCC"). The Company has been designated as a wireless ETC in 39 states, including Oregon, and the District of Columbia to provide Lifeline services to low-income consumers under the Access Wireless brand. The Commission designated i-wireless as a wireless ETC to provide Lifeline services on September 29, 2015 in Docket No. UM 1509. The Company is currently preparing to launch its Lifeline services in Oregon. i-wireless is jointly

DWT 30292783v3 0093367-000002

owned by Genie Global, Inc. (“Genie”), a Delaware corporation, and The Kroger Co. (“Kroger”) (NYSE: KR), one of the world’s largest food retailers with operations in thirty-five states and the District of Columbia. A diagram showing the current corporate structure of i-wireless is provided as **Exhibit A**.

Sprint and Virgin Mobile

Sprint (NYSE: S) is a Delaware corporation located at 6200 Sprint Parkway, Overland Park, KS 66251. Sprint is a communications services company that creates more and better ways to connect its customers to the things they care about most. Sprint served more than 58.8 million connections as of March 31, 2016 and is widely recognized for developing, engineering and deploying innovative technologies, including the first wireless 4G service from a national carrier in the United States; leading no-contract brands including Virgin Mobile USA, Boost Mobile, and Assurance Wireless; instant national and international push-to-talk capabilities; and a global Tier 1 Internet backbone.

Virgin Mobile is a Delaware limited partnership also located at 6200 Sprint Parkway, Overland Park, KS 66251. An indirect wholly-owned subsidiary of Sprint, Virgin Mobile provides wireless services throughout the United States using Sprint’s network infrastructure and wireless transmission facilities. Virgin Mobile has been designated as an ETC in 41 states, including Oregon, and the District of Columbia to provide wireless Lifeline services under the Assurance Wireless brand.¹ Virgin Mobile currently serves approximately 18,278 Lifeline customers in Oregon.

Through intermediary entities, majority ownership of Sprint and Virgin Mobile is held by Softbank Group Corp., a Japanese kabushiki kaisha (corporation) and holding company that is publicly traded on the Tokyo Stock Exchange. A diagram showing the current corporate structure of Sprint is provided as **Exhibit B**.

II. DESCRIPTION OF THE TRANSACTION

On April 29, 2016, Sprint and i-wireless reached an agreement to combine their resources in a Lifeline wireless services partnership that can respond both competitively and proactively to the FCC’s vision for a modernized Lifeline program.² The transaction consists of two central elements:

¹ Virgin Mobile was designated as an ETC by the Commission to provide Lifeline services on January 23, 2012 in Docket No. UM 1522.

² See *Lifeline and Link Up Reform and Modernization; Telecommunications Carriers Eligible for Universal Service Support; Connect America Fund*, WC Docket Nos. 11-42, 09-197, 10-90, Third Report and Order, Further Report and Order, and Order on Reconsideration, FCC 16-38 (rel. Apr. 27, 2016) (Lifeline Modernization Order).

Transfer of Majority Interests in i-wireless to Sprint

At closing, Sprint will acquire 70% of the indirect interests in i-wireless.³ The remaining 30% interest in i-wireless will continue to be held in equal shares by Genie and Kroger, through a newly-formed intermediary holding company. The change in i-wireless' ownership will be largely imperceptible to current i-wireless customers; however, it will have immediate benefits for them. As discussed below, upon closing of the transaction and implementation of the partnership, which will occur on October 3, 2016 or as soon thereafter as all necessary regulatory approvals are obtained, i-wireless will upgrade its Lifeline service offerings to match and more often exceed the (currently more generous) plans available to Assurance Wireless customers.

Assignment of Assurance Wireless Customers to i-wireless

In support of the proposed partnership, Virgin Mobile will assign its Assurance Wireless Lifeline customer base to i-wireless. Post-close, i-wireless will operate as the provider for wireless local exchange, interexchange, international and broadband Lifeline services to these customers. Advance notice of the assignment will be provided to the Assurance Wireless customers. Sprint, Virgin Mobile and i-wireless will coordinate throughout the process to ensure a smooth transition. Attached to this letter as **Exhibit C** is the information that will be provided to Assurance Wireless customers, notifying them of the change of providers and providing contact information for any questions they may have. Following the assignment, these customers will receive competitive service offerings of minutes and texts that equal and, for the majority of customers, exceed the services they previously received from Assurance Wireless.⁴ Moreover, because both Virgin Mobile and i-wireless rely upon the Sprint network for their services, all of these customers will continue to use the same handsets, have the same coverage area and enjoy the same reliability of service as they did previously.

