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July 19, 2021

Via Electronic Filing

Mr. Mark Johnson  
Executive Director and Secretary  
Washington Utilities and Transportation Commission  
1300 South Evergreen Park Drive, SW  
Olympia, WA 98504

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COMMISSION

Re: Boomerang Wireless, LLC – Revised Notice of Transfer of Control; Docket No. UT-121610

Dear Mr. Johnson:

By a letter dated July 7, 2021, Boomerang Wireless, LLC (Boomerang or Company), by its undersigned counsel, notified the Washington Utilities and Transportation Commission (Commission) that it intends to consummate a transaction that will result in a material change in control of its ownership. By this letter, Boomerang provides a revised description of the company acquiring control of Boomerang. As such, Boomerang respectfully requests to withdraw the July 7, 2021 letter and replace it with this letter. On December 12, 2013, the Commission designated Boomerang as an Eligible Telecommunications Carrier in Washington for the purpose of providing federal Lifeline service.<sup>1</sup> It is Boomerang’s understanding that prior Commission approval is not required for the contemplated transaction. Therefore, Boomerang submits this letter solely for the Commission’s information.

Boomerang is currently majority-owned (51%) by HH Ventures, LLC (HH Ventures), an Iowa limited liability company, and minority-owned (49%) by ViaOne Acquisition Company, LLC (ViaOne), a Delaware limited liability company. Prior to December 18, 2020, Boomerang was wholly owned by HH Ventures. On December 18, 2020, HH Ventures and ViaOne entered into a Membership Interest Purchase Agreement (Agreement) wherein ViaOne agreed to purchase Boomerang from HH Ventures. Under the Agreement, ViaOne initially acquired 49% of the Membership Interests owned by HH Ventures and it will now acquire the remaining 51% of the Membership Interests, thereby gaining control of Boomerang, upon receiving necessary regulatory approvals. ViaOne is equally owned by

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<sup>1</sup> *In re the Matter of the Petition of Boomerang Wireless, LLC, d/b/a enTouch Wireless, Seeking Designation as an Eligible Telecommunications Carrier in the State of Washington pursuant to 47 U.S.C. § 214(e)(2) (Low Income Only), Order Granting Eligible Telecommunications Carrier Designation with Conditions and Exemption from Rule, Docket No. UT-121610, Order No. 01 (Dec. 12, 2013).*

three entities: Flagship Equity Partners, LLC; BBBY, Ltd.; and SXCS Investments, LLC. Each of these entities is organized under the laws of the State of Texas and none has a controlling ownership interest in ViaOne.

Following the proposed change in Boomerang's ownership, the Company's corporate and trade names and identifiers will remain unchanged. Furthermore, Boomerang's contact information on record with the Commission will remain unchanged. The proposed transaction will not result in any loss or impairment of service for any customer, and immediately following consummation of the transaction, customers will continue to receive their existing services at the same or better rates, terms, and conditions than currently in effect.<sup>2</sup> Thus, the proposed transaction holds no adverse effects for the Company's customers and, indeed, will be transparent to them.

Boomerang further advises the Commission that the proposed transaction will deliver meaningful public interest benefits to consumers in Washington. Boomerang focuses on providing Lifeline service to qualifying low-income consumers residing in Washington. ViaOne's affiliated company, ViaOne Services, LLC (ViaOne Services),<sup>3</sup> has extensive experience in providing operational, marketing and regulatory compliance consulting services to wireless carriers. Following the transaction, Boomerang will be able to leverage fully ViaOne Services' expertise to continue to provide low-income consumers in Washington with high-quality voice and broadband Internet services.

Please contact me at (202) 342-8566 or [jguyan@kelleydrye.com](mailto:jguyan@kelleydrye.com) if there are any questions regarding this submission.

Respectfully submitted,



Joshua T. Guyan

*Counsel for Boomerang Wireless, LLC*

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<sup>2</sup> Future changes to Boomerang's service offerings and/or the rates, terms and conditions applicable to those offerings will be implemented consistent with applicable regulatory requirements.

<sup>3</sup> ViaOne Services is a Texas limited liability company. Over 98 percent of ViaOne Services is owned by the same three entities that own ViaOne with each having a 32.84 percent ownership interest. The remaining less than two percent of ViaOne Services is owned by two individuals. None of the owners has a controlling ownership interest in ViaOne Services.