

SPRINT CORPORATION

201 Mission Street, Suite 1500
San Francisco, CA 94105

October 12, 2016

Michael C. Amato
Director
Communications Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

RE: Information-Only Filing of Sprint Corporation and Virgin Mobile USA, L.P. (U 4327 C) (“VMU”) re: Transfer of Control of i-wireless, LLC (U 4372 C)

Dear Mr. Amato:

Pursuant to Telecommunications Industry Rule 8.6.3 of Commission General Order No. 96-B, Sprint Corporation (“Sprint”) and its wholly-owned subsidiary, Virgin Mobile USA, L.P. (U 4327 C) (“VMU”), respectfully submit this information-only filing to provide notice to the Commission that Sprint has entered into a transaction (“the transaction”) to acquire control of i-wireless, LLC (U 4372 C) (“i-wireless”), a commercial mobile radio service (“CMRS”) provider in California. The purpose of this letter is to provide the Commission with information regarding the transaction. As required by Rule 8.6.3, Sprint hereby notifies the Commission that there will be no change in the registration information of VMU or i-wireless as a result of the transaction.

I. The Sprint – i-wireless Transaction

On April 29, 2016, Sprint, VMU and i-wireless (the “Parties”) reached an agreement to combine their resources in a wireless Lifeline services partnership that will be strongly positioned to respond both competitively and proactively to the Federal Communications Commission’s (“FCC’s”) vision for a modernized voice and broadband Lifeline program.¹ The transaction consists of two central elements: 1) the transfer of majority control of i-wireless to Sprint; and 2) the transfer of all of Sprint’s Lifeline customer accounts, currently served by Sprint’s wholly owned Eligible Telecommunications Carrier (“ETC”) subsidiary, VMU,² to i-wireless – including all California LifeLine service accounts.³ After the transaction has closed, i-

¹ 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).

² Assurance Wireless is the fictitious business name under which VMU provides federal Lifeline and California LifeLine services in California (hereinafter, jointly, “California LifeLine”).

³ i-wireless is also an ETC in California and provides Lifeline service under the fictitious business name of Access Wireless. When Assurance Wireline’s Lifeline customers are transferred to i-wireless, i-

wireless will operate as the provider of wireless local exchange, interexchange, international and broadband Lifeline services to the combined Lifeline customer base.

Sprint, VMU (Assurance Wireless) and i-wireless will coordinate throughout the process to ensure a smooth transition for their existing customers. Following closing, both the former Assurance Wireless customers and the current i-wireless Lifeline customers will continue to receive service plans equal to or better than they received previously. At this time, the Assurance Wireless California LifeLine service offerings are somewhat more generous than those of i-wireless. Therefore, the Parties propose to establish the current Assurance Wireless California unlimited minutes + unlimited texts + 500 MB data service offering at no cost to the customer as the basic California LifeLine offering for the newly combined customer base of i-wireless. Following the transfer to i-wireless, former Assurance Wireless customers will continue to enjoy the same competitive service offerings as they previously received. Within forty-five (45) days of the closing, any i-wireless customers that are subscribed to a less-generous plan will be upgraded to the new basic plan.⁴ Because both VMU 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.

After the transaction has closed, VMU will continue to act as a provider of pre- and postpaid mobile telephone services in California. Thus, VMU will retain its existing "U" number. VMU will also retain its designation as an ETC, although it will not continue to provide Lifeline service in California. After the customer transfer steps identified below, VMU will file an advice letter to withdraw its existing LifeLine service plans in California.

After the transaction has closed, i-wireless will continue to act as CMRS provider for non-Lifeline customers in California. Thus, i-wireless will also retain its existing "U" number. The non-Lifeline customers of i-wireless will continue to be i-wireless customers and will experience no change in their existing service.

Notice to Customers

Assurance Wireless has already transmitted notices to its customers that their California LifeLine service will be provided by i-wireless under the name of Access Wireless. Copies of the Web, IVR and SMS notices are attached to this information-only filing.

wireless will already be controlled by Sprint. Accordingly, AW's current customers will continue to be Sprint Lifeline customers.

⁴ The 45-day transition period is necessary because i-wireless customers have their minutes loaded on different days during the month based on their service initiation date. These customers will receive advance notice of the change to their service plans. As noted, this will result in an improvement to the value of the services they receive.

i-wireless will notify its customers of the transaction and regarding Lifeline rate plan enhancements described above and included in its recently approved Advice Letter 12/12A, and any subsequently filed advice letters.

