Virgin Mobile USA, Inc.
Form 10-K
March 17, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-K

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended: December 31, 2007

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-33735

VIRGIN MOBILE USA, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**20-8826316**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
10 Independence Boulevard	
Warren, NJ 07059	**10019**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant s telephone number including area code: (908) 607-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of Exchange on Which Listed
Class A common stock, par value $0.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES ¨ NO x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES ¨ NO x

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES x NO ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ¨ Accelerated Filer ¨ Non-Accelerated Filer x Smaller Reporting Company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ¨ NO x

The initial public offering of the registrant s Class A common stock, par value of $0.01 per share, was completed on October 16, 2007. There was no public market for the Company s common stock prior to that date.

The number of shares of each of the registrant s classes of common stock outstanding as of March 1, 2008 was as follows:

Class A common stock, par value $0.01 per share	53,129,157
Class B common stock (privately held)	1
Class C common stock (privately held)	115,062

Documents Incorporated by Reference

Applicable portions of the Proxy Statement for the Annual Meeting of Stockholders of the Company to be held on May 15, 2008 are incorporated by reference into Part III of this Form 10-K.

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Introductory Note

In this annual report on Form 10-K (the annual report), unless we state otherwise or the context otherwise requires, the terms (1) we , us and our refer to Virgin Mobile USA, Inc., a Delaware corporation and its consolidated subsidiaries; (2) Operating Partnership refers to Virgin Mobile USA, L.P., a Delaware limited partnership through which we conduct our business; (3) Sprint Nextel refers to Sprint Nextel Corporation, a Kansas corporation, and its affiliated entities; and (4) the Virgin Group refers to Virgin Group Holdings Limited, a British Virgin Islands company and its affiliated entities.

Certain of the titles and logos of our products referenced in this annual report are our intellectual property. Each trade name, trademark or servicemark of any other company appearing in this annual report is the property of its holder.

This annual report includes industry data and forecasts that we have prepared based, in part, upon industry data and forecasts obtained from industry publications and surveys and internal company surveys. Third-party industry publications and surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. The statements regarding our market position in this annual report are based on information derived from market studies and research reports cited in this annual report.

Although some of the companies that compete in our markets are publicly held as of the date of this report, some are not. Accordingly, only limited public information is available with respect to our relative market strength or competitive position. Unless we state otherwise, our statements about our relative market strength and competitive position in this annual report are based on our management s belief, internal studies and our management s knowledge of industry trends.

In this annual report, unless we state otherwise, (1) references to the Yankee Group refer to the Yankee Group s Market Adoption Monitor and Forecast published in 2007, (2) references to the Cassandra Report refer to The Intelligence Group s Cassandra Report published in 2006 and (3) references to Current Analysis refer to Current Analysis, Inc. s report published in 2007.

The following annual report should be read in conjunction with our financial statements and related footnotes, included in Item 8 of this document. Unless the context indicates otherwise, whenever we refer in this annual report to a particular fiscal year, we mean the fiscal year ending December 31 in that particular calendar year.

Our Internet website is ***www.virginmobileusa.com***. The content of our website is not deemed to be incorporated by reference into this report nor should it be deemed to have been filed with the SEC. We make available free of charge on our website or provide a link on our website to our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. Also, recent Section 16 filings with the SEC made by us or any of our executive officers or directors with respect to our Common Stock are made available free of charge through our website. The periodic reports and amendments and the Section 16 filings are made available through our website as soon as reasonably practicable after such report or amendment is electronically filed with the SEC. To access these filings, go to our website, then click on our Investor Relations heading.

Forward-Looking Statements

This annual report contains certain forward-looking statements and information relating to us that are based on the beliefs of our management as well as assumptions made by, and information currently available to, us. These statements include, but are not limited to, statements about our strategies, plans, objectives, expectations, intentions, expenditures, and assumptions and other statements contained in this annual report that are not historical facts. When used in this document, words such as anticipate, believe, estimate, expect,

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intend, plan and project and similar expressions, as they relate to us are intended to identify forward-looking statements. These statements reflect our current views with respect to future events, are not guarantees of future performance and involve risks and uncertainties that are difficult to predict. Further, certain forward-looking statements are based upon assumptions as to future events that may not prove to be accurate.

Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. These factors include, among other things:

- changes to our business resulting from increased competition;
- our ability to develop, introduce and market innovative products, services and applications;
- our customer turnover rate, or churn ;
- bulk handset purchase and trading schemes;
- changes in general economic, business, political and regulatory conditions;
- availability and cost of the nationwide Sprint PCS network and Sprint Nextel s costs associated with operating the network;
- potential liability resulting from pending or future litigation, or from changes in the laws, regulations or policies;
- the degree of legal protection afforded to our products;
- changes in interest rates;
- changes in the composition or restructuring of us or our subsidiaries and the successful completion of acquisitions, divestitures and joint venture activities; and
- the various other factors discussed in the Risk Factors section of this report.

Many of these factors are macroeconomic in nature and are, therefore, beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results, performance or achievements may vary materially from those described in this annual report as anticipated, believed, estimated, expected, intended, planned or projected. We neither intend nor assume any obligation to update these forward-looking statements, which speak only as of their dates.

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PART I

Item 1. Business.

Overview

We are a leading national provider of wireless communications services, offering prepaid, or pay-as-you-go, services targeted at the youth market. Our customers are attracted to our products and services because of our flexible monthly terms, easy to understand pricing structures, stylish handsets offered at affordable prices and relevant mobile data and entertainment content. Approximately half of our current customers are ages 35 and over. We offer our products and services on a flat per-minute basis and on a monthly basis for specified quantities, or buckets, of minutes purchased in advance in each case without requiring our customers to enter into long-term contracts or commitments.

As of December 31, 2007, we served approximately 5.1 million customers, which represented an 11.2% increase over the 4.57 million customers we served as of December 31, 2006. As of September 30, 2007, the most recent date for which industry-wide data is available, we estimate that we accounted for 13.7% of the pay-as-you-go market in the United States. Our revenues and net income for the year ended December 31, 2007 were approximately $1.3 billion and $4.2 million, respectively. Historically, we have grown our business organically, but we may consider mergers, acquisitions and strategic investments from time to time that we expect to enable us to achieve greater scale, cost or technology advantages.

We market our products and services under the Virgin Mobile brand, which enjoys strong brand awareness and in 2004 was rated as one of the top trendsetting brands in any sector by the Cassandra Report, which tracks youth trends in the United States. We have exclusive rights to use the Virgin Mobile brand for mobile voice and data services through 2027 in the United States, Puerto Rico and the U.S. Virgin Islands through our trademark license agreement with the Virgin Group.

We provide our services using the nationwide Sprint PCS network. We purchase wireless network services at a price based on Sprint Nextel s cost of providing these services plus a specified margin under an agreement which runs through 2027. As a result, we are able to dedicate our resources to acquiring and servicing customers rather than to acquiring spectrum or building and maintaining a wireless network. We control our customers experience and all customer touch points, including brand image, pricing, mobile content, marketing, distribution and customer care.

We were founded as a joint venture between Sprint Nextel and the Virgin Group and launched our service nationally in July 2002, reaching one million customers in November 2003, within eighteen months of our national launch. In October 2007, we completed our initial public offering and a related reorganization. Following the reorganization, Virgin Mobile USA, LLC converted into a Delaware limited partnership and changed its name to Virgin Mobile USA, L.P. (the Operating Partnership) and became the indirect, majority-owned subsidiary of Virgin Mobile USA, Inc., a holding company which holds, directly and indirectly through Bluebottle USA Investments L.P. (Bluebottle Investments) and Bluebottle USA Holdings L.P. (Bluebottle Holdings), partnership units in the Operating Partnership and all of the outstanding limited liability company interests of VMU GP, LLC, the general partner of Bluebottle Investments. As an indirect owner of VMU GP1, LLC, the sole general partner of the Operating Partnership, Virgin Mobile USA, Inc. operates and controls all of the business and affairs of the Operating Partnership. Virgin Mobile USA, Inc., directly and through its subsidiaries, and Sprint Nextel are the only partners of the Operating Partnership. Virgin Mobile USA, Inc. consolidates the financial results of the Operating Partnership, and the ownership interest of Sprint Nextel in the Operating Partnership is treated as a minority interest in our consolidated financial statements.

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The following diagram depicts our current organizational structure:

Business Model

As a mobile virtual network operator, or MVNO, we do not own or operate a physical network, which frees us from related capital expenditures and allows us to focus our resources on content and customer service. We control all aspects of our customer relationship, including image, pricing, content, advertising and marketing, distribution, customer care and the information technology platform. This structure allows us to dedicate the majority of our resources to acquiring and servicing customers rather than acquiring spectrum or building and maintaining a capital intensive wireless network. As a result, in the year ended December 31, 2007, we expended approximately 2.2% of our revenues on capital expenditures (mostly to support information technology and customer support infrastructure). Moreover, the simple, grab-and-go packaging of our handsets enables efficient distribution in third-party stores, saving us the expense of owning and operating our own retail stores.

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Competitive Strengths

We believe that the following key strengths enable us to compete effectively in the wireless communications market:

Differentiated Market Approach. We have been pioneers in the U.S. wireless industry, offering innovative, youth-oriented pay-as-you-go plans without long-term contracts or commitments. Our service plans, which include both flat per-minute rates and hybrid plans with monthly buckets of minutes purchased in advance, are attractive alternatives to traditional postpaid plans. Our stylish and affordable handsets and our voice and data service offerings, including VirginXL and VirginXtras (mobile entertainment applications which include ringtones, text, instant and picture messaging, email, games, graphics, internet search and information content), are designed to make Virgin Mobile particularly appealing to the youth market. We believe that the relevance and appeal of our non-voice services is evidenced by the fact that approximately 16.4% of our net service revenues for the year ended December 31, 2007 were from non-voice services. These services provide an additional source of revenue and we believe provide us with improved customer retention.

Strong Brand. Virgin Mobile is the number one brand for prepaid wireless services in the United States in awareness and purchase consideration among 14-34 year-olds, according to Gallagher Lee Brand Tracking (fourth quarter 2006), and was rated as one of the top ten trendsetting brands in any sector in the United States by the Cassandra Report in 2004. We benefit from our brand association with the Virgin Group, a globally recognized consumer organization with interests ranging from transportation to leisure and entertainment. We believe that our customers identify with brands and products that reflect their values and our marketing efforts focus on leveraging the popular attributes of the Virgin brand: fun, style, good value and social responsibility. We believe that this strong brand association is one of our most distinct and powerful competitive advantages and is difficult for our competitors to replicate. We have exclusive rights to use the Virgin Mobile brand through 2027 for mobile voice and data services in the United States, U.S. Virgin Islands and Puerto Rico through our trademark license agreement with the Virgin Group.

Extensive and Efficient Distribution. Our nationwide distribution network is comprised of approximately 140,000 third-party retail stores that offer account replenishment, or Top-Up cards, including more than 40,000 retail locations that also sell our handsets. We distribute our products through leading national retailers, including Wal-Mart, Best Buy, RadioShack and Target, and generally receive favorable product positioning in their retail locations. Our products are designed to require minimal sales assistance, which enables us to distribute them cost-effectively through third-party channels and eliminates the need to expend capital to build and operate our own retail stores.

Award-winning Customer Service. Our award-winning customer service program, Virgin Mobile At Your Service, provides user-friendly and effective customer service through our call centers and our website. Our high quality of customer service helps us to retain customers. As a result, we believe that our churn is among the lowest in the prepaid segment of the wireless communications industry. Our low churn is also a direct result of customer retention programs. We consistently receive high ratings in customer satisfaction surveys. In both 2006 and 2007, we were the sole recipient of the J.D. Power and Associates Award for Wireless Prepaid Customer Satisfaction and our customer satisfaction consistently exceeds 90%, according to Market Strategies, Inc., which we have engaged to survey our performance since 2003.

Capital Efficient Business. Our MVNO business model, easy-to-understand products and services, cost-efficient distribution channels and focused marketing strategy have made us one of the lowest cost operators in the wireless communications industry. As an MVNO, we have substantially lower capital expenditures than those of wireless communications providers that own their networks. While we expect to continue to subsidize handsets in order to acquire additional customers, we do not operate our own retail stores, which saves us substantial sales and distribution costs. In addition, we pay Sprint Nextel for wireless services only to the extent of our customers usage. As a result, we have a highly variable cost structure, which we believe has allowed us to reach profitability faster than if we were to maintain our own network.

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Our strategy allows us to tailor services and direct resources at our target segment and not to the broader wireless communications market targeted by many other U.S. wireless communications providers. As a result, we are able to compete effectively in this target market against larger wireless communications providers.

Proven and Committed Management Team. We are led by a highly experienced management team, which has significant expertise in the telecommunications, internet and e-commerce, media and entertainment, consumer products and retail industries. Many members of our management team joined us prior to our national launch and have been instrumental in developing and implementing our business model.

Business Strategy

We believe the following components of our business strategy will allow us to continue our growth and improve our profitability:

Focus on Fast-growing Segments of U.S. Wireless Market. We focus on two fast-growing segments of the U.S. wireless communications market: youth and pay-as-you-go. We believe there is substantial demand in the United States for our straightforward, value-oriented wireless communication services. According to the Yankee Group, the number of users of wireless service in the under 35 year-old segment in the United States was projected to increase by 16 million from 2006 to 2008, representing approximately 42% of the total growth in U.S. wireless customers over the same period. According to the Yankee Group, as of September 30, 2007, there were approximately 34.5 million pay-as-you-go wireless customers in the United States, with the U.S. prepaid and hybrid market representing 14.4% of total wireless customers. That number is expected to grow to approximately 53.0 million by 2011, representing a 12.4% compound annual growth rate over the same period, according to the Yankee Group. By comparison, the mobile penetration rates in western European markets range from 80% to 120%, according to Current Analysis. By 2008, the U.S. market is expected to add 37 million new customers, of which 13 million, or 35%, are expected to be pay-as-you-go and hybrid customers, according to the Yankee Group. We plan to continue to penetrate the youth segment and grow our market share by continuing to tailor our products, services and advertising message to this market, leveraging our brand through new and existing distribution channels and utilizing select youth-oriented media channels that specifically resonate with our target market.

