Lessee Information

40) Lessee is a(n): (C) Individual	Corporation	Unincorporated Association / Limited Liability Corporation	Trust / Partnership	Government Entity / Consortium	Joint Venture
41) FCC Registration Number (FRN): 0003293511					
42) First Name (if individual):	MI:	Last Name:			Suffix:
43) Entity Name (if other than individual): Nextel of California, Inc.					
44) Attention To: Robin J. Cohen					
45) P.O. Box:	And /Or	46) Street Address: 2001 Edmund Halley Drive			
47) City: Reston			48) State: VA	49) Zip Code: 20191	
50) Telephone Number: 703-433-4000			51) FAX Number: 703-433-4035		
52) E-Mail Address:					

Name of Lessee Contact Representative (if other than Lessee)

53) First Name:	MI:	Last Name:		Suffix:
54) Company Name:				
55) P.O. Box:	And /Or	56) Street Address:		
57) City:			58) State:	59) Zip Code:
60) Telephone Number:			61) FAX Number:	
62) E-Mail Address:				

Sublessee Information

63) Sublessee is a(n): ( ) Individual	Corporation	Unincorporated Association / Limited Liability Corporation	Trust / Partnership	Government Entity / Consortium	Joint Venture

64) FCC Registration Number (FRN):			
65) First Name (if individual):	MI:	Last Name:	Suffix:
66) Entity Name (if other than individual):			
67) Attention To:			
68) P.O. Box:	And /Or	69) Street Address:	
70) City:	71) State:	72) Zip Code:	
73) Telephone Number:	74) FAX Number:		
75) E-Mail Address:			

Name of Sublessee Contact Representative (if other than Sublessee)

76) First Name:	MI:	Last Name:	Suffix:
77) Company Name:			
78) P.O. Box:	And /Or	79) Street Address:	
80) City:	81) State:	82) Zip Code:	
83) Telephone Number:	84) FAX Number:		
85) E-Mail Address:			

Transferor Information

86) Transferor is a(n): (C) Individual Corporation	Unincorporated Association Limited Liability Corporation	Trust Partnership	Government Entity Consortium	Joint Venture	
87) FCC Registration Number (FRN): 0003769890					
88) First Name (if individual):	MI:	Last Name:			Suffix:
89) Entity Name (if other than individual): Nextel Communications, Inc.					
90) Attention To: Robin J. Cohen					
91) P.O. Box:	And /Or	92) Street Address: 2001 Edmund Halley Drive			
93) City: Reston			94) State: VA	95) Zip Code 20191	
96) Telephone Number: 703-433-4000		97) FAX Number: 703-433-4035			
98) E-Mail Address:					

Name of Transferor Contact Representative (if other than Transferor)

99) First Name:	MI.	Last Name:		Suffix:
100) Company Name				
101) P.O. Box:	And /Or	102) Street Address		
103) City:			104) State:	105) Zip Code
106) Telephone Number:		107) FAX Number:		
108) E-Mail Address:				

Transferee Information

109) Transferee is a(n): (C) Individual / Corporation	Unincorporated Association / Limited Liability Corporation	Trust / Partnership	Government Entity / Consortium	Joint Venture	
110) FCC Registration Number (FRN): 0012468146					
111) First Name (if individual):	MI:	Last Name:		Suffix:	
112) Entity Name (if other than individual): S-N Merger Corp.					
113) Attention To: Anthony Traini					
114) P.O. Box:	And /Or	115) Street Address: 401 9th Street, NW - Suite 400			
116) City: Washington		117) State: DC	118) Zip Code: 20004		
119) Telephone Number: 202-585-1925		120) FAX Number: 202-585-1892			
121) E-Mail Address: tony.traini@mail.sprint.com					

Name of Transferee Contact Representative (if other than Transferee)

122) First Name: Philip	MI: L	Last Name: Verveer		Suffix:
123) Company Name: Willkie Farr & Gallagher LLP				
124) P.O. Box:	And /Or	125) Street Address: 1875 K Street, NW		
126) City: Washington		127) State: DC	128) Zip Code: 20006	
129) Telephone Number: 202-303-1000		130) FAX Number: 202-303-2000		
131) E-Mail Address: pverveer@willkie.com				

