

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

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

May 18, 2021

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Attn: International Bureau

Re: Joint Application for Approval of a Transfer of Control of AirVoice Wireless, LLC

Dear Ms. Dortch,

By the attached Joint Application, AirVoice Wireless, LLC (“AirVoice”) and VTel Holdings, LLC (“VTel”), hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.01, 63.03, 63.04, 63.18 and 63.24 of the Federal Communications Commission’s (the “FCC”) rules, to transfer control of AirVoice to VTEL.

This filing with the International Bureau and the applicable credit card payment in the amount of \$1,195.00, which satisfies the filing fee required under the FCC’s rules, are being submitted electronically through MyIBFS.

If you have any questions concerning the attached, please do not hesitate to contact me. Thank you.

Respectfully submitted,

/s/ Lance Steinhart

Lance J.M. Steinhart, Esq.
Managing Attorney
Lance J.M. Steinhart, P.C.
*Attorneys for AirVoice Wireless, LLC and
VTel Holdings, LLC*

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)
)
AirVoice Wireless, LLC)
Assignor,)
)
and)
)
VTel Holdings, LLC)
Assignee,)
)
Joint Application for Consent to Transfer Control)
of a Company Holding International Section)
214 Pursuant to the Communications)
Act of 1934, as Amended)
_____)

File No. _____

JOINT INTERNATIONAL APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.01, 63.03, 63.04, 63.18 and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.01, 63.03, 63.04 and 63.24, AirVoice Wireless, LLC (“AirVoice”) and VTel Holdings, LLC (“VTel”) (collectively, the “Applicants”) hereby respectfully request Federal Communication Commission (“Commission”) consent for the transfer of control of AirVoice to VTel (“Joint Application”).

Pursuant to the terms of the Membership Interest Purchase Agreement dated May 17, 2021, by and among 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 all of whom are US Citizens); and VTel (the “Transaction”). The consummation of the Transaction is contingent upon any required regulatory approval, including this Joint Application. Attached as Exhibit B hereto please find a diagram of AirVoice’s ownership, both pre-transaction and post-transaction, showing the ten percent (10%) or greater direct or indirect ownership interests.

I. REQUEST FOR STREAMLINED TREATMENT

The Applicants respectfully request streamlined treatment of this Joint Application pursuant to Section 63.12 of the Commission’s rules, 47 C.F.R. §. 63.12. This Joint Application qualifies for streamlined treatment under Section 63.12 of the Commission’s rules because: (1) Applicants are not affiliated with any foreign carrier as a result of the Transaction; (2) as a result of the Transaction, the Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, nor will the Applicants be so affiliated post-close; and (3) none of the other scenarios outlined in Section

63.12(c) of the Commission's rules apply.

The Applicants request expeditious approval of the Transaction and transfer of control, which would serve the public interest by allowing customers to continue to receive competitive services from AirVoice under its new ownership without interruption. As a competitive provider of wireless services and other services and products, VTel is well qualified to manage the services provided by AirVoice to its customers.

II. DESCRIPTION OF THE APPLICANTS

A. AirVoice Wireless, LLC (FRN: 0019466515)

AirVoice is a Michigan limited liability company with headquarters located at 2425 Franklin Road, Bloomfield Hills, Michigan 48302. AirVoice has authority to provide international telecommunications services.¹

B. VTel Holdings, LLC (FRN: 0030901045)

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 has considerable financial resources that will be available, as needed, to support AirVoice 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

¹ File No. ITC -214-20130710-00185 authority to provide global or limited global resale services granted August 2, 2013.

authorized to provide non-Lifeline wireless service throughout the United States, and provides Lifeline 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. Other than Cintex and NewPhone, Henry Hung Do does not hold ten percent (10%) or greater interest in any other provider of domestic or international telecommunications services.

III. DESCRIPTION OF THE TRANSACTION

The Transaction is a membership interest purchase agreement under which VTel will acquire one hundred percent (100%) of the ownership interests of AirVoice. AirVoice 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 customers throughout the United States, Puerto Rico and the US Virgin Islands. Customers will continue to be serviced by AirVoice on substantially the same terms and conditions as previously provided by AirVoice. The consummation of the Transaction will not result in an interruption, reduction, loss or impairment of services to any customer. All existing customers of AirVoice will continue to be served pursuant to AirVoice's existing international and domestic section 214 authorizations. Key members of AirVoice's day to day operations will remain with AirVoice.

The Transaction will not result in a reduction or impairment of service to AirVoice's customers. As more fully described below in the public interest statement, AirVoice will continue to provide a high level of technical operations and customer service to its customers.

The Transaction raises no competitive issues. VTel and AirVoice will continue to compete with other providers of telecommunication services.

No radio licenses will be included in the Transaction. No foreign carrier affiliations resulted from this Transaction, and consumers will not be harmed.