Continue Product and Service Innovation. We have a proven ability to innovate and adapt to our customers needs. In 2006, for example, we launched a service plan enabling our customers to buy monthly buckets of messages in advance, as well as a new flat-rate per-minute voice plan. In addition, we launched mobile social networking and Sugar Mama, an innovative program that enables our customers to earn minutes by viewing and rating advertisements online. In February 2008, we launched a suite of new service plans designed to broadly appeal to higher-usage, higher-revenue customers. Our monthly hybrid plans, which range from $20 a month to $99.99 a month, include anytime and night and weekend minutes without long-term contracts or commitments effectively expanding the pay-as-you-go market to include some customers who previously might have selected a postpaid service. We intend to continue our efforts to address our market s evolving needs and to offer innovative and popular products and services ahead of our competitors.

Enhance our Brand Strength. We aim to maintain and strengthen a vibrant brand image that resonates with our customers and distinguishes us from other wireless communications providers. Our goal is to attract and retain customers through our youth-oriented marketing message and service offerings that are straightforward, flexible and a good value. For example, our marketing events in 2007 included the Virgin Festival organized by Virgin Mobile, a two-day event that drew approximately 72,000 fans to see major performing artists. In 2008, the event will be called the Virgin Mobile Festival, increasing brand awareness for the brand and our products and services. We will continue to leverage our brand through our website, targeted marketing, advertising, product packaging, point-of-sale materials and innovative services.

Leverage our Scale and Infrastructure to Drive Profitable Growth. As of December 31, 2007, we had grown our customer base to approximately 5.1 million. We have built the infrastructure to support future growth

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in customers and usage while leveraging the advantages of our predominantly variable cost structure. As we continue to scale the business, we expect our growing customer base to translate into improved cost economies without the need for substantial capital investment.

Customer Acquisition

Our customer acquisition approach is based on the acquisition cost and expected value of each customer. Our promotional offers are typically consumer driven, linking the purchase of our airtime with the purchase of our handsets and other products and services.

We have identified a number of customer acquisition principles that we believe contribute to our success, including:

- Marketplace segmentation that allows us to connect effectively with the best prospects through targeted use of media and an array of marketing vehicles;
- Compelling, focused marketing messages aimed at our best prospects;
- Simple value proposition and service that is easy to articulate, understand, evaluate, buy and use;
- Good value and fair pricing;
- Innovative and exciting design in our products, packaging and point-of-sale presentation;
- Easy and efficient account activation and maintenance through our website and other self-service tools and customer service;
- Extensive distribution network of approximately 140,000 third-party retail stores that offer account replenishment, or Top-Up cards, including more than 40,000 retail locations that also sell our handsets, including the following partners: 7-11, Amazon.com, Best Buy, K-Mart, Radio Shack, Rite Aid, Safeway, Sprint Nextel Stores, Target Stores, Virgin Megastores, Walgreens and Wal-Mart; and
- Friendly and efficient customer care resulting in high customer satisfaction.

The wireless business in the United States generally, and the prepaid business in particular, is seasonal and is often disproportionately dependent on fourth quarter results. Our business has experienced a similar pattern and we expect this pattern to continue in the future. We rely heavily and concentrate our marketing efforts on key promotional periods, including Valentine s Day, back to school, school graduation and the December holiday season.

Products and Services

We offer a range of products and services that are designed to meet the lifestyles of our target market.

Voice Services. We offer high-quality wireless services using the nationwide Sprint PCS network. In addition to voice services, our services include additional calling features such as voicemail, caller identification, directory assistance and international calling.

Data Services. Our target customers are early adopters of new technologies and use mobile data services at rates higher than those of the average wireless customer. In 2006, non-voice services represented 17% of our revenue, approximately 5 percentage points higher than the wireless industry average of 12%, according to the Yankee Group. In 2007, non-voice services represented 16.4% of our revenue. We develop content and have entered into relationships with third parties to procure and offer customized content, music and other services, including:

Messaging (text or short message services, or SMS; multimedia services, such as picture messaging, instant messaging, or IM and email). We have partnered with Yahoo and AOL to provide our customers with mobile email and instant messaging.

Music (ringtones, text tones, alerts, artist profiles and communities).

Web browsing and search.

Downloadable games, customized wallpaper, screensavers and pictures.

Handsets. We offer stylish handsets at affordable prices. We currently offer eleven handset models and plan to introduce five new handsets in 2008. Our handsets are affordably priced, with prices currently ranging from $9.99 to $99.99, and we make offers from time to time on our website and through our retail partners for free handsets when customers purchase specified amounts of airtime. We currently purchase our handsets from Kyocera Wireless Corp., LG Electronics MobileComm U.S.A., Inc. and UTStarcom Personal Communications LLC. In the past, we have purchased handsets from Nokia Inc. and we are negotiating to purchase handsets from other manufacturers. Although we attempt to maintain multiple vendors to the extent practicable, our handset inventory is currently acquired from only a few sources. We believe that our relationships with our suppliers are strong.

Our handsets are distributed through a simple package that can be picked up by a customer with no sales assistance. Each handset package includes everything a customer needs to get started, including the handset, charger, initial credit for usage, promotional items and information that welcomes new customers to our service. Activation typically takes less than five minutes on our website or through our customer service group, Virgin Mobile At Your Service. Each handset package also includes a postage-paid return envelope to recycle the customer s old handset, regardless of the brand of the recycled phone. Our handsets are intended only for use with our wireless services.

Virgin Mobile Sugar Mama. Our Sugar Mama program is a service enhancement and mobile media platform that allows our customers to earn up to 75 minutes in airtime per month by viewing advertisements from several business partners. We have partnered with companies such as American Legacy Foundation, Levi Strauss, Showtime Networks, U.S. Navy, Sony Pictures, Sony Music Entertainment, Unilever and Microsoft s Xbox. Internet access is required to establish and manage a Sugar Mama account. Customers generally must view an advertisement, rate it and answer a survey to receive airtime awards. As of December 31, 2007, our Sugar Mama program had approximately 600,000 registered customers.

Content Related Quality Control. We have implemented policies to ensure the safety of our content and to safeguard against objectionable material. Our customers are prohibited from using our services for any illegal purpose. They are further prohibited from publishing, copying or reproducing (i) objectionable content or content that is offensive to third parties; (ii) content that may infringe upon the patent, trademark or other intellectual property of others; (iii) content used for purposes of solicitation of other customers or any other commercial purpose; or (iv) content that could be harmful to other customers, such as content containing electronic viruses or worms. We reserve the right to remove any content that we, in our sole discretion, deem to be objectionable and to suspend or terminate the services of those we find to be in violation of our policies.

Pricing and Payment

Our prepaid, or pay-as-you-go, wireless service is intended to be straightforward and easy to use. In contrast to traditional postpaid wireless communications providers, we do not require our customers to enter into long-term contracts with us. We offer our products and services on a flat per-minute basis and on a monthly basis for specified quantities, or buckets, of minutes purchased in advance in each case without requiring our customers to enter into long-term contracts or commitments.

Minute-based plans. We currently offer two plans launched in late February 2008 under which our customers can pay by the minute. The first offers airtime costing $0.20 per minute, with the ability for customers to purchase optional add-on packages of minutes, or Minute Packs, costing $20, $30 and $50 per month for 30-day bundles of 200, 400 and 1,000 anytime minutes, respectively. If a customer purchases another Minute

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Pack within 30 days of the customer s last Minute Pack purchase, the customer may roll forward up to 5,000 unused Minute Pack minutes for an additional 30 days. The second offers airtime costing $0.10 per minute for a $6.99 monthly fee. Neither of our pay-as-you-go plans feature separate night and weekend rates. Until late May 2008, customers will also be able select from two additional minute-based plans, the first of which offers airtime costing $0.18 per minute, and the second of which offers airtime costing $0.10 per minute for calls to and from any other Virgin Mobile USA phone number and $0.20 per minute for other domestic calls.

Monthly plans. We currently offer several plans launched in late February 2008 under which our customers can purchase airtime in advance on a monthly basis. These plans range from $24.99 per month for 200 anytime minutes and 500 separate night and weekend minutes to $99.99 per month for 1,000 anytime minutes, unlimited night and weekend minutes and unlimited calls to and from any other Virgin Mobile USA phone numbers. These monthly plans require use of a registered debit, credit or PayPal account. Until late May 2008, customers will also be able to select from six additional monthly plans. These plans, which range from $14.99 per month for 100 anytime minutes and no night and weekend minutes to $99.99 per month for 1,000 anytime minutes, unlimited night and weekend minutes and unlimited calls to and from any other Virgin Mobile USA phone numbers, do not require a registered debit, credit or PayPal account.

Messaging. We currently offer several plans under which customers can pay for messaging services either on a monthly basis or per message basis. Customers using plans other than monthly plans which require a registered payment method may choose from one of the following basic monthly pricing plans for domestic email, text, picture and instant messaging: (1) $2.00 per month for 30 messages; (2) $5.00 per month for 200 messages; (3) $10.00 per month for 1,000 messages; and (4) $20.00 per month for an unlimited number of email, text, picture and instant messages. Customers using monthly plans which require a registered payment method may choose from one of the following basic monthly pricing plans for domestic email, text, picture and instant messaging: (1) $5.00 per month for 1,000 messages; and (2) $10.00 per month for an unlimited number of email, text, picture and instant messages. Customers may also choose to pay by the message, for $0.10 per email, text and instant message and $0.25 per picture message.

International. We provide international voice service that allows our customers to make and receive calls to and from over 220 countries worldwide. Customers making international calls are charged an international per-minute rate for each respective country in addition to the standard airtime rate of the respective customer s applicable plan. In addition, we offer international text messaging services priced on a per message basis. International text messages are $0.20 to send and $0.10 to receive.

Feature Pricing. Additional features fall into three general categories: (i) ringtones and other mobile content; and (ii) downloads, including games and graphics; and (iii) mobile web browsing. All additional features are priced individually or offered on a daily or monthly subscription basis. Certain features require payment of a daily or monthly access fees.

Top-Up Cards and Payment Methods. Our customers may use Top-Up cards available in increments of $10, $20, $30, $50, and $90 to add money to their accounts. Our Top-Up cards are currently offered at approximately 140,000 third-party retail locations throughout our coverage area. Customers may use Top-Up cards to add cash to their account balances for our prepaid minute based plans, recurring charges for certain of our monthly plans, text and picture messaging and mobile content. For those plans that do not require a registered payment method, customers may also elect to register a credit card, debit card or PayPal account to credit their accounts automatically on a monthly basis or when their accounts reach a specified minimum amount.

Legacy Pricing Offers. In addition to the pricing plans for our products and services described above, approximately 1.3 million of our customers use wireless services under our previous pricing plans, including our pay-as-you-go and hybrid monthly plans that predated the new offers launched in February 2008, and our other Minute2Minute and Day2Day plans. Customers using our Minute2Minute plan are charged $0.25 per

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minute for each of the first 10 minutes of each day, and $0.10 for every minute thereafter. Customers electing our Day2Day plan are charged $0.35 per day and pay $0.10 for each minute of use. These pricing plans are not available to new customers.

Sales and Distribution

We use direct and third-party distribution channels to market our products.

Direct Distribution Channels. Our direct distribution channels consist of our website and Virgin Mobile At Your Service, our toll-free customer care center. Customers may purchase airtime directly from us by using a credit card, debit card or PayPal account or Top-Up card purchased at a third-party retail store, either using their handsets or through our website or customer care center. Customers may also register a credit, debit card or PayPal account with us, which allows them to elect to automatically add minutes to their account (1) once every month on a specified date, (2) once every 90 days, or (3) when their balance falls below $5 (or, for customers on certain minute-based plans that are no longer available or will no longer be available to new customers after May 2008, when their balance (i) falls below $5 or (ii) 90 days from their last Top-Up, whichever comes first).

These channels fulfill the needs of a wide range of customers and prospects by providing means of purchasing products and services, replenishment, or Top-Up, as well as account services. As a source of sales, these channels represented approximately 3.53% of our 2007 total new customer additions (retail and direct channels combined). Periodically, we use phone promotions to increase sales in these channels. We advertise these promotions primarily through our online website, through internet advertisements on third-party websites and through search engine advertising, as well as email and SMS communications to customers to stimulate referrals.

Our website also serves as an effective resource for potential customers to consider our products and services and an efficient channel for potential customers to buy products and activate their accounts as well as for existing customers to manage and service their accounts (adding airtime, changing their service plans, upgrading handsets, browsing and buying multimedia content and mobile data services). This cost efficiency results from our website s low incremental operating costs and absence of third-party retailer subsidies. As a result, our website assists in reducing our customer acquisition, retention and service costs and is our most cost efficient advertising venue.

Third-Party Retail Distribution Channels. We have a strong distribution network, with more than 40,000 stores selling handsets and approximately 140,000 third-party retail stores selling Top-Up cards in the United States, Puerto Rico and the U.S. Virgin Islands. We intend to continue to expand our distribution network of retail partners.