Lifeline Service Offerings Under the New Partnership

The partnership of Sprint and i-wireless holds clear benefits for Lifeline customers. Following their transfer to i-wireless, Assurance Wireless customers will experience complete continuity of basic Lifeline service (except for the change in provider) with improved service offerings. i-wireless customers also will see an upgrade in their current service offering as the Parties harmonize their Lifeline offerings.

³ The Parties have filed an application with the FCC in connection with the transfer of control of the i-wireless international section 214 authorization. A copy of the filing (File No. ITC-T/C-20160623-00174) may be accessed at <http://tinyurl.com/zc2c7vy>. The application was deemed approved on July 15, 2016. See *International Authorizations Granted Section 214 Applications* (47 C.F.R. § 63.18); *Section 310(b) Requests*, FCC Report No. Tel-01804, DA No. 16-827 (rel. July 21, 2016).

⁴ The structure of i-wireless data "top-up" offerings will vary from those available through Virgin Mobile.

	Current Lifeline Plan	Following consummation of the transaction through Dec. 1, 2016*	Following effective date for Lifeline Modernization Order
Assurance Wireless customers	350 minutes + unlimited texts	750 minutes + unlimited texts + 50 MB data (Oregon/OTAP only) ⁵	Plans at or exceeding the FCC's Lifeline minimum standards with a likely focus on broadband
Access Wireless customers	500 minutes + unlimited texts (Oregon/OTAP)		

* Or the date when the FCC's Lifeline Modernization Order minimum standards requirements become effective, whichever is later.

In order to effectuate this commitment, i-wireless is upgrading its core national Lifeline service to 500 minutes. In Oregon, effective with the closing of the transaction, OTAP customers will receive 750 minutes (500 federally-supported minutes, plus 250 OTAP-supported minutes) + unlimited texts + 50 MB data Lifeline plan – all at no charge to the customer. In the event a customer qualifies for Lifeline but is not OTAP-approved, he or she would qualify for the 500-minute Lifeline plan. Transferred Assurance Wireless customers, currently receiving 350 minutes + unlimited texts, will be served pursuant to this new 750-minute plan.⁶ Within forty-five days of closing, customers of the i-wireless 250-minute Lifeline plan also will be migrated to the new 750-minute plan.⁷ At the end of the forty-five-day period, with the migration of i-wireless customers completed, the 250-minute plan will be cancelled.⁸

In keeping with the Stipulation in Docket No. UM 1509, i-wireless will separately file a formal notice of its updated calling plans, revising Exhibit D to that Stipulation, at least ten days before the changes become effective.

⁵ In states other than California, Kentucky, and Oregon, the Company's new Lifeline plan will consist of 500 minutes + unlimited text + 50 MB data. In Oregon, however, i-wireless participates in the Oregon Telephone Assistance Program (OTAP) and receives additional reimbursement per customer. Provided the additional support continues to be available, i-wireless will provide qualified Oregon Lifeline customers with an enhanced base plan consisting of 750 minutes, unlimited texts and 50 MB data. The details of the new i-wireless Oregon Lifeline offerings will be more thoroughly addressed in the Company's upcoming plan revision filing.

⁶ Certain Assurance Wireless customers pay for plans with additional minutes, text and data. These customers will be transitioned to the 750-minute plan described above, with the opportunity to purchase comparable i-wireless "top-up" services to enhance their plans.

⁷ This transition is necessary because i-wireless customers have their minutes loaded at different days during the month based on their service initiation date.

⁸ In certain states, i-wireless still has a small number of Lifeline customers being served pursuant to a grandfathered 150-minute-with-rollover plan. Within 45 days of closing, these customers also will be migrated to the new base 750-minute plan.

i-wireless also is filing an application to expand its service territory in Oregon. Certain Assurance Wireless customers reside in areas of Oregon for which i-wireless is not clearly designated as an ETC.⁹ In order to ensure that it is appropriately designated and able to provide continuing service to these Assurance Wireless customers, i-wireless will request that the Commission designate it to provide Lifeline services in a number of additional zip codes. The Company expects to submit its application within the next few days and will respectfully request that the Commission act upon the application expeditiously.

In due course, i-wireless will file a notice of consummation with the Commission, confirming that the transaction has closed and the scheduled plan changes are in effect.

In the Lifeline Modernization Order, the FCC challenged providers to dramatically improve the content of Lifeline service offerings. Sprint and i-wireless intend to draw upon their full, combined, expertise and resources to respond. The “new” i-wireless will work with Sprint to enhance the Company’s Lifeline service offerings to meet the FCC’s new voice and broadband minimum service standards.

