

In the Matter Of:

In Re: Docket No 16-094-02 & 16-2526-01

HEARING DOCKET NO. 16-094-02 & 16-2526-01

October 19, 2016

Job Number: 347079

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the)	Docket Nos.
Notice of Sprint)	16-094-02 and
Corporation, Virgin Mobile)	16-2526-01
USA, L.P. (Assurance)	
Wireless), and i-wireless,)	
LLC, Regarding Proposed)	HEARING
Wireless Lifeline Services)	
Partnership and Related)	
Transaction)	

October 19, 2016
10:33 a.m.

Location: Public Service Commission
160 East 300 South, 4th Floor
Salt Lake City, UT 84111
(801) 530-6769

Reporter: Teri Hansen Cronenwett
Certified Realtime Reporter, Registered Merit Reporter
Job No: 347079

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A P P E A R A N C E S

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1 October 19, 2016

2 P R O C E E D I N G S

3 JUDGE JOHNSON: For the record, today is
4 October 19th, 2016. It is just after 10:30 in the
5 morning. This is the date and time set for the hearing
6 In the Matter of a Notice Submitted by Sprint
7 Corporation, Virgin Mobile USA, L.P., and i-wireless,
8 LLC, Regarding Proposed Wireless Lifeline Services
9 Partnership and related transaction.

10 The docket numbers are 16-094-01 and
11 16-2526-01. We are expediting this hearing in order to
12 avoid delaying closing of the transaction.

13 All right. Let's get appearances on the
14 record. For the parties to the transaction.

15 MS. BERTELSEN: Good morning, your Honor. My
16 name is Sharon Bertelsen, Utah Bar No. 9759, appearing
17 on behalf of Sprint Corporation and Virgin Mobile USA,
18 L.P. I have with me today on the phone Ken Schifman,
19 senior counsel and director of state government affairs
20 at Sprint Corporation. And he will be testifying for
21 Sprint and Virgin Mobile. We also have representatives
22 from Sprint, including Virgin Mobile and i-wireless, on
23 the phone ready to address any questions that may arise
24 during the hearing.

25 We have Elaine Divelbliss, senior counsel for

1 Sprint Corporation primarily responsible for their
2 prepay business; Kristin Jacobson, counsel, west region
3 for Sprint Corporation, including Utah; Eric Schimpf,
4 director of business development at i-wireless, LLC,
5 responsible for operations; and Josh Guyan, outside
6 counsel to i-wireless primarily responsible for FCC
7 matters and this transaction.

8 JUDGE JONSSON: Thank you. And for the
9 division.

10 MR. JETTER: Good morning. I am Justin Jetter
11 with the Utah Attorney General's office, and I am here
12 today representing the Utah Division of Public
13 Utilities, and with me at counsel table is Casey Coleman
14 with the Utah Division of Public Utilities.

15 JUDGE JONSSON: Thank you. Now, those of you
16 who are on the phone, if at any point you can't hear
17 what's happening, let me know, and we'll have people
18 come right up here and speak into the phone. Everybody
19 okay?

20 MR. SCHIFMAN: Thank you, Judge.

21 JUDGE JONSSON: Okay. Very good.
22 Ms. Bertelsen, would you begin then and summarize the
23 transactions for us, and then you can call your witness.
24 Or if you want your witness to summarize, that's fine.

25 MS. BERTELSEN: Okay. That will be great.

1 Ken is prepared. I should say Mr. Schiffman.

2 JUDGE JONSSON: Yeah. So let's just -- we're
3 somewhat informal, but Mr. Schiffman, do you swear to
4 tell the truth today?

5 THE WITNESS: I do, your Honor.

6 JUDGE JONSSON: Thank you. Go ahead.

7 MS. BERTELSEN: Thank you, your Honor.

8 KEN SCHIFMAN,
9 called as a witness at the instance of the applicant,
10 having been first duly sworn, was examined and testified
11 as follows:

12 DIRECT EXAMINATION

13 BY MS. BERTELSEN:

14 Q. Mr. Schiffman, will you please state your name
15 and title.

16 A. Sharon, can you get a little closer to the
17 microphone? That would be helpful.

18 JUDGE JONSSON: Come join me up here.

19 MS. BERTELSEN: Thank you.

20 Q. (By Ms. Bertelsen) Would you please state your
21 name, title, business address and employer for the
22 record.

23 A. Yes. My name is Ken Schiffman,
24 S-C-H-I-F-M-A-N. My position is senior counsel and
25 director for Sprint Corporation. I am employed by a

1 subsidiary of Sprint Corporation called Sprint United
2 Management. My business address is 6450 Sprint Parkway,
3 Overland Park, Kansas, 66251.