IV. PUBLIC INTEREST STATEMENT

Approval of the Transaction will serve the public interest, convenience, and necessity as it will permit the continued, uninterrupted provision of high-quality service to AirVoice's customers. Approval will also promote competition in the telecommunications marketplace. The effect of the Transaction and transfer of control of AirVoice to VTel will not result in an interruption, reduction, loss or impairment of services to any customer. Further, the Applicants are not aware of any harm to customers or to the market that will occur as a result of the Transaction. The Transaction will be transparent to customers and will not have a negative impact on the public interest, services to customers, or competition. The continued provision of service by AirVoice under VTel ownership will provide customers the positive benefit of access to existing and new product offerings, both AirVoice's and VTel's valued personnel, and the full strength of VTel's telecommunications capabilities and business expertise. The resulting synergy will enable AirVoice to achieve measurable growth at the same time as it develops improved operating efficiencies, both necessary components for AirVoice to thrive.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Joint Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, which include the information requested in Section 63.18:

(a) Name, address, and telephone number of each of the Applicants.

Assignor:

AirVoice Wireless, LLC
Jim Bahri, Chief Executive Officer
2425 Franklin Road
Bloomfield Hills, Michigan 48302
Telephone: (248) 239-0180
FRN: 0019466515

Assignee:

VTel Holdings, LLC
Henry Hung Do, President
9920 Brooklet Drive, Houston, Texas 77009
Telephone: (567) 803-0194
FRN: 0030901045

(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized.

AirVoice is a limited liability company organized under the laws of the State of Michigan. VTel is a limited liability company organized under the laws of the State of Texas.

- (c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed. (Answer to IBFS Main Form Question 10.)**

Legal Counsel to All Applicants (to whom correspondence should be addressed):

Lance J.M. Steinhart, P.C.
Attorneys At Law
1725 Windward Concourse, Suite 150
Alpharetta, Georgia 30005
Attention: Lance J.M. Steinhart, Esq.
Managing Attorney
Telephone: (770) 232-9200
Email: lsteinhart@telecomcounsel.com

- (d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized. (Answer to IBFS Main Form Question 10)**

AirVoice Wireless, LLC holds blanket interstate Section 214 authority, and Section 214 global and limited global resale authority to provide international services. See File No. ITC-214-20130710-00185. On April 28, 2021, Cintex Wireless, LLC (a VTel affiliate) filed an Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 CFR § 63.18(e)(1); See File No. ITC-214-20210428-00075. The application went on public notice on May 7, 2021.

(e-g) Not applicable.

- (h) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of VTel, and the percentage of equity owned by each of those entities (to the nearest one percent). (Answer to IBFS Main Form Question 11 and 12)**

Henry Hung Do, a United States Citizen, owns 100% of the equity of VTel. VTel does not have any interlocking directorates with a foreign carrier.

- (i) A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with, a foreign carrier. (Answer to IBFS Main Form Question 14 to 17)**

VTel certifies that (a) it is not a foreign carrier and is not affiliated with a foreign carrier, and (b) it will not become a foreign carrier or become affiliated with a foreign carrier post-close.

(j) A certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country. (Answer to IBFS Main Form Question 14 to 17)

VTel certifies that it does not seek to provide international telecommunications services to any destination country where (i) the Applicants are a foreign carrier; (ii) the Applicants control a foreign carrier; (iii) any entity that owns more than 25 percent of Applicants, or that controls Applicants, controls a foreign carrier; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Applicants and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) For any country that the applicant has listed in response to paragraph (j) of this section that is not a member of the World Trade Organization, the applicant shall make a demonstration as to whether the foreign carrier has market power, or lacks market power, with reference to the criteria in §63.10(a). (Answer to IBFS Main Form Question 14 to 17)

Not applicable

(l) [Reserved]

(m) With respect to regulatory classification under §63.10 of this part, any applicant that is or is affiliated with a foreign carrier in a country listed in response to paragraph (i) of this section and that desires to be regulated as non-dominant for the provision of particular international telecommunications services to that country should provide information in its application to demonstrate that it qualifies for non-dominant classification pursuant to §63.10 of this part. (Answer to IBFS Main Form Question 14 and 17)

Not applicable

(n) A certification that the applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future. (Answer to IBFS Main Form Question 21)

VTel certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and they will not enter into such agreements in the future.

(o) A certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853a. (Answer to IBFS Main Form Question 25)

VTel certifies that, pursuant to sections 1.2001 through 1.2003 of the Commission's rules, they are not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(p) If the applicant desires streamlined processing pursuant to §63.12, a statement of how the application qualifies for streamlined processing. (Answer to IBFS Main Form Question 20)

Applicants request streamlined processing of this Joint Application pursuant to section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. This Joint Application qualifies for streamlined treatment under section 63.12(c) of the Commission's rules because (i) Applicants are not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction; (ii) Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, nor will Applicants be so affiliated post-close; and (iii) none of the other scenarios outlined in section 63.12(c) of the Commission's rules, 47 C.F.R. § 63.12, apply.