As of December 31, 2007, we had direct or indirect arrangements with approximately 15 national retailers and a number of regional retailers, including Best Buy, Circuit City, Circle K, CVS, K-Mart, RadioShack, Rite Aid, Safeway, Sam s Club, Sprint Nextel Stores, Target Stores, Walgreens, Wal-Mart, Virgin Megastores, P.C. Richard & Son, Meijer and Duane Reade. In addition, we have a distribution arrangement with the Internet retailer Amazon.com and with certain other retailers, including Wal-Mart, Best Buy, RadioShack and Target, to offer our products on their websites. As of December 31, 2007, sales through our third-party retail distribution channels represented approximately 73% of our total sales revenue (consisting of aggregated revenues from sales of our handsets and revenue realized upon use of our Top-Up cards) with Wal-Mart accounting for more than 10% of our total sales revenue. As of December 31, 2007, we also distributed our products through five other distribution agents for independent dealers which collectively represent approximately 31% of the total retail locations offering our products. Under our distribution agreements with these agents, we distribute our handsets and Top-Up cards to approximately 2,500 independent, regional wireless telecommunications dealers and stores.

To manage our relationship with third-party retail distribution channels, we have a dedicated internal sales force of approximately 25 representatives, and we have retained firms to provide regional support services. Our

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sales force is supplemented by a cross-functional team for each retail account consisting of members of our retail channel implementation, information technology, supply chain, brand, finance and legal teams. We provide our sales representatives with in-depth product and sales training to allow them to explain our products and services simply and clearly. We also have programs to train indirect representatives and retailers sales representatives.

Marketing

Our marketing and communications distinguish and differentiate us from our competition through our No long-term contract leadership message, a focused and efficient use of communication vehicles based on measured impact and effectiveness, and our pro-social campaign, the RE*Generation. Our campaigns, which extend across a variety of traditional, nontraditional and in-store media, create a memorable, engaging dialogue with our prospects and customers. These campaigns are designed to increase consumer awareness, consideration and sales of our products and services. Support points include:

- Flexible voice plans;
- Unlimited weeknights starting at 7 pm;
- Unlimited weekends;
- Unlimited messaging (text messages, photos, IM and email) for as little as $10 per month;
- Comprehensive coverage on the nationwide Sprint PCS network;
- Wide range of stylish handsets and multimedia content;
- Online account management and industry-leading customer service (2006 and 2007 JD Power Award for prepaid Customer Satisfaction); and
- Free minutes for watching advertisements on Sugar Mama.

As a central component of our marketing approach, we create year-round promotional plans and campaigns with our retail partners (Wal-Mart, Target, RadioShack, Best Buy and others) and assist them in the development of in-newspaper circulars, point-of-sale displays, in-store signage and special offers that drive sales. Key promotional periods include Valentine s Day, school graduation, Back to School and the December holiday season.

We also have reached scale sufficient to create our own major marketing events, including the Virgin Festival organized by Virgin Mobile, an event that drew over 42,000 fans in 2006 and approximately 72,000 fans in 2007 to see major performing artists. In 2008, the event will be called the Virgin Mobile Festival, increasing brand awareness for the brand and our products and services. Our involvement with this event and our presenting sponsorship includes sweepstakes rewards and an overall destination for our customers across the country, on-site brand marketing and product demonstrations, a distinctive VIP environment to entertain our many retail and other trade constituents, and brand placement on all on-site and promotional media related to the event.

Effectiveness and Efficiency in Marketing. We realize disproportionate consumer impact from our marketing efforts, with a 4.3% share of category brand experience among 16 to 34 year-olds compared to a 2.7% market share among the same group (Integration Wireless Market Contact Audit, December 2007). Our marketing and customer acquisition approach are based on engaging and attracting new customers at the lowest marketing cost.

Social Initiatives. Our RE*Generation social initiative is primarily dedicated to helping homeless teens. Our commitment to this not-for-profit organization is based on extensive research with prospects and dialogue with customers regarding the causes they care most about. The RE*Generation includes donations and service support to outstanding not for profit companies (Stand Up For Kids and Children s Health Fund), as well as a range of outreach efforts designed to give our customers, prospects, and employees the ability to get involved and help homeless teens through direct donations and the use of our products and services. For example, customers can donate funds from their balance directly via SMS text messaging. Five percent of our net profits from mobile data service downloads will go to help young people in need, either through direct contributions to our charitable partners and other outreach efforts or by funding the cost of programs that support and raise awareness for young people in need. We believe that it is important to support causes that matter to our customers. More than 70% of consumers have purchased a brand because it supports a cause they believe in, according to PR Week and Barkley Public Relations 2007 Cause Survey.

Marketing Team. Our marketing team, which was integrated into our operations group in January 2008, includes: (1) Advertising, Planning and Promotion, which is responsible for our go-to-market and demand creation strategies, all aspects of our customer-facing marketing efforts and execution of our advertising campaigns; (2) Brand Development and Partnerships, which is responsible for partnership and events development and implementation, mobile ad sales (including Sugar Mama), and The RE*Generation pro-social initiative; (3) Corporate and Consumer Communications, which is responsible for developing public relations strategies and execution, press-generating events, and cultivation of relationships with the press; (4) Digital Marketing, Media and Advocacy, which is responsible for website management, interactive marketing and online sales, media investment and referral marketing; and (5) Brand and Operations, which is responsible for stewardship of the brand and includes an in-house creative services group. We believe that the integration of our marketing team into our operations group will more closely align our product development, sales and new services efforts.

Customer Care

Our customer care organization, known as Virgin Mobile At Your Service, is at the core of the Virgin Mobile brand operating using both the English and Spanish languages. Our interactive voice response system, or IVR, handles about 175,000 customer communications each day. The IVR is used by customers to perform many basic service transactions and get answers to frequently asked questions. After a customer s initial selection they can always reach a live advisor if they choose. Our live advisors handle on average 65,000 telephone calls each day from customers through fully-outsourced call centers in Spokane, WA, Albuquerque, NM, Manila, Philippines, as well as home-based agents located across the U.S. United States. We respond to approximately 1,200 emails each day from customers through a fully outsourced offshore care center in Hyderabad, India. We expect to open a new fully-outsourced call center in Managua, Nicaragua later this year. During the seasonal new customer peak activation periods we activated numerous fully-outsourced call centers throughout the world to accommodate the additional volume. Virgin Mobile At Your Service operates 24 hours a day, 365 days a year.

We believe we are able to operate our customer care more efficiently than traditional wireless providers, as our straightforward and easy to use product and services are designed for low customer maintenance. Approximately 87% of Top-Up transactions in 2007 were completed without the assistance of a customer care representative. As a result, we believe we require significantly fewer customer service representatives per customer than our competitors.

We outsource our call centers under agreements with ICT Group, Inc. and Sitel Operating Corp. (formerly known as ClientLogic Operating Corp.), use home-based agents through an agreement with West Telemarketing Corp. and outsource web-based support under an agreement with Patni Computer Systems Inc.

The success of our efforts in customer service is supported by the recognition we have received from third parties and our customers:

- J.D. Power and Associates 2007 Award for Highest Wireless Prepaid Customer Satisfaction; recognized for exceeding industry standards in every surveyed customer service category (Aug. 23, 2007).

- Forrester Research s top ranking among National wireless carriers (November 2007 survey of nearly 5,000 consumers) with the only excellent rating for ease of use. Virgin Mobile also was ranked highest by consumers for its usefulness and enjoyable customer experience.

J.D. Power and Associates 2006 Award for Highest Wireless Prepaid Customer Satisfaction (Aug. 24, 2006).

PC Magazine 2007 and 2006 Reader Choice for Satisfaction with Prepaid Service Providers.

J.D. Power Call Center Customer Satisfaction Excellence Award; recognized for providing an outstanding experience in our call centers nationwide (not only wireless) 2004.

Customer satisfaction ratings consistently exceed 90%, according to Market Strategies, Inc.

Approximately 90% of our customers would recommend Virgin Mobile to a friend (75% have done so), according to Market Strategies, Inc.

Customer Base Management and Retention

We actively use customer lifecycle management initiatives to improve customer retention. Within 30 days of activation, all of our customers are scored for a churn propensity level using a statistical model measuring over fifty factors. Using this model, we are able to estimate the churn of our current customers and identify customers with the highest churn propensity. We can then focus lifecycle management spending on higher value, high-risk customers.

We have numerous systemic and outbound call systems in place to ensure that customers are constantly reminded of their balances, to Top-Up or of special offers for high value customers. We also continuously deploy new lifecycle initiatives, including the planned introduction of new service plans in 2008. We leverage all available channels to communicate and reinforce the value proposition of our highly competitive voice and data services offerings and deploy churn intervention programs at key lifecycle points utilizing direct marketing techniques. Our key churn reduction initiatives build upon proven successful programs and include: customer education, use of airtime incentives, discounts for replacement of lost, stolen and broken handsets, the recognition of high-value customers and win-back efforts focused on lapsed customers.

Our offerings and brand, combined with our high quality customer care and lifecycle management initiatives, allow us to maintain churn at levels below traditional prepaid levels. Our average monthly rate of customer turnover, or churn for the year ended December 31, 2007 was approximately 4.9%, compared to 4.8% in the year ended December 31, 2006.

Network

Through the nationwide Sprint PCS network, we offer digital wireless services in all 50 states, Puerto Rico and the U.S. Virgin Islands. The nationwide Sprint PCS network offers digital wireless services using wireless code division multiple access, or CDMA, technology. Sprint Nextel s third-party PCS affiliates provide additional PCS service provider network coverage in certain regional U.S. markets on CDMA wireless networks built and operated by such third-party PCS affiliates, in most instances using spectrum licensed to, and controlled by Sprint Nextel and its third-party PCS affiliates.

Information Technology

We develop, procure, license, own or maintain the IT systems required to operate our business. Our IT team has developed systems that maximize the quality of our customers experience and the systems have managed our historical growth and are scalable to manage projected growth. Our IT-related capital expenditures relate solely to our infrastructure and systems; we do not make capital expenditures on the network.

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Our information technology infrastructure is built on a combination of internally developed systems and leveraged third-party solutions customized to meet our unique needs. Our critical IT systems fall into the following categories:

Voice Processing and Rating Platform. Our prepaid service enables both our customers and us to manage in real-time customers accounts by automating the processes of activating new customer accounts, tracking customers service usage, maintaining credit balances and managing communication sessions.

Data Rating and Processing Platform. Our data rating and processing platform enables us to debit money from customers accounts continuously as services are being purchased and to direct customers to our customer service portal when a low balance threshold is triggered.

Middleware. Our customer information management solution automates the end-to-end provisioning, billing and customer care processes.

Customer Relationship Management System. As the interface for customer care and customer account management, our customer relationship management system (CRM), which enables us to (1) manage our customer account features and lifecycle, (2) store all customer and account data, (3) monitor the status of customer accounts, (4) generate messages alerting customers of their account status, and (5) add starter airtime to newly activated customer accounts.

Value-Added Service Platforms. We deliver our services through the following value-added service platforms: (1) text messaging, (2) website, (3) WAP portal, (4) content delivery systems, and (5) Interactive Voice Response, or IVR, system. These platforms combine our proprietary technology with technologies provided by third-party suppliers.

Retail Channels. We manage our retail relationships and channels through the following integrated systems:

- *Point of Sale*. Integration between retailer point-of-sale and our systems provides us with the real time ability to unlock handsets and Top-Up scratch cards, minimizing risk of theft and fraud.

- *Distribution.* Integration between our systems and distribution center systems allows real time inventory tracking, ordering, reporting and reconciliation to retailers.

- *Banking*. Integration between our systems and credit card processing systems enables replenishment, or Top-Up, and other purchase via credit or debit accounts and provides fraud controls and reporting.

Security and Controls. We have implemented a comprehensive information security program utilizing technical, physical and administrative safeguards to protect against reasonably anticipated risks and to ensure compliance with any applicable statutory and regulatory obligations addressing information security protection. We utilize both internal and certified third-party resources to review and monitor adherence to industry and internally established security standards.

Supply and Logistics

Purchasing. We rely on outside vendors to produce handsets, accessories, user guides, Top-Up cards, point-of-sale material and product packaging. We provide all content and artwork for packaging and marketing materials. Our purchasing decisions rely on demand forecasts, which we base on communications with retailers, current and target inventory levels and anticipated marketing initiatives.

Logistics and warehousing. We rely on Brightpoint, Inc., a third-party logistics provider, for warehousing and logistical inventory support. Handset and other inventory providers ship items to Brightpoint, which receives them as a bailee and performs quality assurance activities with respect to such items according to our guidelines. Brightpoint maintains a modern warehouse facility in Plainfield, Indiana and facilitates the distribution of our merchandise and materials to retailers based on our direction.

Distribution. Generally, we negotiate and place orders for all handsets, kit accessories, kitting material, direct Top-up cards, and point of sale material. Accessories offered via the web and some other miscellaneous items are ordered directly by Brightpoint. Retailers submit their own electronic orders, which we release based on product availability, retail credit status and necessary lead times. Brightpoint packages all items according to our and our retailers requirements and arranges and monitors all shipments. Once Brightpoint ships orders, we invoice retailers either directly or through an electronic data interface maintained by Brightpoint. We handle all collection functions internally.

Reverse Logistics. Brightpoint assists us in processing product returns and customer repair requests. Brightpoint receives all returned products and assesses them according to criteria we provide for product condition and account credits. In some instances, Brightpoint may reprogram handsets or ship them to the handset vendor or to repair facilities.