Alien Ownership Questions

132)	Is the Lessee/Sublessee a foreign government or the representative of any foreign government?	(N) Yes No
133)	Is the Lessee/Sublessee an alien or the representative of an alien?	(N) Yes No
134)	Is the Lessee/Sublessee a corporation organized under the laws of a foreign government?	(N) Yes No
135)	Is the Lessee/Sublessee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) Yes No
136)	Is the Lessee/Sublessee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Y', attach an exhibit explaining the nature and extent of alien or foreign ownership.	(N) Yes No
137)	If the answer to 136 is 'Y', has the Lessee/Sublessee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) as the service(s) involved in the Application/Notification? If 'Y', provide in an exhibit the citation(s) of the declaratory ruling(s) received by the Lessee/Sublessee (i.e., DA or FCC Number, FCC Record citation when available, and release date). If 'N', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( ) Yes No

Basic Qualification Questions

138)	Has the Lessee/Sublessee/Transferee or any party to the Application/Notification had any FCC station authorization, license, Lease, Sublease or construction permit revoked or had any Application/Notification for an initial modification or renewal of FCC station authorization, license, Lease, Sublease, or construction permit denied by the Commission?	(N) Yes No
139)	Has the Lessee/Sublessee/Transferee or any party to directly or indirectly controlling the Lessee/Sublessee/Transferee ever been convicted of a felony by any state or federal court? If 'Y', attach an exhibit explaining the circumstances.	(N) Yes No
140)	Has any court finally adjudged the Lessee/Sublessee/Transferee or any party directly or indirectly controlling the Lessee/Sublessee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Y', attach an exhibit explaining the circumstances.	(N) Yes No
141)	Is the Lessee/Sublessee/Transferee or any party directly or indirectly controlling the Lessee/Sublessee/Transferee currently a party in any pending matter referred to in the preceding two items? If 'Y', attach an exhibit explaining the circumstances.	(N) Yes No

The following is to be completed in all Applications/Notifications relating to Leasing

Licensee Certification Statements:

1. The Licensee agrees that the Lease/Sublease is not an assignment, sale, or transfer of the license itself.

2) The Licensee certifies that it will not consent to assignment of the Lease except to the extent such assignment complies with the Commission's rules and regulations.

The Licensee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

Type or Printed Name of Party Authorized to Sign:

142) First Name: James	MI: A	Last Name: Kay	Suffix: Jr

143) Title: Individual, Sole Proprietor

Signature:	144) Date: 1/28/05

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Lessee/Sublessee Certification Statements

1) The Lessee/Sublessee agrees that the Lease/Sublease is not an assignment, sale, or transfer of the license itself.
2) The Lessee/Sublessee acknowledges that it is required to comply with the Commission's rules and regulations and other applicable law, at all times, and if the Lessee/Sublessee fails to so comply, the Lease/Sublease may be revoked, cancelled or terminated by either the licensee or the Commission.
3) The Lessee/Sublessee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4) The Lessee/Sublessee hereby accepts Commission oversight and enforcement consistent with the license authorization. The Lessee/Sublessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with the applicable Commission policies.
5) The Lessee/Sublessee acknowledges that in the event an authorization held by a licensee that has entered into a spectrum leasing arrangement is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Lessee/Sublessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6) The Lessee/Sublessee agrees the Lease/Sublease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's rules and regulations.
7) The Lessee/Sublessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.
8) If the Lease/Sublease involves spectrum in the Cellular Radiotelephone Service in Rural Statistical Areas (RSAs), the Lessee/Sublessee certifies that it does not hold more than 5 percent ownership interest in the other cellular license(s) within the same RSA.
The Lessee/Sublessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

Lessee

* For a Lease Application/Notification, the Lessee must certify to statements 1-8.
* For a Sublease Application/Notification, the Lessee must certify to statements 1, 6, and 8 only.

Type or Printed Name of Party Authorized to Sign:

145) First Name: Robert	MI: H	Last Name: McNamara	Suffix:
146) Title: Senior Counsel, Regulatory			
Signature: R. H. McNamara		147) Date: 8 Feb. '06	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Sublessee

* For a Sublease Application/Notification, the Sublessee must certify to statements 1-8.