VI. ADDITIONAL CERTIFICATIONS BY APPLICANTS

Applicants certify that Applicants: (i) will comply with CALEA and related Commission rules and orders to the extent applicable; (ii) make communications to, from, or within the United States, as well as records thereof, available to U.S. law enforcement officials; (iii) designate a U.S. citizen or permanent U.S. resident as a point of contact for the execution of lawful requests and as an agent for legal service of process; (iv) affirm that all information submitted to the Commission as part of the application process is complete and accurate, and will promptly inform the Commission and the Executive Branch agencies of any (a) substantial and significant changes in such information, while an application is pending, as defined in section 1.65 of the Commission's rules, and (b) applicant or contact information changes after the application is no longer pending promptly and in any event within thirty (30) days; and (v) affirm their understanding that failure to fulfill any of the conditions of the grant of their applications can result in license revocation or termination and criminal and civil penalties.

VII. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Commission grant this Joint Application and consent to the transfer of control of AirVoice to VTel to allow the uninterrupted provision of services to AirVoice's customers.

Respectfully submitted,

/s/ Lance J.M. Steinhart

Lance J.M. Steinhart, Esq.
Managing Attorney
Lance J.M. Steinhart, P.C.
Attorneys At Law
1725 Windward Concourse, Suite 150
Alpharetta, Georgia 30005
(770) 232-9200 (Phone)
lsteinhart@telecomcounsel.com (E-Mail)

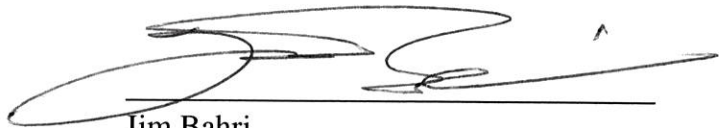
Dated: May 18, 2021

EXHIBIT A
CERTIFICATIONS

CERTIFICATION

I, Jim Bahri, hereby state under penalty the perjury that I am the CEO of Air Voice Wireless, LLC, that I have reviewed the foregoing Joint Application and know the contents thereof, and that the statements made therein are true and correct to the best of my knowledge and belief.

Dated: 5/17/2021

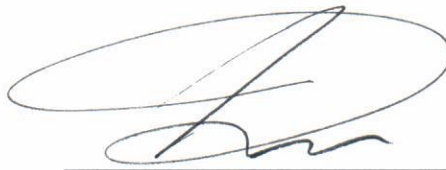
A handwritten signature in black ink, appearing to read 'Jim Bahri', is written over a horizontal line. The signature is stylized and cursive.

Jim Bahri
CEO
Air Voice Wireless, LLC

CERTIFICATION

I, Henry Hung Do, hereby state under penalty the perjury that I am President of VTel Holdings, LLC, that I have reviewed the foregoing Joint Application and know the contents thereof, and that the statements made therein are true and correct to the best of my knowledge and belief.

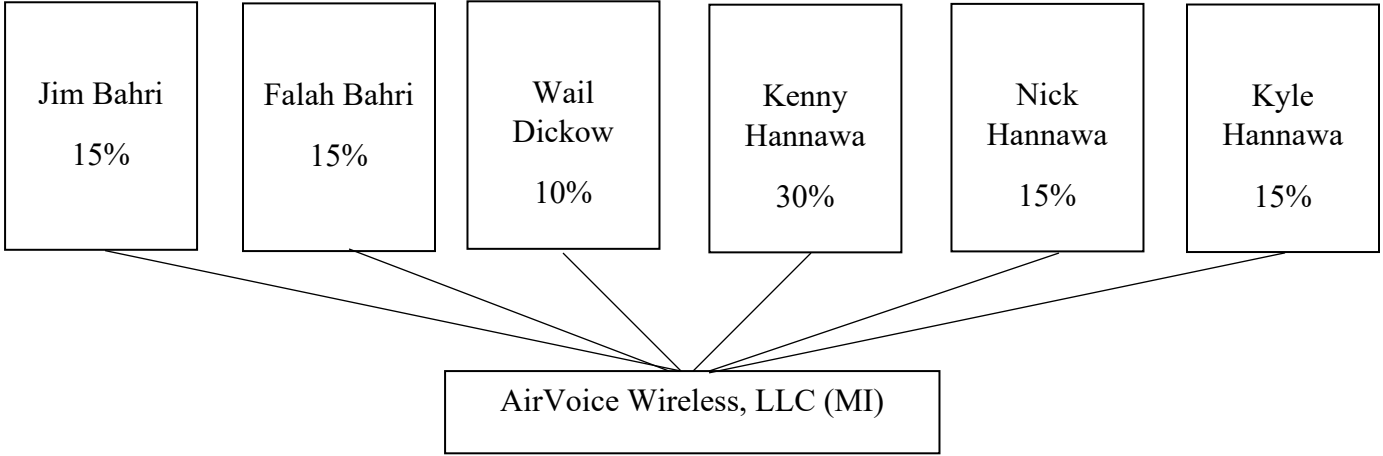
Dated: 05/17/2021



Henry Hung Do
President
VTel Holdings, LLC

EXHIBIT B
ORGANIZATIONAL CHARTS

Pre-Transaction



Post Transaction