Competition

The wireless communications industry is extremely competitive. We believe that our primary competition in the U.S. wireless communications market comes from national and regional wireless communications providers, including AT&T, Verizon Wireless, T-Mobile, Sprint Nextel, Metro PCS and Cricket. We also face competition from resellers or MVNOs, such as TracFone Wireless and Helio. Wireless communications providers increasingly are competing in the provision of both voice and non-voice services. Non-voice services, including data transmission, text messaging, e-mail and Internet access, are also now available from personal communications service providers and enhanced specialized mobile radio carriers. In many cases, non-voice services are offered in conjunction with or as adjuncts to voice services.

In the future, we may also face competition from entities providing similar services using different technologies, including Wi-Fi, Wi-Max, and voice over internet protocol, or VoIP. In addition, other potential competitors, including major internet search engine and service provider Google, have announced plans or intentions to enter the mobile services marketplace. As wireless service becomes a viable alternative to traditional landline phone service, we increasingly compete directly with traditional landline telephone companies for customers and they have begun to advertise aggressively in the face of increasing competition from wireless communications providers, cable operators and other competitors. Cable operators are providing telecommunications services to the home, and some of these carriers are providing local and long distance voice services using VoIP. In particular circumstances, these carriers may be able to avoid payment of access charges to local exchange carriers for the use of their networks on long distance calls. Cost savings for these carriers could result in lower prices to customers and increased competition for wireless services. Some of our competitors offer these other services together with their wireless communications service, which may make their services more attractive to customers. In the future, we may also face competition from mobile satellite service, or MSS, providers, as well as from resellers of these services. The FCC has granted to some MSS providers, and may grant others, the flexibility to deploy an ancillary terrestrial component to their satellite services. This added flexibility may enhance MSS providers ability to offer more competitive mobile services.

There has also been an increasing trend toward consolidation of wireless communications providers through joint ventures, reorganizations and acquisitions. These consolidated carriers may have substantially larger service areas, more capacity and greater financial resources and bargaining power than we do. As consolidation creates even larger competitors, the advantages held by our competitors may increase.

The wireless communications industry is experiencing significant technological changes, as evidenced by the increasing pace of improvements in the capacity and quality of digital technology, shorter cycles for new products and enhancements and changes in consumer preferences and expectations. Accordingly, we expect competition in the wireless communications industry to be dynamic and intense as a result of the actions of competitors and the development of new technologies, products and services. We compete for customers based on numerous factors, including wireless system coverage and quality, service value proposition (minutes and

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features relative to price), local market presence, digital voice and features, customer service, distribution strength and brand name recognition. Some competitors also market other services, such as landline local exchange and internet access services, with their wireless service offerings. Competition has caused, and we anticipate will continue to cause, the decline of market prices for two-way wireless products and services. Major wireless carriers have begun to offer calling plans with unlimited voice and data services for a flat monthly rate. The introduction of these plans will further pressure prices for mobile wireless services. Our ability to compete successfully will depend, in part, on our ability to distinguish our service from competitors through marketing and through our ability to anticipate and respond to other competitive factors affecting the industry, including new services that may be introduced, changes in consumer preferences, demographic trends, economic conditions, and competitors discount pricing and bundling strategies, all of which could adversely affect our operating margins, market penetration and customer retention. Many of the wireless communications providers in our markets have substantially greater financial resources than we do and they may be able to offer prospective customers discounts or equipment subsidies that are substantially greater than those we are able to offer. While we believe that our prepaid and hybrid plans, as well as our cost structure provide us with the means to react effectively to price competition, we cannot predict the effect that the market forces or the conduct of other operators in the industry will have on our business.

The following table summarizes our major competitors:

Category	Service Provider
Pure Pay-As-You-Go	Boost (a product of Sprint Nextel), TracFone, T-Mobile To Go, AT&T Go Phone, Verizon INpulse
Family plans of major providers	Verizon, AT&T, T-Mobile, Sprint Nextel
Hybrid offerings from major providers	AT&T GoPhone (Pick Your Plan), Verizon Easy Pay
Regional Hybrid Offerings	Cricket, Metro PCS
MVNOs	Helio, Movida

The FCC is pursuing policies designed to increase the number of wireless licenses available. For example, the FCC has adopted rules that allow PCS and other wireless licenses to be partitioned, disaggregated and leased. The FCC also continues to allocate and auction additional spectrum that can be used for wireless services. It is possible that new companies, such as cable television, direct broadcast satellite operators, or Internet search engine providers will purchase or lease licenses and begin offering wireless services. In addition, because the FCC has recently permitted the offering of broadband services over power lines, it is possible that utility companies will begin competing against us.

While the U.S wireless communications market is very competitive, there are significant obstacles that keep most of the larger providers from directly competing with our service offering. In general, these carriers umbrella brands have failed to resonate with the youth market, and their strategies are focused on broad markets that include corporate and older customers and postpaid offerings. These providers would risk cannibalizing their existing customer base if they sought to compete more directly with us. In addition, the complexity of existing wireless offerings typically requires significant sales assistance that is neither appealing to the youth market nor cost effective. There are also significant barriers to entry for companies attempting to enter the market with business models similar to ours due to the significant upfront investment to fund operating losses for several years prior to profitability.

We believe that we are strategically positioned to compete with other communications technologies that now exist. Continuing technological advances in telecommunications and FCC policies that encourage the development of new spectrum-based technologies make it difficult, however, to predict the extent of future competition.

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Regulation

The FCC has statutory jurisdiction and regulatory authority over the licensing, operation, and offering of wireless services. Many of the FCC s regulations do not apply to us as an MVNO because we do not hold wireless radio licenses or operate network facilities. Our operations, however, are subject to certain FCC regulations since we are considered: (1) a telecommunications carrier, (2) a commercial mobile radio services (CMRS) provider, and (3) a common carrier under the FCC s regulations and the Communications Act of 1934, as amended. We are also subject to regulation by state public utility commissions (PUCs) and local governments. In addition to others, currently we are subject to the following regulatory programs:

Universal Service Fund (USF). The FCC and many PUCs have established USF programs to ensure that affordable telecommunications services are widely available. All telecommunications carriers must contribute to these funds. We currently remit approximately 11.0 percent of our interstate voice revenues to the federal USF program. We have contributed in excess of $63 million to the USF since our launch in 2002 and, in December 2007, applied for a waiver of certain requirements to become eligible to receive funds to support services to low-income customers.

Enhanced 911. The FCC s enhanced 911 (E911) regulations require CMRS providers to enable emergency services personnel to locate wireless customers according to specified accuracy guidelines. Pursuant to these regulations, we have incorporated E911 features and capabilities into our handsets. Many local governments have imposed flat, per-customer fees on wireless providers to support implementation of E911 services in their area. We have applied for a limited waiver of certain of the FCC s E911 requirements.

Customer Privacy and Promotional Activities. We are subject to various federal and state laws governing the privacy of customers personal information that restrict our ability to use such information for promotional purposes. Federal and state laws also limit our ability to contact customers by telemarketing or email to advertise our services.

Telecommunications Relay Services. Under federal law, CMRS providers must take steps to enable hearing impaired and other disabled persons to have reasonable access to wireless services. Under these regulations, we currently pay an annual assessment of 0.819 percent of our interstate voice revenue to the FCC to support relay services for the disabled.

Hearing-Aid Compatibility. The FCC requires CMRS providers to offer customers a specified number of digital wireless handsets that are compatible with hearing aids. These regulations require us to incorporate certain hardware and software into our handsets. In November 2006, we applied for a waiver of certain requirements to provide hearing-aid compatible handsets by a specified date. Although we are in compliance at this time and have been in compliance since April 2007, the FCC denied our application for relief and referred our request to its enforcement bureau.

State Regulations. We are subject to a number of PUC regulations that govern the terms and conditions of our offerings, including billing practices, customer disputes and other consumer protection matters.

In addition to the foregoing regulations to which we are subject directly, the nationwide Sprint PCS network operations are subject to regulation by the FCC. Changes to FCC regulations could affect the wireless coverage Sprint Nextel is able to provide to us. Moreover, changes to any regulations to which we are subject directly or indirectly could create uncertainty in the marketplace that could reduce demand for our services, increase the cost of doing business as a result of costs of litigation or increased service delivery cost or could in some other manner have a material adverse effect on our business, financial condition or results of operations. Any new legislation or regulation, or the application of laws or regulations from jurisdictions whose laws do not currently apply to our business, could have an adverse effect on our business.

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Environmental Matters

We are subject to various federal, state and local environmental protection and health and safety laws and regulations, and we incur costs to comply with those laws. We lease real property, and some environmental laws hold current or previous operators of businesses and real property liable for contamination on that property, even if they did not know of and were not responsible for the contamination. Environmental laws may also impose liability on any person who disposes of hazardous substances, regardless of whether the disposal site is owned or operated by such person. Although we do not currently anticipate that the costs of complying with environmental laws will materially adversely affect us, we cannot ensure that we will not incur material costs or liabilities in the future due to the discovery of new facts or conditions, the occurrence of new releases of hazardous materials or a change in environmental laws.

Employees

As of December 31, 2007, we employed 465 employees. We consider our relationship with our employees to be good. None of our employees is represented by unions. However, union organizing activities may increase and we cannot predict what level of success the unions may have in organizing our employees. See Risk Factors Risks Related to Our Business. The ability to hire and retain qualified personnel and the potential impact of unionization and organizing activities could adversely affect our costs and results of operations.

Intellectual Property

We rely on copyright, patent, trademark and trade secret laws of the United States, as well as non-disclosure agreements, to protect our rights in our intellectual property, or IP.

We offer wireless services in the United States under the Virgin Mobile brand pursuant to an exclusive, license from Virgin Enterprises Limited that permits our use of certain federally registered marks, including the trademarks VIRGIN and VIRGIN MOBILE. See Risk Factors Risks Related to Our Business We are dependent on our license agreement with the Virgin Group to use the Virgin Mobile brand and Certain Relationships and Related Transactions Virgin Trademark License Agreement. In addition to these licensed marks, we own 28 registered trademarks on the United States Patent and Trademark Office Principal Register. These include registrations for trademarks and service marks relating to several service offerings and marketing phrases, such as SUGAR MAMA and OYSTR. The United States Patent and Trademark Office has issued Notices of Allowance or permitted registration for five additional trademark applications, has approved publication in the Official Gazette for two additional trademark applications and is reviewing an additional two trademark applications. We cannot guarantee that any of our other pending applications will be approved. Moreover, even if the applications are approved, third parties may seek to oppose or otherwise challenge these registrations or our use of these marks.

We have filed several patent applications relating to systems and methods that allow customers of our services to ascertain and replenish their account balances. Although our business is not substantially dependent upon the issuance of these patents, we believe that the systems and methods they describe accord us advantages over our competitors. We ultimately may not be successful in securing patents for these claims. Our failure to secure these patents may limit our ability to protect the intellectual property rights that these applications were intended to cover. Meanwhile, our competitors also may attempt to design around our patents to avoid infringement liability or copy or otherwise obtain and use our proprietary product and manufacturing process designs and other intellectual property.

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Item 1A. Risk Factors.
Risks Related to Our Business

We have a short operating history which may not be indicative of our future performance and, if our revenue and earnings growth are not sustainable, we may not be able to generate the earnings necessary to fund our operations, continue to grow our business or repay our debt obligations.

We launched our service nationally in July 2002 and had no revenues before that time. Consequently, we have a limited operating and financial history upon which to evaluate our business model, financial performance and ability to succeed in the future. You should consider our prospects in light of the risks we may encounter, including risks and expenses faced by new companies competing in rapidly evolving and highly competitive markets. We cannot be certain that our MVNO business model or any specific products or services will be profitable or competitive in the long-term against larger, facilities-based wireless providers or other MVNOs. We also cannot predict whether our MVNO model will allow us to offer the wireless services that customers may demand in the future. We have experienced, and may continue to experience, significant fluctuations in our revenues and cash flows. If we are unable to achieve sufficient revenues and earnings from operations, our financial results will be adversely affected and we will not have sufficient cash to fund our current operations, sustain the continued growth of our business, satisfy our debt covenants or repay our debt obligations. Failure to satisfy our debt covenants (as has occurred in the past) or make any required payments could result in defaults under our credit agreements. We have experienced, and may continue to experience, operating losses. In the event that we do become profitable, we can provide no assurances that such profitability can or will be sustained in the future.

Competition in the wireless industry could adversely affect our revenues and profitability.

The wireless communications market is extremely competitive, and competition for customers is increasing. We compete with (1) facilities-based wireless communications providers and their prepaid affiliates or brands, including Sprint Nextel and its Boost product; and (2) other MVNOs. We also may face competition from providers of an emerging technology known as Worldwide Interoperability for Microwave Access, or WiMax, which is capable of supporting wireless transmissions suitable for future mobility applications as well as devices offering voice over Internet protocol, or VoIP, telecommunication services in conjunction with WiFi technology. We do not have any agreements in place that would give us access to these emerging technologies.

Most of our competitors have substantially greater financial, technical, personnel and marketing resources and a larger market share than we have, and we may not be able to compete successfully against them or other wireless communications providers. Due to their size and bargaining power, our larger competitors obtain discounts for facilities, equipment, handsets, content, and services, potentially placing us at a competitive disadvantage. As consolidation in the industry creates even larger competitors, our competitors purchasing advantages may increase further, hampering our efforts to attract and retain customers. Certain of our competitors may also use their ownership of local wireline telecommunications facilities to introduce service features and calling plans, such as free wireless-to-landline calls, that we are unable to offer at similar cost. Their larger wireless customer bases may make discounted or free in-network calling (that we do not offer currently) more attractive than any similar service that we may offer. This may adversely affect our ability to compete against these competitors in the longer term.

