



111 Pacifica, Ste 160, Irvine, CA 92618

May 29, 2012

RECEIVED

MAY 31 2012

PUBLIC SERVICE
COMMISSION

Via Fed Ex

Kentucky Public Service Commission
211 Sower Blvd.
P.O. Box 615
Frankfort, KY 40602

Re: Acquisition of Assets of Simple Mobile, LLC. By TracFone Wireless, Inc.

Dear Sir or Madam:

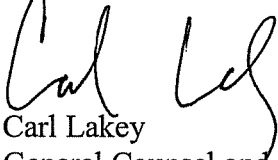
This is to advise the Kentucky Public Service Commission that on May 9, 2012, TracFone Wireless, Inc. ("TracFone") entered into an agreement with the owners of Simple Mobile, L.L.C. ("Simple Mobile") to acquire the assets of Simple Mobile. The parties to that agreement contemplate that the transaction will be consummated between June 18, 2012 and June 25, 2012.

Both TracFone and Simple Mobile are registered with the Commission to provide commercial mobile radio service on a resale basis in Kentucky. There is no transfer of control, or any change to Simple Mobile's registration with the Commission at this time. Pursuant to KRS 278.54611(1), the Commission does not have jurisdiction to regulate commercial mobile radio services. Nevertheless, we provide this letter as a courtesy to the Commission.

From a customer perspective, the transfer will be seamless. There will be no immediate changes in Simple Mobile's services, or its rates, terms or conditions, after Closing. Simple Mobile-branded service will continue to be available in Kentucky and Kentucky consumers will continue to be able to purchase additional quantities of prepaid Simple Mobile wireless airtime if they wish to do so. Customer service will continue to be available to Simple Mobile consumers and will be accessed in the same manner, *e.g.*, by dialing the same toll-free telephone number. Moreover, because Simple Mobile service is prepaid wireless service, no consumer is committed to Simple Mobile beyond the amount of prepaid service already purchased.

If you have questions about this impending asset purchase or if additional information is requested, please contact the undersigned counsel for Simple Mobile.

Sincerely,

A handwritten signature in black ink, appearing to read "Carl Lakey". The signature is written in a cursive style with a large initial "C" and "L".

Carl Lakey
General Counsel and EVP, Business and Legal Affairs

Cc: Mitchell F. Brecher, counsel for TracFone