4 Q. And what parties are you representing today?

5 A. I am representing Sprint Corporation and
6 Virgin Mobile, USA, comma, L.P.

7 Q. Are you authorized to testify as a witness on
8 behalf of those parties?

9 A. Yes, I am.

10 Q. Do you have personal knowledge of the facts
11 you are going to testify to today?

12 A. I do.

13 Q. And have you reviewed the letter notification
14 that was filed by the parties with the commission on
15 September 12th, 2016?

16 A. I have.

17 Q. Except for the updates on customer accounts
18 and communications, are the factual statements in the
19 letter correct?

20 A. Yes. They are accurate.

21 Q. If asked to testify about the factual
22 statements in the letter, would these statements be your
23 testimony today?

24 A. Yes.

25 Q. Will you please describe the parties to the

1 **transaction and the Lifeline customer accounts in Utah?**

2 A. Sure. So the parties to the transaction are
3 i-wireless, LLC. That is a wireless service company
4 that utilizes Sprint for its net -- the Sprint network
5 for its services to customers. In essence in the
6 industry it's called an MVNO of Sprint. So it utilizes
7 our network to provide services.

8 I-wireless, LLC, is headquartered in Newport,
9 Kentucky. It is -- has been designated as a
10 wireless-eligible telecommunications carrier in 39
11 states plus the District of Columbia. I-wireless was
12 designated as a wireless-eligible telecom carrier in
13 Utah on June 29, 2011 in Docket 10-2526-1.

14 The Lifeline brand that i-wireless utilized to
15 market its services is called Access Wireless, and the
16 customer account that we have as most recent as of
17 October 17 is 637 Lifeline customers in Utah for
18 i-wireless, LLC.

19 Virgin Mobile, USA, comma, L.P., is also a
20 party to this transaction. It is a indirect, wholly
21 owned subsidiary of Sprint Corporation. It is
22 headquartered in Overland Park, Kansas. Virgin Mobile
23 has been designated as a wireless-eligible telecom
24 carrier in 41 states plus the district of Columbia.

25 The Lifeline brand that Virgin Mobile markets

1 its Lifeline services under is called Assurance
2 Wireless. And Virgin Mobile USA was designated has a
3 wireless-eligible telecom carrier in Utah on May 25,
4 2011, Docket 10-2521-01.

5 And the updated customer account for the
6 Virgin Mobile USA as of October 17 is 2,563 Lifeline
7 customers in the state of Utah.

8 **Q. Mr. Schifman, will you please describe this**
9 **transaction and the customer offerings following the**
10 **transaction?**

11 A. Sure. On April 29, 2016, an agreement was
12 entered into between Sprint and i-wireless, LLC. And
13 Virgin Mobile was a party to the agreement as well. The
14 transaction consisted of two main elements. The first
15 one is the transfer of the majority interest of
16 i-wireless, LLC, to Sprint Corporation. That's so after
17 the transaction closes, Sprint Corporation will own 70
18 percent of i-wireless, LLC. And the remaining 30
19 percent of i-wireless will continue to be owned by the
20 Kroger Company in Genie Global, Inc.

21 We provided exhibits regarding the corporate
22 transaction and charge demonstrating the ownership
23 structure pretransaction for i-wireless, pretransaction
24 for Sprint Corporation and Virgin Mobile and then
25 post-transaction for the combined companies. Those are

1 in Exhibits A, B and D respectively.

2 The second element of the transaction is the
3 assignment of Virgin Mobile's Assurance Wireless branded
4 Lifeline customers to i-wireless. Once the transaction
5 closes, Assurance Wireless customers will be transferred
6 to i-wireless operating over periods of time to ensure a
7 smooth transition to i-wireless. Paul McAleese, the CEO
8 of i-wireless, will the run the Lifeline business of the
9 combined companies.

10 You also asked about the customer offers that
11 will be provided to the Lifeline customers following the
12 transition. Assurance Wireless customers will
13 transition from now receiving 353 voice minutes plus
14 unlimited text, text messages to an offer of 500 free
15 voice minutes, plus unlimited text messages, plus 50
16 megabytes of data.

17 The i-wireless customers, which now receive
18 253 voice minutes and unlimited text messages, will be
19 provided a plan of the same as it is going to apply to
20 the Assurance Wireless customers of 500 free voice
21 minutes, plus unlimited text messages, plus 50 megabytes
22 of data. So when the transition occurs, both the
23 customers of Assurance Wireless and of i-wireless will
24 have increased voice minutes and plus 50 megabytes of
25 data.