Other prospective entrants in the wireless communications industry, such as cable operators, are beginning to offer bundled local, long distance, high-speed data, and television and video services. The ability of these providers to bundle telecommunications, Internet, and video with wireless services, as well as their financial strength and economies of scale, may enable them to offer wireless services at prices that are lower than the prices at which we can offer comparable services. If we cannot compete effectively with these service providers, our revenues, profits, cash flows and growth may be adversely affected.

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The prepaid wireless marketplace has become increasingly competitive, with a number of new entrants providing service. Several of these providers have marketed their services to the youth-oriented customer demographics that we target. Our operating performance and financial results may be adversely affected if we are unable to successfully differentiate our services from those of such competitors.

We may face competitive pressure to reduce prices for our products and services, which may adversely affect our profitability and other financial results.

As competition in the U.S. wireless communications industry has increased, providers have lowered prices or increased the number of minutes available under monthly service plans to attract or retain customers. To remain competitive with existing and future competitors, we may be compelled to offer greater subsidies for our handsets, reduce the prices for our services or increase the available minutes that we offer under our prepaid monthly, or hybrid, service plans. The prices we charge our customers for services do not affect the amounts we pay to Sprint Nextel under the PCS services agreement, which is based on Sprint Nextel s costs plus a margin on the services we purchase. As a result, any further subsidies or price reductions that we offer in order to remain competitive may reduce our margins and revenues, and may adversely affect our profitability and cash flows. In addition, when existing customers replace their handsets with new handsets, we incur losses related to the subsidy on the new handset without acquiring a new customer. The lower handset prices may also make our services more accessible to new, lower-value, customers with less disposable income available to spend on our services. In addition, as handset prices decline and handsets become more disposable, customers without long-term contracts may change their wireless providers more frequently, thereby increasing our churn and resulting in higher acquisition costs to replace those customers. A shift to lower value or less loyal customers could have an adverse impact on our results of operations and cash flows. Those who receive inexpensive handsets as gifts and are not interested in using our service may fail to return them. As a result, we could lose our investment in these customers.

Failure to develop future service offerings may limit our ability to compete effectively and grow our business.

An important part of our business strategy is the development and introduction of new voice and data services including, but not limited to, mobile data services. The success of our new service offerings will depend, in part, on our ability to anticipate and respond to varied and rapidly changing customer needs. In order to remain competitive in the U.S. wireless industry, we will need to introduce and commercialize these new services to our market on a timely basis. Our future service offerings may rely on new and unproven technology that may demand substantial capital outlays and utilize significant spectrum capacity. Our services currently depend on the nationwide Sprint PCS network, and we cannot guarantee that Sprint Nextel will make the necessary capital outlays or have sufficient spectrum capacity to deploy new services on that network.

To ensure that our services remain attractive to customers and competitive with those offered by other wireless communications providers, we may be required to modify, change, or adjust our service offerings or introduce new service offerings. For instance, we have launched several hybrid calling plans to compete more effectively with other wireless communications providers. We cannot be certain that our hybrid plans, or future service offerings, will be as profitable or successful as we have envisioned. A substantial portion of our recent gross additions have been under these hybrid plans. We cannot guarantee that the adoption and growth of these hybrid plans will continue or that we will be able to offer services under these hybrid plans in a profitable manner.

Higher than expected customer turnover could result in increased costs and decreased revenues, which would have an adverse effect on our profitability.

Many prepaid wireless service providers, including us, historically have experienced a high rate of customer turnover, or churn. A major element of our business strategy is offering customers wireless services without requiring long-term service contracts. In contrast, postpaid services providers generally require customers to enter into long-term service contracts that impose substantial early termination penalties. We do not require long-term service contracts or impose early termination penalties. Accordingly, our customers can terminate service with us easily and transition to another carrier. We target higher-value customers with others likely to choose to participate in retention programs, which has the effect of reengaging some of these customers and lowering churn. The additional cost of such retention programs, however, results in lower average revenue per user. Although not every company in the wireless communication industry measures churn the same way that we do, we believe that we have a higher churn than our postpaid competitors. Our average monthly churn for the year ended December 31, 2007 was approximately 4.9%. While we expect a certain level of customer turnover, if actual churn levels were to exceed our current forecasts, it could reduce our revenues, cause our operating margins to diminish, and adversely impact profitability. In addition, our marketing costs to attract the replacement customers required to sustain our business plan could increase, further reducing our profits. Our churn may be affected by several factors, including the following:

- network coverage and connection quality;
- handset and network reliability issues, such as dropped and blocked calls;
- handset pricing and selection;
- the ability to roam on wireless networks of other carriers;
- pricing and affordability of our services;
- pricing of competitive services relative to ours; and
- customer care performance.

As an MVNO, we do not control network access, network reliability or connection quality. Furthermore, our customers do not have the ability to roam on other wireless networks in areas where the nationwide Sprint PCS network, or those parts of that network provided by Sprint Nextel s third-party PCS affiliates, are not available. These and other factors, which are outside our control, may lead to increased churn.

Additionally, the regulations promulgated by the Federal Communications Commission, or FCC, require wireless providers, including us, to provide wireless number portability to their customers. Under these regulations, wireless providers must transfer, or port, the number of a departing customer to the customer s new wireless carrier. These regulations could lead to increased churn as wireless customers now have the ability to retain their wireless telephone numbers despite changing wireless providers.

We may lose customers if we fail to keep up with rapid technological change occurring in the wireless industry.

The wireless communications industry is experiencing significant technological change, including ongoing improvements in the capacity and quality of digital technology, the development and commercial acceptance of wireless broadband data services, shorter development cycles for new products and enhancements, and changes in end-user requirements and preferences. These changes may cause uncertainty about future demand for our wireless services and may affect the prices that we will be able to charge for these services. Rapid changes in technology, moreover, may lead to the development of wireless communications services or alternative services that consumers prefer over our services. Our operational performance and financial results may be adversely affected if we are unable to deploy future technologies or services on a timely basis or at an acceptable cost.

In addition, our ability to subsidize handsets is limited because we do not require long-term contracts that may produce a more stable revenue stream. As a result, we do not offer the most expensive or technologically advanced handsets available to the market because the retail price of such handsets would be less attractive to our customers than those we offer without greater subsidies than those contemplated by our business model.

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If we encounter problems with our third-party customer service and technical support providers our business will be harmed.

We outsource a substantial portion of our customer service activities to domestic and international third-party service providers, including service providers in India and the Philippines. We rely heavily on third-party customer service representatives working on our behalf and we expect to continue to rely heavily on third parties in the future. This strategy provides us with lower operating costs and greater flexibility, but also presents risks to our business, including the following:

- Customers may react negatively to providing information to and receiving support from overseas organizations;

- We may not be able to impact the quality of support that we provide as directly as we would be able to do in directly administered call centers;

- International outsourcing has received considerable negative attention in the media and there are indications that the U.S. Congress may pass legislation that would impact how we operate and impact customer perceptions of our service. For example, Congress has discussed restricting the flow of personal information to overseas providers and requiring representatives in foreign jurisdictions to affirmatively identify themselves by name and location;

- We rely on a global communications infrastructure that may be interrupted in a number of ways. For example, overseas calls may be disrupted if the underwater cables on which they depend are cut or otherwise disabled; and

- In recent years, India and the Philippines have experienced political instability and changing policies that may affect our operations. In addition, for a number of years India and Pakistan have been in conflict and an active state of war between the two countries could disrupt our services.

We may consider entering into outsourcing agreements related to certain business operations. Any difficulties experienced in any such arrangements could result in additional expense, loss of customers and revenue, interruption of our services or a delay in the roll-out of new services.

We have agreements with third parties to provide customer service and related support to our subscribers and have outsourced many aspects of our customer care to third parties. In the future, we may also consider entering into outsourcing agreements for the development and maintenance of certain systems necessary for the operation of our business. To the extent that we rely on third parties to perform certain of our operations or interface with our customers, we run the risk that these third parties will be unable to perform to our requirements. If this comes to pass, we would have to pursue alternative strategies to provide these services, which could result in delays, interruptions, additional expenses and loss of customers.

Our business is seasonal, and we depend on fourth quarter customer additions; our results of operations for future periods will be affected negatively if we fail to deliver strong customer growth in the fourth quarter of any year.

The wireless business in the United States generally, and in the prepaid business in particular, is seasonal and is often disproportionately dependent on fourth quarter results. Our business has experienced a similar pattern and we expect this pattern to continue in the future. If our fourth quarter customer additions fail to meet our expectations, it could adversely affect our results of operations and cash flows.

Bulk handset purchase and trading schemes may curtail our ability to offer handsets at subsidized retail prices and thus limit our ability to acquire new customers or result in significant additional costs.

We acquire new customers in part by offering handsets for sale at significantly subsidized retail prices resulting in a loss to us on handset sales. In recent years, several third parties have purchased our less expensive

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handsets, reprogrammed them, and resold the handsets in bulk for use on other wireless communications providers networks. As a result of such bulk purchase and trading schemes, we do not realize wireless services revenue in connection with such handsets, which in the past has resulted in substantial losses to us. In addition, bulk purchases deplete inventory of retail stores available for sale to legitimate customers. We estimate that in 2005, 2006 and 2007, approximately 228,000, 322,000 and 76,000 of our handsets were bought and resold in bulk, which resulted in a loss of approximately $25.4 million, $30.4 million and $5.2 million, respectively, consisting primarily of loss subsidies and promotional expenses. We believe that such bulk purchase and trading schemes constitute breaches of the contractual terms of purchase of our handsets and the use of our services and that many activities of bulk handset traders infringe on our trademark rights, constitute illegal interference with our business, and constitute civil conspiracy, unjust enrichment and unfair competition. While we have aggressively pursued claims against such bulk purchasers, we cannot predict whether our efforts will be effective. We may be forced to raise our handset prices to deter future bulk purchase and trading activities, which may affect our ability to attract new customers. The continued bulk purchase and trading of our handsets may adversely affect our revenues, profitability and cash flows.

We have a significant amount of debt and are subject to restrictive debt covenants which could have important consequences related to the success of our business.

As of December 31, 2007, our total debt was $323.8 million. We have used debt to finance a significant portion of our operations. The level of our indebtedness could have important consequences, including:

- making it more difficult for us to satisfy our obligations under our debt instruments;
- limiting cash flow available for general corporate purposes, including capital expenditures and acquisitions, because a substantial portion of our cash flow from operations must be dedicated to servicing our debt;
- limiting our ability to obtain additional debt financing in the future for working capital, capital expenditures or acquisitions;
- limiting our flexibility to react to competitive and other changes in our industry and economic conditions generally; and
- exposing us to risks inherent in interest rate fluctuations because all of our borrowings are at variable rates of interest (although we have entered into transactions to hedge a substantial portion of our interest rate risk, if market interest rates increase, our unhedged variable-rate debt will result in higher interest expense and adversely affect our cash flow).

In 2005, we failed to satisfy a net service revenue covenant in our prior credit facility, which resulted in a default under that credit facility and required us to negotiate with our lenders to amend and restate that facility in July 2006. As a result of the default, we had no access to our $100 million revolving credit facility provided under our 2005 senior credit facilities, which resulted in a liquidity shortfall in 2006. As a result of the liquidity shortfall, we were unable to make timely payments to Sprint Nextel on amounts owed under the PCS services agreement, requiring us to negotiate with Sprint Nextel in order to receive additional time to make such payments and to pay interest on such late payments. In connection with the amendment and restatement of our 2005 senior credit facilities and our liquidity shortfall, Sprint Nextel and the Virgin Group provided us with a $100 million subordinated secured revolving credit facility which replaced another $100 million revolving credit facility that had been previously provided by the third-party lenders under our 2005 senior credit facilities. We used approximately $45 million of the proceeds from our initial public offering to repay indebtedness owed to Sprint Nextel under the terms of our subordinated secured revolving credit facility. Following such repayment, Sprint Nextel ceased to be a lender under our subordinated secured revolving credit facility and the Virgin Group s commitment under the facility was increased to $75 million. Accordingly, the maximum borrowing amount under the subordinated secured revolving credit facility was reduced from $100 million to $75 million following the initial public offering.

Our senior secured credit facility and our subordinated secured revolving credit facility contain a number of restrictive covenants and require us to maintain specified financial ratios and satisfy financial condition tests. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us on acceptable terms or in an amount sufficient to enable us to pay interest or principal on our debt or to fund our other liquidity needs. In addition, our limited tangible assets may further limit our ability to obtain loans or access the debt capital markets. Failure to satisfy our debt covenants or make any required payments could result in defaults under our credit agreements.

We may incur significant additional indebtedness from time to time. If we incur additional indebtedness, the related risks we could face would be magnified.

Our products and services are sold primarily through third-party retail distribution partners, and the success of our business will depend in part on maintaining our relationships with these partners.

Wireless products and services traditionally have been sold primarily in dedicated wireless retail stores, many branded with the name of the wireless communications provider. We have not operated, and do not plan to operate, branded stores dedicated to our wireless products and services. Instead, we sell our products and services through third-party distribution channels and through our website and our contact center.

Our four largest distribution partners account for a substantial majority of our sales. The success of our business depends in part on maintaining our relationships with these and other distribution partners and the terms of our distribution agreements with these partners. Our distribution agreements with retail partners generally have short terms and do not impose minimum purchase obligations on our distribution partners. We, on the other hand, have long-term supply contracts with manufacturers of our handsets.

Accordingly, there is no assurance that our distribution partners will continue to distribute our products or distribute sufficient quantities to match our purchase obligations with our suppliers. If our distribution agreements expire or are terminated or if our distribution partners cease to distribute our products and services, we may not be able to establish alternative distribution channels for our products and services.