A diagram of the corporate structure of i-wireless and Sprint post-close is provided as **Exhibit D**.

III. PUBLIC INTEREST STATEMENT

The transaction described in this notice serves the public interest and, at the same time, holds no risk of harm to consumers or to effective market competition.

First, the proposed partnership will benefit consumers, particularly those who participate in the Lifeline program. Combining the resources and expertise of Sprint, a nationwide facilities-based wireless carrier, and i-wireless, an innovative and compliance-focused Lifeline service provider, will strengthen i-wireless as a wireless carrier. Going forward, i-wireless will be positioned to compete effectively in the evolving Lifeline market, which needs robust and innovative service providers. This collaboration will strengthen the Company’s ability to offer competitive wireless service plans to its customers, both Lifeline and non-Lifeline.

As detailed above, the transaction will have immediate benefits for i-wireless Lifeline customers, who will see an upgrade to their Lifeline service offerings. Transferred Assurance Wireless customers also will enjoy the same high-quality basic Lifeline services as they did prior to the transaction, with most receiving increased minutes, texts and/or data.¹⁰ Within the next

⁹ Part of the difficulty confirming coverage arises from the Commission’s transition from wire center-based territory designations, as received by Virgin Mobile, to zip code-based designations, as subsequently granted to i-wireless.

¹⁰ As noted above, these customers are being given advance notice of the transaction, which provides them with opportunity to inquire more specifically regarding the changes and/or to make alternative plans should they prefer to select another carrier.

year, both customer groups will reap the benefits of this collaborative venture as the partnership responds to the FCC's demand for upgraded Lifeline plans that include substantial amounts of data as well as increased voice minutes.

At the same time, the transaction will have no adverse effects on customers. As described above, current i-wireless customers and transferred Assurance Wireless customers will each continue to receive the same caliber of basic Lifeline service as they did previously.

IV. CONCLUSION

For the reasons discussed herein, the Parties submit that the proposed partnership will serve the public interest, convenience and necessity. Should the Commission have any questions regarding the transaction, please do not hesitate to contact the representatives for the Parties identified below.

Respectfully,

DAVIS WRIGHT TREMAINE LLP



Alan J. Galloway
DAVIS WRIGHT TREMAINE LLP
1300 SW Fifth Avenue, Suite 2400
Portland, OR 97201-5630
(503) 778-5219
alangalloway@dwt.com
Counsel for i-wireless, LLC

John Heitmann
Joshua Guyan
Kelley Drye & Warren LLP
3050 K Street, NW, Suite 400
Washington, DC 20007
(202) 342-8566
jguyan@kelleydrye.com
Counsel for i-wireless, LLC

Kristin Jacobson
Virgin Mobile-Sprint
900 7th Street NW, Suite 700
Washington, DC 20001
707-816-7583
Kristin.l.jacobson@sprint.com

LIST OF EXHIBITS

EXHIBIT A	Pre-close i-wireless Corporate Structure
EXHIBIT B	Pre-close Sprint Corporate Structure
EXHIBIT C	Transfer Information Provided to Assurance Wireless Customers
EXHIBIT D	Post-close Sprint and i-wireless Corporate Structure