1 Q. (By Ms. Bertelsen) Thank you. The letter
2 notification states that Virgin Mobile will assign its
3 Assurance Wireless Lifeline customer base to i-wireless
4 and that advanced notice of the assignment will be
5 provided to the customers. Will you please provide an
6 update and explain how you have communicated with the
7 Assurance Wireless customer base regarding the
8 transaction?

9 A. Yes. So the letter described that
10 notifications will be sent out to the Assurance Wireless
11 customers. And we in fact did make those communications
12 between the dates of September 1st and September 6th.
13 Those communications consisted of the items that we list
14 in Exhibit D of the notification letter.

15 And so what happened between September 1 and
16 September 6 is that the customers of Assurance Wireless
17 received a text message that had what is called in the
18 industry a W-A-P landing page, a WAP landing page. And
19 the text message described the transaction of merging
20 the Lifeline operations of Assurance Wireless and Access
21 Wireless.

22 It stated that there was no action required by
23 the customer. They would be able to keep their same
24 telephone and same telephone number. Also, the
25 customers received notice that they would receive as

1 many or more free minutes and text messages that they
2 currently receive and that they also would be receiving
3 more information to come when the -- when their account
4 is transferred over to i-wireless.

5 In addition to the text message with the WAP
6 landing page, Assurance Wireless -- also contained in
7 that text message was a telephone number that the
8 customers could call. It's a toll-free number. So once
9 those customers called the toll-free number, they would
10 be connected to an interactive voice response unit that
11 would -- that provided the same information that I just
12 summarized earlier.

13 Other methods of communication included the
14 same type of messaging on the Access Wireless website
15 and also on the Assurance Wireless Facebook page. So
16 those messages, the initial text messages, went out
17 between September 1 and September 6.

18 As Virgin Mobile Assurance Wireless obtained
19 new customers or customers were reactivated in Utah
20 because they had usage on their account, Assurance
21 Wireless ensured that those customers would receive the
22 same text messages and communications. So those have
23 occurred since September 6th until the present date,
24 depending upon new activations or reactivation.

25 **Q. Thank you. Please explain how this**

1 **transaction serves the public interest.**

2 A. Yeah. So the parties believe that the
3 transaction serves the public interest as it benefits
4 the Lifeline customers of both Assurance Wireless and
5 Access Wireless. Both customer sites will receive
6 increased voice minutes, free voice minutes up to 500,
7 free voice minutes from their current allotment of 350
8 and 250.

9 The combined company will provide increased
10 scale in the Lifeline market, allowing for new and
11 innovative offerings in Lifeline, and it will support
12 competition as the company will have additional
13 resources in the Lifeline market.

14 The management team of i-wireless that will
15 survive the transaction will be completely focused on
16 Lifeline and bring increased focus to the customers of
17 Virgin Mobile right now. Also the combined resources
18 will allow the combined company to compete effectively
19 in the evolving Lifeline market that is going to occur
20 with the imposition of the FCC's Lifeline modernization
21 order and its emphasis on providing -- plans to Lifeline
22 customers.

23 COURT REPORTER: On providing what?

24 THE WITNESS: We also believe there is no
25 adverse impact --

1 (The witness continues to talk while the judge
2 tried to stop him.)

3 JUDGE JONSSON: Could you stop just a minute?

4 (Witness continues to talk.)

5 JUDGE JONSSON: Okay. Stop for just a minute.
6 He said that it will -- the transactions will allow the
7 companies to respond to the FCC's order requiring
8 broadband plans.

9 COURT REPORTER: Requiring broadband plans.
10 Okay. And so after that, I didn't get anything.

11 JUDGE JONSSON: Okay. So we need you to go
12 back and repeat what you said after you mentioned
13 broadband plans. The court reporter wasn't able to get
14 that.

15 A. Oh. My apologies. No problem. And so after
16 I mentioned the broadband plans and the Federal
17 Communications Commission Lifeline modernization order,
18 I also stated that the parties believed that this
19 transaction will have no adverse impact on the
20 transferred Assurance Wireless customers because they
21 will be able to use the same telephone and the same
22 telephone number once they are transitioned to Access
23 Wireless. Overall, the parties believe the transaction
24 is in the public's interest.

25 Q. Thank you. And what is the status of the

1 transaction?

2 A. So the parties provided notice of the
3 transaction and of the customer transfer in
4 approximately 30 states. The other states where the
5 parties operated jointly, the Federal Communications
6 Commission regulates the Lifeline offerings of the
7 company, so notice was not provided in those states.

8 Several states require approval of the
9 transaction, and we have received all the relevant
10 approvals of the transaction except in two states, those
11 being the one we're at right now, Utah, and the other is
12 West Virginia.

13 We believe the West Virginia approval is
14 eminent. The staff has recommended approval in West
15 Virginia. No administrative law judge has been assigned
16 to the case in West Virginia, and we are expecting a
17 commission order to be issued any day.