As an MVNO, we are dependent on Sprint Nextel for our wireless network and any disruptions to such network may adversely affect our business and financial results.

We are dependent on Sprint Nextel s physical network. As an MVNO, we do not own spectrum or own or operate a physical network. Sprint Nextel is our exclusive wireless network provider. To be successful, we will need to continue to provide our customers with reliable service over the nationwide Sprint PCS network. We rely on Sprint Nextel and its third-party PCS affiliates to maintain their wireless facilities and government authorizations and to comply with government policies and regulations. If Sprint Nextel or its third-party PCS affiliates fail to do so, we may incur substantial losses. Delays or failure to add network capacity, or increased costs of adding capacity or operating the network, could limit our ability to increase our customer base, limit our ability to increase our revenues, or cause a deterioration of our operating margin. Some of the risks related to the nationwide Sprint PCS network and infrastructure include: physical damage to access lines, breaches of security, power surges or outages, software defects and disruptions beyond Sprint Nextel s control, such as natural disasters and acts of terrorism, among others. The PCS services agreement with Sprint Nextel does not contain any contractual indemnification provisions relating to network outages or other disruptions. Any impact on the nationwide Sprint PCS network will have an adverse impact on our business and may adversely affect our financial condition, results of operations and cash flows.

We are dependent on third-party PCS affiliates of Sprint Nextel. Third-party PCS affiliates of Sprint Nextel provide network coverage in certain regions of the country. We are dependent on those third-party PCS affiliates for coverage in those areas, and currently all such third-party PCS affiliates allow Virgin Mobile to offer service in their regions. Every three years, these PCS affiliates have the right to discontinue the activation of service for

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our new customers in their respective regions and they may next make this election in July 2008. If they agree to continue to support our services, they must commit to a three-year term, after which they can again elect to discontinue the activation of service for new customers in their regions. In addition, such third-party PCS affiliates have the right to stop providing their services to our new customers (1) if we launch services that are not pay-as-you-go services in such affiliate s territory, (2) if we target customers outside the market segment of individuals up to and including thirty years old (3) upon a change of control of us or Sprint Nextel and (4) upon certain events of bankruptcy or dissolution of us or Sprint Nextel. In the year ended December 31, 2007, approximately 5.5% of our customers were located in such third-party PCS affiliate territories and we generated approximately $57.0 million in revenues from such customers. The inability to provide service to customers within the third-party PCS affiliates territories could have an adverse affect on our business and could adversely affect our financial condition, results of operations and cash flows.

We are dependent on technology used by Sprint Nextel. Wireless communications technology is evolving rapidly. A significant change in current wireless network technologies or the emergence of alternative technologies could reduce significantly our ability to offer a full range of data services, as compared to our competitors. If Sprint Nextel fails to keep up with these changes, we may lose customers or may not be able to attract new customers. In addition, our PCS services agreement with Sprint Nextel presently covers only our access to the nationwide Sprint PCS network using CDMA technology and may limit our ability to access other networks or services offered by Sprint Nextel now or in the future. If Sprint Spectrum migrates a significant number of customers to a successor network and ceases activation of new customers on the nationwide Sprint PCS network, or a significant number of Sprint Spectrum s activation of new voice and data customers are on a successor network, we will begin negotiations with Sprint Spectrum regarding a possible arrangement to provide us with access to that successor network. If at any time Sprint Spectrum offers terms and conditions for the use of the successor network that are substantially similar to those under the PCS services agreement, we must accept the offer. If after a specified negotiation period, we cannot reach an agreement with Sprint Spectrum, or Sprint Spectrum has not offered terms for the successor network that are substantially similar to those under the PCS services agreement, then we must elect to either (1) use the successor network exclusively at the same level of functionality as the nationwide PCS network at rates fixed at those applicable to us for the services on the CDMA network under the PCS services agreement or (2) terminate the agreement and continue to use the CDMA network for a period of approximately two years pursuant to the terms and conditions of the PCS services agreement, subject to a cap on rates at those applicable to us as of the beginning of the negotiation period. If we elect to terminate the agreement under (2) above, our exclusivity obligations cease and we may negotiate with other network providers to obtain mobile services during this period and thereafter. We may not be able to negotiate new terms with Sprint Nextel or negotiate for competitive terms with a third-party provider of those services. In all cases, Sprint Spectrum reserves the right to discontinue providing services over the CDMA network after expiration of a two-year migration period and we will bear the costs (if any) of migrating end users to a new network if necessary.

If the PCS services agreement is terminated, we may be unable to obtain the wireless services necessary to operate our business. Our PCS services agreement with Sprint Nextel expires in 2027. Sprint Nextel, however, may terminate the PCS services agreement prior to the expiration of its term due to various reasons specified in the PCS services agreement, including:

- breach of the agreement by us;
- acquisition of control of us by a specified competitor of Sprint Nextel; or
- a specified competitor of the Virgin Group acquires control of us and Virgin Group terminates the Virgin trademark license agreement.

In case of either the expiration or termination of the Sprint PCS services agreement, we may be unable to reach a further agreement with Sprint Nextel and its third-party PCS affiliates or with an alternate wireless communications provider to obtain the wireless services necessary to operate our business. In addition, transition

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to an alternative provider is limited to a provider with a CDMA network as our handsets are not capable of operating on all networks. Such a transition could be time-consuming and costly and we could lose a substantial number of customers during the transition period.

Our dependence on Sprint Nextel is not limited to our use of the nationwide Sprint PCS network. We rely on Sprint Nextel and its third-party PCS affiliates for other critical operational matters, including:

- continued expansion and improvement by Sprint Nextel of the nationwide Sprint PCS network and its third-party PCS affiliates networks, which is expected to require additional investment;
- deployment of upgrades and maintenance of the nationwide Sprint PCS network by Sprint Nextel and its third-party PCS affiliates;
- maintenance by Sprint Nextel of its relationships with its third-party PCS affiliates;
- maintenance by Sprint Nextel and its third-party PCS affiliates of FCC authorizations in good standing;
- integration of new services into the nationwide Sprint PCS network;
- certification of new handsets for use on the nationwide Sprint PCS network;
- compliance with FCC, state E911 and other regulatory requirements;
- obtaining telephone numbers;
- maintenance of interconnection agreements; and
- compliance with applicable laws and regulations including the Communications Assistance for Law Enforcement Act of 1994, or CALEA, network technical requirements.

We compete with Sprint Nextel s products. We compete with several of Sprint Nextel s products, including its postpaid products and its prepaid Boost product. In addition, Sprint Nextel may from time to time create products or acquire interests in business that directly or indirectly compete with us. As a result, Sprint Nextel s interests may be different from, or adverse to, ours.

Payments made to Sprint Nextel pursuant to the PCS services agreement are based on estimates, which may cause our reported quarterly results to be less reflective of our actual performance during a given period.

We purchase wireless network services at a price based on Sprint Nextel s annual cost of providing these services plus a profit margin. Under the PCS services agreement, Sprint Nextel provides us with annual planning rates for various services. Quarterly, we estimate the annual cost of Sprint Nextel s services based on non-binding annual and quarterly estimates provided by Sprint Nextel and record an adjustment if the estimate is different from the actual costs billed to us by Sprint Nextel. Under the terms of the PCS services agreement, Sprint Nextel is required to provide us with a final assessment of their costs annually, a process to which we refer as a true-up. If the actual cost of the services Sprint Nextel sells to us is more than $100,000 higher than the rates charged to us during such year, we are required to pay to Sprint Nextel the amount of the difference; if Sprint Nextel s actual cost is more than $100,000 lower than the rates charged to us during such year, Sprint Nextel is required to refund to us the amount of such difference. In the event that our estimates for a given period are incorrect, we record an adjustment in the then-current period as a change to the estimate. Accordingly, our costs associated with network services may not be fully aligned with revenues during a given period to the extent of such adjustments and our reported quarterly results may not be fully reflective of our actual performance during a given period.

In March 2008, we and Sprint Nextel agreed to amend the PCS services agreement to provide that (1) we will not be subject to any true-up process and the related payment obligations with respect to the fiscal year ended December 31, 2007; (2) if the true-up with respect to the fiscal year ending December 31, 2008 indicates that the actual cost of the services Sprint Nextel sells to us is higher than the rates charged to us during such year,

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we will only pay Sprint Nextel the difference between (A) the lower of (i) the rates that Sprint Nextel provided in advance for planning purposes and (ii) the rates based on Sprint Nextel s actual costs, and (B) the actual rates charged to us; and (3) beginning with the first quarter of the fiscal year ending December 31, 2009, the true-up and pricing process set forth in the PCS services agreement prior to the amendment will apply unless otherwise agreed by the parties. Without the amendment, our cost of service and CCPU could have been materially higher, and Adjusted EBITDA could have been materially lower, than our reported results, which would have had a material effect on Net income for the year ended December 31, 2007. There is no assurance that we will be able to negotiate similar amendments in the future and, accordingly, true-up payments could be substantial.

Sprint Nextel s failure to obtain the proper licenses and governmental approvals from regulatory authorities would cause us to be unable to successfully operate our business.

The FCC licenses currently held by Sprint Nextel and its third-party PCS affiliates to provide PCS services are subject to renewal and revocation. There is no guarantee that Sprint Nextel s or its third-party PCS affiliates PCS licenses will be renewed. The FCC requires all PCS licensees to meet certain requirements, including so-called build-out requirements, to retain their licenses. Sprint Nextel s or its third-party PCS affiliates failure to comply with certain FCC requirements in a given license area could result in the revocation of Sprint Nextel s or such third-party PCS affiliates PCS license for that geographic area.

We are dependent on our license agreement with the Virgin Group to use the Virgin Mobile brand.

We are party to a trademark license agreement with the Virgin Group pursuant to which we have exclusive rights to use the Virgin Mobile brand for wireless products and services in our coverage area through 2027. The Virgin Group may terminate the trademark license agreement prior to the expiration of its term due to various reasons specified in the agreement, including:

- Breach of the agreement by us;
- acquisition of control of us by certain competitors of the Virgin Group; or
- a specified competitor of Sprint Nextel acquires control of us and Sprint Nextel terminates the Sprint PCS services agreement.

Further, we are subject to certain requirements regarding customer service, including levels of overall customer satisfaction. Failure to satisfy these levels may result in termination of the trademark license agreement by the Virgin Group.

In case of either the expiration or termination of the Virgin trademark license agreement, we may be unable to reach a further acceptable agreement with the Virgin Group. Our inability to use the Virgin Mobile brand would have a material adverse effect on our operations.

We may be limited in our ability to grow our business and customer base unless we can continue to obtain network capacity at favorable rates and meet the growing demands on our business systems and processes.

To further expand our MVNO business, we must continue to obtain wireless network capacity at favorable rates and terms, provide adequate customer service and acquire and market a sufficient quantity and mix of handsets and related accessories. Our operating performance and ability to attract new customers may be adversely affected if we are unable to meet the increasing demands for our services in a timely and efficient manner, while adequately addressing the growing demands on our customer service, billing, and other back- office functions. Any change in our ability, or the ability of third parties with whom we contract, to provide these services also could adversely affect our operations and financial performance.

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Our operations and growth could be adversely affected if our wireless data services do not perform satisfactorily.

We provide text, instant and picture messaging, email, ringtones, games, and other wireless data services marketed under the VirginXL and VirginXtras brand names. These non-voice mobile data services represent a significant portion of our revenues. Our future results may be adversely affected if these services are not utilized by a sufficient number of our customers or fail to produce sufficient levels of customer satisfaction and revenues. These services and features may not counter increasing competition and pricing pressure in the wireless voice market or markedly differentiate us from our competitors. We also may not realize our goals successfully if we fail to develop and deploy new wireless data applications for our customers, offer wireless data services profitably, or achieve a satisfactory level of customer acceptance and utilization of our wireless data services.

Our prepaid service offerings may not be successful in the long term.

Our prepaid services may not prove to be successful or profitable in the long term. In addition, a majority of the customers that purchase our prepaid services are lower-income, lower-usage customers. Our long-term success is dependent upon our sustained ability to generate sufficient revenue from our customers based on their use of our services and respond to churn by adding new customers. If we are unable to sustain or increase the revenue that we generate from our existing customers or obtain new customers to replace churned customers, our operational performance and financial results may be adversely affected.

We rely on third parties for equipment and services that are integral to our business.

We have entered into agreements with third-party contractors, including Kyocera Wireless Corp., LG Electronics MobileComm U.S.A., Inc. and UTStarcom Personal Communications LLC, to provide equipment and services required for our operation, in addition to content development, product distribution, supply chain, handset sourcing, customer care and billing and payment processing. Some of these agreements contain termination provisions that allow for these agreements to be cancelled upon short or no notice. If these contracts are terminated and we are unable to renew them or negotiate agreements for replacement services with other providers at comparable rates, our business will suffer. Our handset inventory is currently acquired from only a few sources. In addition, our ability to control the efficiency, timeliness and quality of the services provided by our third-party contractors is limited.

We may be affected by ongoing litigation between QUALCOMM and Broadcom.

QUALCOMM Incorporated, which licenses CDMA technology to handset manufacturers, is engaged in a patent dispute with Broadcom Corporation. If the parties are unable to resolve their dispute, QUALCOMM is unable to provide non-infringing technological solutions, or our handset providers are unable to obtain licenses to use the CDMA technology at issue, we may be unable to launch certain advanced handset models.

Our future success will depend in part on our ability to protect our intellectual property rights, and our inability to enforce these rights could cause us to lose sales and any competitive advantage we have.