EXHIBIT A

i-wireless Current Ownership Structure

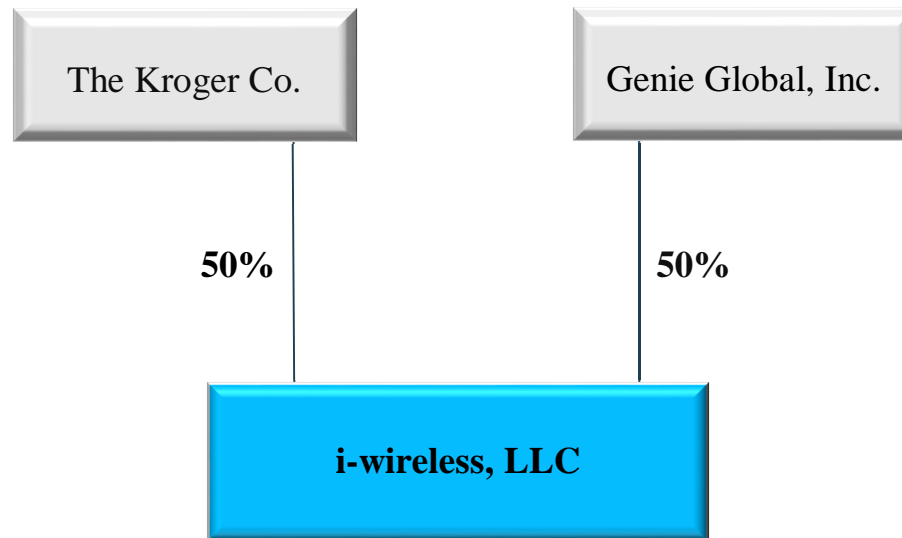


EXHIBIT B

Sprint Current Ownership Structure

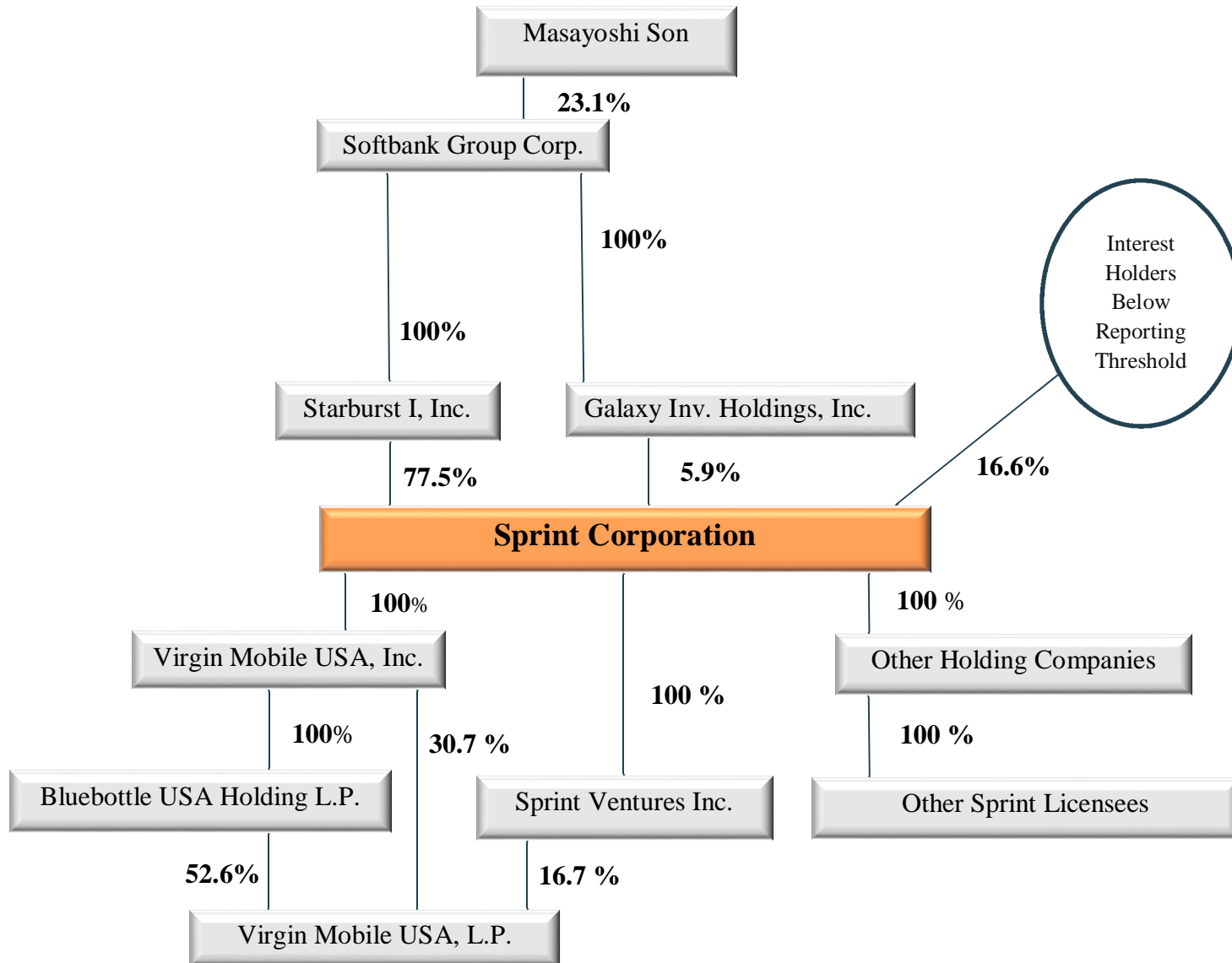


EXHIBIT C

Exhibit C

Notice to Assurance Wireless Customers

Industry consensus and the Parties' own experience is that notice to prepaid wireless Lifeline customers is most effectively achieved through electronic means rather than by U.S. mail. These customers tend to be transitory, often moving without promptly updating their addresses. As a result, mailed letters frequently do not reach them. Moreover, wireless Lifeline customers commonly indicate that they prefer to be contacted by text (or email if available) and are more responsive to such contacts (e.g., in the context of annual recertification). Ongoing communications between the Parties and their wireless Lifeline customers, whether for day-to-day customer service inquiries or completion of required Lifeline procedures (e.g., recertification) typically occur via text and/or phone call. For these reasons, the Parties intend to send notice to the affected Assurance Wireless customers via SMS (text) messages that will alert them of the upcoming change to their service and, depending on each subscriber's Lifeline handset (smartphone or feature phone) either direct them to