18 The other jurisdiction here that we need to
19 talk about is the Federal Communications Commission, the
20 FCC. The parties filed a 214 application for transfer
21 of control of i-wireless. That was back in June. And
22 the -- that 214 application was deemed approved by the
23 FCC on July 15, 2016.

24 The other element of the transaction at the
25 FCC is an amended compliance plan that i-wireless filed.

1 It describes the transaction and updates i-wireless's
2 compliance plan as a non-facilities-based carrier. We
3 believe that approval of that amended compliance plan at
4 the FCC also is imminent.

5 Q. Thank you.

6 MS. BERTELSEN: With that, Mr. Schiffman is
7 available for questions.

8 MR. JETTER: I have no questions from the
9 division. Thank you.

10 JUDGE JONSSON: Thank you. All right.

11 Mr. Jetter, did you want to call your witness?

12 MR. JETTER: Yes, your Honor. The division
13 would like to call and have sworn in Mr. Casey Coleman.

14 JUDGE JONSSON: Mr. Coleman, do you swear to
15 tell the truth today?

16 THE WITNESS: Yes.

17 JUDGE JONSSON: Go ahead.

18 CASEY J. COLEMAN,
19 called as a witness at the instance of the Division of
20 Public Utilities, having been first duly sworn, was
21 examined and testified as follows:

22 DIRECT EXAMINATION

23 BY MR. JETTER:

24 Q. Good morning, Mr. Coleman. Would you please
25 state your name and occupation for the record.

1 A. My name is Casey J. Coleman, and my occupation
2 is a utility technical consultant for the Division of
3 Public Utilities.

4 Q. Thank you. And have you had the opportunity
5 to review the September 2nd, 2016, filing with the
6 commission regarding the transaction we're here
7 reviewing today?

8 A. Yes, I have.

9 Q. Are you comfortable with -- or I shouldn't say
10 comfortable. Are you satisfied that the information
11 provided was sufficient to make a recommendation to the
12 commission on approval or denial of this application?

13 A. Yes.

14 Q. And would you please just tell the commission
15 for the record what the division's opinion is on whether
16 this is in the public interest?

17 A. Sure. The division believes that this
18 transaction is in the public interest. As stated in the
19 information and also stated here today, customers won't
20 have any adverse impact as far as how they are able to
21 use their phones, and customers at the end of the day
22 will actually be getting more minutes and increased text
23 messages and the ability to use some data which they
24 didn't have before.

25 And so because of those two reasons and a

1 variety of others that have already been said, the
2 division believes it's in the public interest to approve
3 this transaction.

4 Q. Thank you.

5 MS. BERTELSEN: I have no further questions
6 for Mr. Coleman, and he's available for
7 cross-examination.

8 JUDGE JONSSON: Any questions?

9 MS. BERTELSEN: I have no questions. Thank
10 you, your Honor, for the opportunity.

11 JUDGE JONSSON: You're welcome. So one of the
12 things that we have to make as a finding under the rule
13 is whether there has been any opposition to the proposed
14 transaction. Now, I can sort of intuit that, but it
15 would be sort of helpful, Mr. Schiffman, if you would
16 just testify as to whether there's been any opposition
17 from any state or regulatory body.

18 MR. SCHIFMAN: No, there hasn't.

19 JUDGE JONSSON: Okay. Great. I think I have
20 everything I need then. So we can go ahead and close
21 this hearing. I will prepare an order today and get it
22 to the commissioners. They generally get back to me
23 pretty promptly, sometimes on the same day. So we'll
24 issue it as quickly as we can. All right?

25 MS. BERTELSEN: Thank you, your Honor. We

1 appreciate it.

2 JUDGE JONSSON: Thank you all very much. All
3 right, callers, I'm hanging up on you.

4

5 (The hearing concluded at 10:55 a.m.)

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C E R T I F I C A T E


STATE OF UTAH)
COUNTY OF SALT LAKE)

THIS IS TO CERTIFY that the foregoing proceedings were taken before me, Teri Hansen Cronenwett, Certified Realtime Reporter, Registered Merit Reporter and Notary Public in and for the State of Utah.

That the proceedings were reported by me in Stenotype, and thereafter transcribed by computer under my supervision, and that a full, true, and correct transcription is set forth in the foregoing pages, numbered 3 through 18 inclusive.

I further certify that I am not of kin or otherwise associated with any of the parties to said cause of action, and that I am not interested in the event thereof.

WITNESS MY HAND and official seal at Salt Lake City, Utah, this 28th day of October, 2016.


Teri Hansen Cronenwett, CRR, RMR
License No. 91-109812-7801

My commission expires:
January 19, 2019

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