Our success depends to a significant degree upon our ability to protect and preserve the proprietary aspects of our products and services and other intellectual property. We rely on the patent, trademark, copyright and trade secret laws of the United States and other countries, as well as nondisclosure agreements, to protect our intellectual property rights. However, we may be unable to prevent third parties from using our technology without our authorization, breaching any nondisclosure agreements with us, or independently developing technology that is similar to ours, particularly in those countries where the laws do not protect our proprietary rights as fully as in the United States. The use of our intellectual property or similar intellectual property by others could reduce or eliminate any competitive advantage we have developed, cause us to lose sales or otherwise harm our business. If it becomes necessary for us to resort to litigation to protect these rights, any proceedings could be burdensome and costly and we may not prevail.

We depend upon our senior management and our business may be adversely affected if we cannot retain them.

Our success depends upon the retention of our experienced senior management with specialized industry and technical knowledge. We might not be able to find qualified replacements for the members of our senior management team if their services were no longer available to us; accordingly, the loss of critical members of our senior management team could have a material adverse effect on our ability to effectively pursue our business. We only have key man life insurance for Daniel H. Schulman, our chief executive officer, and no other member of our senior management team.

Difficulty hiring and retaining qualified personnel, costs associated with any workforce reductions and the potential impact of unionization and organizing activities could have an adverse effect on our costs and results of operations.

The success of our business depends in large part upon our ability to attract and retain highly skilled, knowledgeable and qualified managerial, professional, technical, sales and customer support personnel. If we are unable to recruit and retain qualified employees our results of operations could be adversely affected. In addition, in order to remain competitive we could decide to reduce our workforce to better align our cost structure with our economics or to otherwise reduce operating costs or improve efficiencies, which could lead to a decline in employee morale, reduced productivity and increased attrition. Furthermore, we may incur substantial costs relating to severance or similar payments in the event of a workforce reduction.

In addition, union organizing activities may occur, and the adverse impact of unionization and organizing activities on our costs and operating results could be substantial.

We may consider mergers, acquisitions or strategic investments, which may subject us to integration and other risks.

Historically, we have grown our business organically but, subject to our existing and future contractual obligations, we may in the future consider mergers, acquisitions or strategic investments to obtain increased market share or access to new technologies and services. Risks we may encounter include: (1) negotiation of potential acquisitions could cause us to incur significant costs; (2) potential acquisitions may not contribute to our business strategy, or we may pay more than the real value of the assets or company being acquired; (3) such acquired assets or operations may not result in sales or profits that justify the investments made in such acquisitions; (4) we may have difficulty assimilating the acquired technologies or products into our products and services; (5) our relationship with current and new employees, customers and distributors could be impaired; (6) our due diligence process may fail to identify technical problems, such as issues with the acquired company s product quality or product structure; (7) we may face contingencies related to product liability, intellectual property, financial disclosures and accounting practices or internal controls; (8) potential acquisitions may result in litigation from terminated employees or third parties; (9) potential acquisitions may divert our management s attention from our existing operations; and (10) we may be unable to obtain the timely authorizations from governmental authorities to the extent required to complete such potential acquisitions pursuant to competition, antitrust or other laws. These factors could have a material adverse effect on our businesses, results of operations, financial condition or cash flows, particularly in the case of the acquisition of a larger company or a high number of acquisitions. To the extent that we issue shares in connection with future acquisitions, existing stockholders may be diluted and earnings per share may decrease. In addition, certain transactions may result in payments to Sprint Nextel and the Virgin Group under their respective tax receivable agreements.

Our internal controls over financial reporting may not be effective and our independent registered public accounting firm may not be able to certify as to their effectiveness, which could have a significant and adverse effect on our business and reputation.

We intend to evaluate our internal controls over financial reporting in order to allow management to report on, and our independent registered public accounting firm to attest to, our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002, as amended, and rules and regulations of the SEC thereunder, which we refer to as Section 404. The process of documenting and testing our internal control procedures in order to satisfy the requirements of Section 404 requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent registered public accounting firm addressing effectiveness of internal controls over financial reporting. During the course of our testing, we may identify deficiencies which we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act of 2002 for compliance with the requirements of Section 404.

In addition, if we fail to achieve and maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404. We are not currently required to furnish a report on our internal control over financial reporting pursuant to the SEC s rules under Section 404. We expect that these rules will apply to us when we file our Annual Report on Form 10-K for our fiscal year ending in December 2008, which we will be required to file by March 2009. We cannot be certain as to the timing of completion of our evaluation, testing and any remediation actions or the impact of the same on our operations. If we are not able to implement the requirements of Section 404 in a timely manner or with adequate compliance, our independent registered public accounting firm may not be able to certify as to the effectiveness of our internal control over financial reporting and we may be subject to sanctions, stock exchange delisting or investigation by regulatory authorities, such as the SEC. As a result, there could be a negative reaction in the financial markets due to a loss of confidence in the reliability of our financial statements. This could harm our reputation and cause us to lose existing customers or fail to gain new customers and otherwise negatively affect our financial condition, results of operations and cash flows. In addition, we may be required to incur costs in improving our internal control system and the hiring of additional personnel.

We have identified material weaknesses in our internal controls over financial reporting within our revenue cycle as it relates to the reporting of recovery fees for certain air time taxes and regulatory charges and accrued revenues that, if not properly corrected, could result in material misstatements in our financial reporting.

In conjunction with the preparation of our financial statements for the six months ended June 30, 2007, we identified errors in our financial statements in the amount of $0.5 million, $(0.3) million, $(0.3) million and $3.8 million to our net income /(loss) for the years ended December 31, 2006, 2005 and 2004 and for the three months ended March 31, 2007, respectively. These errors, which we determined to be material weaknesses in our internal controls over financial reporting, were primarily the result of system interface failures for recovery fees for certain airtime taxes and regulatory charges and accrued revenues, which overstated our net service revenue and overstated our cost of service in each period except for the three months ended March 31, 2007, which understated our net service revenue and overstated our cost of service. We corrected these errors through a restatement of our results for the three months ended March 31, 2007 and an out-of-period net adjustment amounting to $(0.1) million (comprised of the cumulative effect of prior year errors in the amount of $0.5 million, $(0.3) million and $(0.3) million for the years ended December 31, 2006, 2005 and 2004, respectively) reflected in our financial statements for the six months ended June 30, 2007. We did not restate our financial statements for any period ended on or prior to December 31, 2006, as we do not believe that these errors were material to any interim or annual prior periods. The impact of the out-of-period adjustments in 2007 is not material to our financial statements for the three month period ended March 31, 2007, the six month period ended June 30, 2007 and our financial results for the year ending December 31, 2007. Additionally, we plan to restate our results for the three months ended March 31, 2007 when we file our quarterly report on Form 10-Q for the period ending March 31, 2008 to reflect those out-of-period charges.

A material weakness is defined by the standards issued by the Public Company Accounting Oversight Board as a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected. Our controls failed to detect the inaccurate reporting resulting from system interface failures for recovery fees for certain airtime taxes and regulatory charges and accrued revenues which affected

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several financial accounts including net service revenue, cost of sales, deferred revenue and accrued taxes. If our remediation is insufficient to address the material weaknesses, or if additional material weaknesses in our internal controls are discovered in the future, it may adversely affect our ability to assure timely and accurate financial statement reporting. As a result, our financial statements may contain material misstatements and could potentially result in a decline of our stock price.

If we are unable to effectively manage our inventory held on consignment by our retailers, it could adversely affect our results of operations.

A significant portion of our inventory is held on consignment by certain of our retail partners. In these consignment locations, we do not have physical possession of the consigned inventory. We therefore have to rely on certain information provided by our retail partners, in addition to periodic inspections, to determine inventory balances on hand at such consignment locations.

Our retail partners who hold inventory on a consignment basis are required to use commercially reasonable procedures to safeguard such goods in their possession and maintain property insurance in negotiated amounts adequate to cover the value of the consigned inventory in their possession. If we are unable to properly monitor, control and manage our inventory or unable to recover in the event of loss or damage to such inventory, we may incur unexpected costs associated with writing off lost or damaged inventory.

Our consignment agreements include certain rights of our retail partners to return unsold consignment inventory. In certain instances, while we may not be contractually obligated to accept returned consignment inventory, we may determine that it is in our best interest to accept returns in order to maintain good relations with our retail partners. If we are unable to find an alternative channel for distribution of such returned consignment inventory, such returns would increase our expenses and result in lost revenues.

In December 2007, we recorded incremental inventory reserves of $3.2 million related to consignment inventory. This charge was the result of identified book-to-physical inventory differences related to consigned inventory. If we are unable to effectively manage appropriate consigned inventory levels, we may suffer inventory losses that will reduce our operating income levels. There can be no assurance that any efforts to strengthen our monitoring and management of consigned inventory will be adequate to meaningfully reduce the risk of inventory loss.

Pending civil litigation could have a material adverse affect on us.

We and certain of our former and current executive officers and directors, as well as our principal shareholders, are defendants in several federal securities class action lawsuits. See Item 3, Legal Proceedings for a more detailed description of these proceedings. These actions remain in preliminary stages and it is not yet possible to determine their ultimate outcome. The plaintiffs in the class action lawsuits seek substantial damages. The legal and other costs associated with the defense of all of these actions, the amount of time required to be spent by management and the Board of Directors on these matters and the ultimate outcome of the litigation may have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Our Industry

Government regulations and taxation could increase our costs, limit our growth, and adversely affect our operations and financial results.

The licensing, operation and provision of wireless telecommunications systems and services are regulated by the FCC and, depending on the jurisdiction, state and local regulatory agencies. These regulatory authorities have established certain taxes and fees on the providers of wireless services. Although we remit all applicable federal and state regulatory fees, we currently do not recover these regulatory fees or our compliance costs directly from most of our customers. We may decide to pass these costs to all of our customers in the future,

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however, which may negatively affect our ability to attract and retain customers. Federal, state, and local taxation of our services also significantly increases our cost of doing business and affects our profitability.

The FCC and many states have established universal service fund (USF) programs to ensure that affordable, quality telecommunications services are available to all U.S. residents. Under the FCC s current regulations, carriers, including us, must contribute to the federal USF program a variable percentage of interstate end-user telecommunications revenues. The FCC, however, has indicated that it may transition to a connections-based or numbers-based approach for USF contributions in the near future. Under such a system, carriers would contribute a per-customer flat fee for each connection or number that the carrier serves. While no final decision has been made by the FCC on transitioning to a connections-based or numbers-based USF contribution methodology, any such transition may require us to increase our rates, adversely affecting our profitability and hindering our ability to attract and retain customers. Generally, any connections-based or numbers-based regime that imposes a flat rate for all wireless users, without adjustment for or exception of lower usage customers, would be regressive and may adversely affect our customers, who on average have lower usage levels and lower incomes than those of postpaid services.

The FCC also has adopted rules requiring wireless providers to implement enhanced 911 (E-911) calling capabilities in two phases, the second of which requires carriers to provide automatic customer location information with a specified accuracy. Many state and local governments have imposed flat per-customer fees on wireless providers to support local implementation of this service. Although we remit all applicable E-911 fees, we do not currently recoup E-911 fees directly from most of our customers. Any increase in these fees may affect our operations and require us to raise our service rates, which may affect our ability to attract and retain customers. In the future, we also may seek to recover these fees from all of our customers, which may affect our ability to attract and retain customers. Moreover, any connections-based or numbers-based regime that imposes a flat rate for all wireless users, without adjustment for or exception of lower usage customers, would adversely affect our customers, who on average have lower usage levels and lower incomes than those of postpaid services.

While Section 332 of the Communications Act of 1934, as amended, generally preempts state and local regulation of wireless services, states have begun to regulate the practices of wireless providers by applying traditional consumer protection requirements to wireless services. The trend toward increasing the amount and applicability of these requirements greatly affects our ability to offer nationwide services. If a significant number of states were to extend consumer protection requirements to wireless services, it would alter significantly our business practices and impose additional costs on us. If we fail to comply with any of these government regulations, we may be subject to monetary sanctions, which could have a material adverse effect on our business.

Circumvention of security systems on our handsets may adversely affect our operational performance and financial results.

Software installed on handsets sold by many wireless providers, including us, prevents a customer from using a handset sold by one wireless provider on another wireless provider s system. A recently issued federal regulation provides that circumvention of such software, when circumvention is accomplished for the sole purpose of lawfully connecting to a wireless telephone communication network, is exempt from the Digital Millennium Copyright Act s prohibition against circumvention of technological measures that control access to copyrighted works. 37 C.F.R. § 201 (2006).

Like most wireless providers, we subsidize handsets with the expectation that the customer will use the handset on our wireless service and generate sufficient revenue to defray our upfront subsidy. Since we do not impose annual service contracts or early termination penalties, customers may terminate service with us at any time and transition to a new provider. Our financial results could be adversely affected if a significant number of our customers were encouraged by the regulation described above to transition to a new wireless communications provider before we were able to recoup our upfront handset subsidy.

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In addition, while this regulation does not prevent us from relying on other legal theories, it has eliminated one claim that otherwise might have been brought against bulk purchasers of our handsets and may impair our ability to deter future bulk purchase and trading activities.

Concern about alleged health risks relating to radio frequency emissions from wireless handsets may harm our prospects.

There have been suggestions that radio frequency emissions from wireless handsets may be linked to health concerns, including increased incidences of cancer. Although medical reviews have concluded that evidence does not support a finding of adverse health effects as a result of wireless handset use, some studies have suggested that radio frequency emissions may cause certain adverse biological effects. Research on these and other health concerns is ongoing and may demonstrate a link between radio frequency emissions and health concerns.