- (i) call a dedicated toll-free number provided via SMS message to hear an Interactive Voice Response (IVR) message about the proposed transfer (with an option to reach a live representative with any questions); or
- (ii) click a web link, which will re-direct them to a (free-rated) website landing page for more information about the change in service.

As is evident from the attached samples, the IVR message and website landing page will provide Assurance Wireless customers with the same information that would be included in a mailed letter. Equally importantly, they will do so both more reliably and in a form that is more convenient for these customers.

EXHIBIT C

Address: www.accesswireless.com/changeinprovider

WEB COPY

Change in Service Provider Notification

Sprint and its Virgin Mobile subsidiary have entered into a partnership to merge the Lifeline operations of Assurance Wireless and Access Wireless, a major provider of wireless services to Lifeline customers in 39 states and the District of Columbia.

Beginning on or after October 3, 2016, and once regulatory approval is obtained, your Assurance Wireless Lifeline phone service will be provided by Access Wireless using the Nationwide Sprint® Network. No action on your part is required to continue receiving Lifeline service.

You will continue to use your same phone and have the same telephone number.

Access Wireless will provide you with as many or more free minutes and texts as you currently receive. No fees will be applied in connection with the transfer of your service to Access Wireless. You will continue to receive basic Lifeline services that meet or exceed the services currently provided to you. Access Wireless will provide notice of any future changes to rates or terms and conditions of service, as required by law.

More information will be provided to you soon.

EXHIBIT C

IVR Script: Change in Service Provider Notification

Hello. Please listen to this message as it contains important information regarding a change to your Assurance Wireless Lifeline phone service. Sprint and its Virgin Mobile subsidiary have entered into a partnership to merge the Lifeline operations of Assurance Wireless and Access Wireless, a major provider of wireless services to Lifeline customers in 39 states and the District of Columbia.

Beginning on or after October 3, 2016, and once regulatory approval is obtained, Access Wireless will provide your wireless Lifeline phone service using the Sprint Nationwide Network. No action on your part is required to continue receiving Lifeline service.

You will continue to use your same phone and have the same telephone number.

Access Wireless will provide you with as many or more free minutes and texts as you currently receive. No fees will be applied in connection with the transfer of your service to Access Wireless. You will continue to receive basic Lifeline services that meet or exceed the services currently provided to you. Access Wireless will provide notice of any future changes to rates or terms and conditions of service, as required by law.

More information will be provided to you soon. Please visit Access Wireless online at www.accesswireless.com. You may also contact Access Wireless Customer Care at 1-877-976-4541.

To end this call, please hang up. Access Wireless looks forward to serving you.

EXHIBIT C

SMS Copy:

ASWFreeMSG: Important notice about a change to your Lifeline service provider. Click for details: <http://msg4u.us/xxxxx> or call FREE **1-877-631-0858**

Content viewed when customer clicks link within SMS:



To listen to this message please call FREE **1-877-631-0858** from this phone.

Change in Service Provider Notification

Sprint and its Virgin Mobile subsidiary have entered into a partnership to merge the Lifeline operations of Assurance Wireless and Access Wireless, a major provider of wireless services to Lifeline customers in 39 states and the District of Columbia.

Beginning on or after October 3, 2016, and once regulatory approval is obtained, your Assurance Wireless Lifeline phone service will be provided by Access Wireless using the Sprint Nationwide Network. No action on your part is required to continue receiving Lifeline service.

You will continue to use your same phone and have the same telephone number.

Access Wireless will provide you with as many or more free minutes and texts as you currently receive. No fees will be applied in connection with the transfer of your service to Access Wireless. You will continue to receive basic Lifeline services that meet or exceed the services currently provided to you. Access Wireless will provide notice of any future changes to rates or terms and conditions of service, as required by law.

More information will be provided to you soon. You may also contact Access Wireless Customer Care at 1-877-976-4541.

Access Wireless looks forward to serving you.

EXHIBIT D

Sprint and i-wireless Ownership Structure Post-closing