Operations

i-wireless and Assurance Wireless have already met with the California LifeLine Team at the Commission and with Xerox in its role as the California LifeLine Administrator (“Xerox”), to review all of the steps required for the transfer of Assurance Wireless customers to i-wireless as a result of the transaction. The Parties have been advised by Xerox that it will be able to re-identify all of the existing Assurance Wireless customers as i-wireless customers in Xerox’ databases through a single software process; however, these discussions continue. The Parties will notify Xerox at the earliest appropriate time for execution of that process. As stated above, there will be no change in the provision by Sprint of wireless services to the combined customer base of the two ETCs.

Outreach to Consumer Representatives

Prior to submission of this information-only letter to the Commission, i-wireless filed and served Advice Letter 12 (dated September 6, 2016) and its supplement thereto, Advice Letter 12-A (dated October 10, 2016), describing several modifications to its California LifeLine offering upon closing of the transaction described herein. Advice Letter 12 provided not only an overview but also highly detailed information regarding the transaction. Advice Letter 12-A provided clarifications requested by the staff of the Communications Division. These advice letters were served on, among numerous others, representatives of various consumer groups, including TURN, the Office of Ratepayer Advocates, The Greenlining Institute, the Center for Accessible Technology, and the National Center for Consumer Law. Since the filing of Advice Letter 12, no protest has been filed, and these entities have not contacted either i-wireless or Sprint with any questions or concerns.⁵

Conclusion

The Parties have worked closely with the Commission’s LifeLine Team and with Xerox to accomplish the transaction in a manner that minimizes any interference with or disruption to the services of Assurance Wireless and i-wireless customers. The Parties wish to express their appreciation for the assistance provided by the LifeLine Team.

⁵ The Parties are simultaneously sending a copy of this Information-Only letter to representatives of these consumer groups. The Parties will invite these groups to contact them if they have any questions or comments and will further offer to provide information and assistance if their constituents have questions concerning the transaction.

Michael C. Amato
Director, Communications Division
October 12, 2016
Page 4

If you have any questions regarding this information-only filing, please do not hesitate to contact me by telephone at (415) 572-8358 or by email at Stephen.H.Kukta@Sprint.com.

Respectfully submitted:

/s/

Stephen H. Kukta

Director & Senior Counsel
Sprint Corporation

SHK:ens
Enclosures

cc: (w/ enclosures):
Jonathan Lakritz
Fe Lazaro
Michaela Pangilinan

SMS Copy – CA ONLY:

ASWFreeMSG: Important notice about a change to your CA LifeLine service provider.
Click for details: <http://msg4u.us/xxxxx> or call FREE 1-877-976-4541

Content viewed when customer clicks link within SMS:



To listen to a message, please call FREE **1-877-976-4541** 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 California LifeLine phone service will be provided by Access Wireless using the Sprint Nationwide Network. No action on your part is required to continue receiving California 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, texts and data 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 California 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. As with Assurance, you will not have a contract with Access Wireless, and have the right to change LifeLine providers.

More information will be provided to you soon. Access Wireless looks forward to serving you.

IVR Script: Change in Service Provider Notification

Please listen to this important message.

Thank you for being an Assurance Wireless customer. This message is to let you know that Assurance Wireless will soon be part of Access Wireless, another major provider of Lifeline services.

Once regulatory approval is obtained, beginning on or after October 3, 2016, Access Wireless will provide your wireless Lifeline phone service. Just like Assurance Wireless, Access uses the Sprint Nationwide Network.

What's important to know is that you do NOT need to take any action. With Access Wireless, you will continue to use your SAME phone with the SAME telephone number. And, you will receive as many or more free minutes, texts and data.

As with Assurance, you will not have a contract with Access Wireless, and have the right to change Lifeline providers.

There's no need to call. More information will be provided to you soon so watch your phone for more messages. In the meantime, you can also visit Access Wireless online at www.accesswireless.com.

Although our name is changing, as Assurance Wireless becomes part of Access Wireless, we look forward to serving you. Thank you and have a great day.

To speak to a representative, please press 9.

Address: www.accesswireless.com/changeinprovider

WEB COPY

Change in Service Provider Notification

Thank you for being an Assurance Wireless customer. Assurance Wireless will soon be part of Access Wireless, another major provider of Lifeline services.

Beginning on or after October 3, 2016, and once regulatory approval is obtained, Access Wireless will provide your wireless Lifeline phone service. Just like Assurance Wireless, Access uses the Sprint® Nationwide Network.

What's important to know is that you do NOT need to take any action to stay with Access Wireless. You will continue to use your SAME phone with the SAME telephone number. And, you will receive as many or more free minutes, texts and data.

As with Assurance, you will not have a contract with Access Wireless, and have the right to change Lifeline providers.

There's no need to call Assurance Wireless. More information will be provided to you soon so watch your phone for more messages.

Although our name is changing, as Assurance Wireless becomes part of Access Wireless, we look forward to serving you.