We and other wireless communications providers may be subject to litigation relating to these and other health concerns, including claims that handsets interfere with various electronic medical devices, such as hearing aids and pacemakers. Concerns over radio frequency emissions may also discourage the use of wireless handsets, which could have a material adverse effect on our business.

We and others in our industry are subject to allegations of intellectual property infringement which, if resolved against us, could reduce our revenues, cause us to lose customers or increase our costs.

Wireless communications providers have been the subject of third-party allegations of intellectual property rights infringement and we cannot be certain that our products do not and will not infringe the intellectual property rights of others. In some instances, these third-party allegations have progressed to lawsuits alleging infringement of patent and other rights. We have been and may again be a target of lawsuits alleging that our service offerings infringe third parties intellectual property rights. Any such allegations, whether or not meritorious, could result in costly litigation and divert the efforts of our legal staff and other personnel. While we will seek appropriate assurances and indemnification from vendors, if it is ultimately determined that a third-party has enforceable intellectual property rights with respect to our services, it may adversely affect our results of operations or prevent us from offering our services. If we are found liable for infringement, we may be required to enter into licensing agreements (if available on acceptable terms or at all) or pay damages and cease making or selling certain products. In addition, we may need to redesign some of our service offerings to avoid future infringement liability.

Risks Related to Our Organizational Structure

Our only material assets are the units of our Operating Partnership, and we are accordingly dependent upon distributions from the Operating Partnership to pay our expenses, taxes and dividends (if and when declared by our board of directors).

Virgin Mobile USA, Inc. is a holding company and has no material assets other than its direct and indirect ownership of partnership units in the Operating Partnership. Virgin Mobile USA, Inc. has no independent means of generating revenue. To the extent that Virgin Mobile USA, Inc. needs funds, and the Operating Partnership is restricted from making such distributions under applicable law or regulation or under any present or future debt covenants, or is otherwise unable to provide such funds, it will materially adversely affect our business, liquidity, financial condition and results of operation.

Our corporate structure may result in conflicts of interest between our stockholders and the holders of our operating partnership units.

Our corporate structure is similar to that of an umbrella partnership real estate investment trust, or UPREIT, which means that we hold our assets and conduct substantially all of our operations through an operating limited partnership, and may in the future issue limited partnership units to third parties. Persons holding operating partnership units have the right to vote on certain amendments to the partnership agreement of the Operating Partnership, as well as on certain other matters. Persons holding these voting rights may exercise them in a manner that conflicts with the interests of our stockholders. Circumstances may arise in the future when the interests of limited partners in our Operating Partnership conflict with the interests of our stockholders. As we control the general partner of the Operating Partnership, we have fiduciary duties to the limited partners of the Operating Partnership that may conflict with fiduciary duties our officers and directors owe to our stockholders. These conflicts may result in decisions that are not in the best interests of stockholders.

In addition, our amended and restated certificate of incorporation provides that neither Sprint Nextel nor the Virgin Group nor their respective affiliates has any duty to refrain from (1) engaging, directly or indirectly, in a corporate opportunity in the same or similar lines of business in which we now engage or propose to engage; or (2) doing business with any of our clients, customers or vendors. In the event that either of Sprint Nextel or the Virgin Group acquires knowledge of a potential transaction or other business opportunity which may be a corporate opportunity for itself or its affiliates and for us or our affiliates, then neither Sprint Nextel nor the Virgin Group has any duty to communicate or offer such transaction or business opportunity to us and may take any such opportunity for themselves or offer it to another person or entity. Neither Sprint Nextel nor the Virgin Group nor any officer, director or employee thereof, shall be liable to us or to any of our stockholders (or any affiliates thereof) for breach of any fiduciary or other duty by engaging in any such activity, and we waive and renounce any claim based on such activity. This provision applies even if the business opportunity is one that we might reasonably be deemed to have pursued or had the ability or desire to pursue if granted the opportunity to do so. Our amended and restated certificate of incorporation provides that any amendment or repeal of the provisions related to corporate opportunities described above requires the affirmative vote of 80% of the holders of the then-outstanding shares of our common stock.

We are required to pay Sprint Nextel for the tax benefits relating to any additional tax depreciation or amortization deductions we may claim as a result of the tax basis step-up we received in connection with our purchase from Sprint Nextel of units in the Operating Partnership concurrently with our initial public offering and subsequent exchanges by Sprint Nextel of its units in the Operating Partnership for shares of our common stock and related transactions with Sprint Nextel.

The amounts of the tax benefits we expect to receive and the amounts we will be required to pay may vary. Concurrently with our initial public offering, Sprint Nextel sold a portion of its interest in Virgin Mobile USA, LLC to us in consideration of approximately $136.0 million (which was paid from the net proceeds to us from the offering). In addition, from time to time, Sprint Nextel may exchange its partnership units in the Operating Partnership for shares of our Class A common stock. Such exchanges may result in increases in the tax bases of the assets of the Operating Partnership that would be allocated to Virgin Mobile USA, Inc. Any increase in tax basis that is attributable to an amortizable asset may reduce the amount of tax that we would otherwise be required to pay in the future. The amount of the benefit realized by us will vary depending on the amount, character and timing of our taxable income and there can be no assurances that any such benefit will be utilizable in whole or in part.

Concurrently with our initial public offering, we entered into a tax receivable agreement with Sprint Nextel that provided for the payment by us to Sprint Nextel of the amount of the actual cash savings, if any, in U.S. federal, state and local income tax that we actually realize as a result of these increases in tax basis. For purposes of the tax receivable agreement, cash savings in income tax generally will be computed by comparing our income tax liability (assuming no contribution of net operating losses by the Virgin Group) to the amount of such taxes that we would have been required to pay if (1) there had been no increase to the tax basis of the assets of the Operating Partnership as a result of the initial sale and future exchanges, (2) we had not entered into the tax receivable agreement and (3) the Virgin Group had not contributed any net operating losses. This amount will be adjusted under the terms of the tax receivable agreement to the extent that the aggregate hypothetical value of benefits contributed by both the Virgin Group and Sprint Nextel exceeds our actual cash tax savings from such benefits. The term of the tax receivable agreement commenced upon consummation of our initial public offering and will continue until all such tax benefits have been utilized or expired, including the tax benefits derived from future exchanges.

It is expected that payments to Sprint Nextel will be substantial. While the actual amount and timing of payments under the tax receivable agreement will depend upon a number of factors, including the timing of the exchanges, the amount and timing of taxable income we generate in the future, our use of net operating loss carryovers, the portion of our payments under the tax receivable agreement constituting imputed interest and increases in the tax basis of our assets resulting in payments to Sprint Nextel, we expect that the payments that may be made to Sprint Nextel will be substantial. Assuming no material changes in the relevant tax law and that we earn significant taxable income to realize the full tax benefit of the increased amortization of our assets, we expect that future payments to Sprint Nextel, in respect of the initial purchase of interests of Virgin Mobile USA, LLC concurrently with our initial public offering, to aggregate approximately $120.7 million. Future payments to Sprint Nextel in respect of subsequent exchanges would be in addition to this amount and are expected to be substantial. In addition, we will depend on distributions from the Operating Partnership to fund our payment obligations under the tax receivable agreement. Under the terms of the limited partnership agreement of the Operating Partnership, all distributions to fund such obligations are made to the partners pro rata in accordance with their respective percentage ownership interests in the Operating Partnership. Accordingly, every time we cause the Operating Partnership to make a distribution to us in order to fund our payment obligations to Sprint Nextel under the tax receivable agreement, the Operating Partnership will be required to make a corresponding distribution to Sprint Nextel. The payments under the tax receivable agreement are not conditioned upon Sprint Nextel s continued ownership of us. We may need to incur debt to finance payments under the tax receivable agreement to the extent our cash resources are insufficient to meet our obligations under the tax receivable agreement as a result of timing discrepancies or otherwise.

In addition, although we are not aware of any issue that would cause the Internal Revenue Service, or IRS, to challenge the tax basis increases or other benefits arising under the tax receivable agreement, Sprint Nextel will not reimburse us for any payments previously made if such basis increases or other benefits are subsequently disallowed, although the amount of any tax savings subsequently disallowed will reduce any future payment otherwise owed to Sprint Nextel. As a result, in such circumstances we could make payments to Sprint Nextel under the tax receivable agreement in excess of our actual cash tax savings.

The timing of our payments to Sprint Nextel could be accelerated in certain circumstances and could exceed our actual cash savings. If we undergo a change in control and do not elect to terminate the tax receivable agreement as discussed below, cash savings in income tax will be computed as described above, but with the additional assumption that we have sufficient income in each subsequent year to claim all of the tax benefits attributable to the increase to the tax basis of the assets of the Operating Partnership and to utilize any loss carryovers attributable to such increase in basis. If we or our direct or indirect subsidiary transfers any asset to a corporation with which we do not file a consolidated tax return, we will be treated as having sold that asset in a taxable transaction for purposes of determining the cash savings in income tax under the tax receivable agreement. In addition, prior to agreeing to engage in any business combination, sale or purchase of assets, or reorganization outside the ordinary course of its business which would not constitute a change of control for purposes of the tax receivable agreement and which could adversely affect the expected value of the benefits payable to Sprint Nextel under the tax receivable agreement, we will be required to obtain the consent of Sprint Nextel, which consent may be conditioned upon our agreement to make a make-whole payment to Sprint Nextel to compensate Sprint Nextel for such reduction in benefits. Although not assured, we expect that the consideration that we will remit to Sprint Nextel will not exceed the tax liability that we otherwise would have been required to pay absent the contribution by Sprint Nextel of tax attributes as a result of the reorganization transactions and subsequent exchanges. However, such payments could be substantial and could exceed our actual cash tax savings under the tax receivable agreement.

The tax receivable agreement provides that in the event that we breach any of our material obligations under the tax receivable agreement, whether as a result of our failure to make any payment when due (subject to a specified cure period), failure to honor any other material obligation under the tax receivable agreement or by operation of law as a result of the rejection of the tax receivable agreement in a case commenced under the Bankruptcy Code or otherwise, then all our payment and other obligations under the tax receivable agreement will be accelerated and will become due and payable. Such payments could be substantial and could exceed our actual cash tax savings under the tax receivable agreement. Additionally, we have the right to terminate the tax receivable agreement with respect to previous exchanges (or, in certain circumstances, including if we undergo a change of control, with respect to all previous and future exchanges). If we terminate the tax receivable agreement, our payment and other obligations under the tax receivable agreement will be accelerated and will become due and payable. Although not assured, we expect that the consideration that we will remit to Sprint Nextel will not exceed the tax liability that we otherwise would have been required to pay absent the contribution by Sprint Nextel of tax attributes as a result of the reorganization transactions and subsequent exchanges. However, such payments could be substantial and could exceed our actual cash tax savings under the tax receivable agreement.

We are required to pay the Virgin Group for the tax benefits relating to certain tax attributes contributed by the Virgin Group to us in connection with the reorganization transactions we undertook concurrently with our initial public offering.

The amounts of the tax benefits we expect to receive and the amounts we will be required to pay may vary. In connection with the reorganization transactions we undertook concurrently with our initial public offering, the Virgin Group contributed to Virgin Mobile USA, Inc. its interest in Bluebottle USA Investments L.P., which resulted in us receiving approximately $309.7 million of net operating losses accumulated by Investments. If utilized by us, these net operating losses will reduce the amount of tax that we would otherwise be required to pay in the future. The amount of benefit realized by us may vary depending on the amount, character and timing of our taxable income and there can be no assurances that any such benefit will be utilizable in whole or in part. In addition, section 382 of the Internal Revenue Code of 1986, as amended, imposes an annual limit on the ability of a corporation that undergoes an ownership change to use its net operating losses to reduce its tax liability. We believe an ownership change of Investments occurred as a result of our offering that imposed a limitation on the use of such net operating losses under section 382.

Concurrently with our initial public offering, we entered into a tax receivable agreement with the Virgin Group that provided for the payment by us to the Virgin Group of the amount of the actual cash savings, if any, in U.S. federal, state and local income tax that we actually realize as a result of the use of these net operating losses. For purposes of the tax receivable agreement, cash savings in income tax generally will be computed by comparing our income tax liability (assuming no step-up in the basis of the assets attributable to exchanges by Sprint Nextel) to the amount of such taxes that we would have been required to pay had such net operating losses not been available to us and assuming no step-up in the basis of the assets attributable to exchanges by Sprint Nextel. This amount will be adjusted under the terms of the tax receivable agreement to the extent that the aggregate hypothetical value of benefits contributed by both the Virgin Group and Sprint Nextel exceed our actual cash tax savings from such benefits. The term of the tax receivable agreement commenced upon consummation of our initial public offering and will continue until all such tax benefits have been utilized or expired.

It is expected that payments made to the Virgin Group will be substantial. While payments made under the tax receivable agreement will depend upon a number of factors, the amount and timing of taxable income we generate in the future, our use of additional amortization deductions attributable to our acquisition of units in the Operating Partnership from Sprint Nextel and the portion of our payments under the tax receivable agreement constituting imputed interest, we expect that the payments that may be made to the Virgin Group will be substantial. Assuming no material changes in the relevant tax law and that we earn significant taxable income to realize the full tax benefit of the net operating losses contributed by the Virgin Group, we expect future payments to the Virgin Group to aggregate $123.9 million. In addition, we depend on distributions from the Operating Partnership to fund our cash payment obligations, if any, under the tax receivable agreement. Under the terms of

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the limited partnership agreement of the Operating Partnership, all distributions to fund such obligations are made to the partners pro rata in accordance with their respective percentage ownership interests in the