Type or Printed Name of Party Authorized to Sign:

148) First Name:	MI:	Last Name:	Suffix:
149) Title:			
Signature:		150) Date:	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Transferor Certification Statements

1) The Transferor certifies either (1) that control of the Lease/Sublease will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for *pro forma* transfers of control. *See Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
The Transferor certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

Type or Printed Name of Party Authorized to Sign:

151) First Name: Robert	MI: H	Last Name: McNamara	Suffix:
152) Title: Senior Counsel, Regulatory			
Signature: R. H. McNamara		153) Date 8 Feb '05	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Transferee Certification Statements

1) The Transferee certifies either (1) that control of the Lease/Sublease will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for *pro forma* transfers of control. *See Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

The Transferee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

Type or Printed Name of Party Authorized to Sign:

154) First Name Vonya	MI: B	Last Name: McCann	Suffix:
155) Title Senior Vice President, Federal External Affairs			
Signature Vonya B. McCann		156) Date	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

License Authorization(s) Associated with the Spectrum To Be Included in the Lease/Sublease

157) Call Sign	158) Radio Service	159) Location Number	160) Path Number (Microwave only)	161) Lower or Center Frequency (MHz)	162) Upper Frequency (MHz)
WNMY402	YX	1		854.7875	809.7875
WNMY402	YX	2		854.7875	809.7875
WNMY402	YX	1		855.0875	810.0875
WNMY402	YX	2		855.0875	810.0875
WNMY402	YX	1		855.5125	810.5125
WNMY402	YX	2		855.5125	810.5125
WNMY402	YX	1		855.7875	810.7875
WNMY402	YX	2		855.7875	810.7875
WNJA910	YX	1		854.8875	809.8875
WNJA910	YX	5		854.8875	809.8875
WNJA910	YX	1		855.5375	810.5375
WNJA910	YX	5		855.5375	810.5375
WNJA910	YX	1		855.6375	810.6375
WNJA910	YX	5		855.6375	810.6375
WNJA910	YX	1		857.4125	612.4125
WNJA910	YX	5		857.4125	812.4125
WNJA910	YX	1		859.7875	814.7875
WNJA910	YX	5		859.7875	814.7875
WNJL306	YX	1		854.7625	809.7625
WNKV762	YX	2		854.9375	809.9375
WNKV762	YX	3		854.9375	809.9375
WNPJ874	YX	2		854.7625	809.7625

*** Questions 158 - 162 are for Lessee/Sublessee involving spectrum associated with site-based authorizations.**

License Authorization(s) Associated with the Spectrum To Be Included in the Lease/Sublease

157) Call Sign	158) Radio Service	159) Location Number	160) Path Number (Microwave only)	161) Lower or Center Frequency (MHz)	162) Upper Frequency (MHz)
WNPJ874	YX	3		854.7625	809.7625
WNPJ874	YX	2		854.9375	809.9375
WNPJ874	YX	3		854.9375	809.9375
WNXW327	YX	2		854.7875	809.7875
WNXW327	YX	3		854.7875	809.7875
WNXW327	YX	2		855.0875	810.0875
WNXW327	YX	3		855.0875	810.0875
WNXW327	YX	2		855.5125	810.5125
WNXW327	YX	3		855.5125	810.5125
WNXW327	YX	2		855.7875	810.7875
WNXW327	YX	3		855.7875	810.7875

*** Questions 159 - 162 are for Lessee/Sublessee involving spectrum associated with site-based authorizations.**

FCC 603-T
Schedule E

Federal Communications Commission

Approved by OMB
3060-1166
See 603T Main Form Instructions
for public burden estimate

Schedule for Assignment of Lease/Sublease or Transfer of Control of Lease/Sublease

General Transaction Information

1a) Is this a *pro forma* Assignment of a Lease/Sublease or a *pro forma* Transfer of Control of the Lease/Sublease?	(N) Yes No
1b) If the answer to Item 1a is 'Y', is this filing being submitted under the Commission's forbearance procedures for telecommunications licensees or telecommunications carriers?	( ) Yes No
2) Is this filing a reporting of an involuntary assignment of a Lease/Sublease or an involuntary transfer of control of Lease/Sublease?	(N) Yes No

CMRS Spectrum

3a) Does the transaction involve Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) spectrum (referred to for purposes of this question as CMRS spectrum)? If the answer to Item 3a is 'Y', complete the following two questions.	(Y) Yes No
3b) Does the Lessee/Sublessee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of CMRS spectrum (through License(s), Lease(s), or Sublease(s)) in the same geographic area?	(Y) Yes No
3c) Does the Lease/Sublease reduce the number of entities providing CMRS in the affected market(s)?	(Y) Yes No

Regulatory Status

4a) The Lessee/Sublessee will provide radio offerings on the following basis (enter all that apply): (X) Common Carrier ( ) Non-common Carrier ( ) Private, internal communications ( ) Broadcast Services	
4b) Does the regulatory status indicated in response to Item 4a differ from the regulatory status authorized with regard to the Licensee?	(Y) Yes No
5a) The Lessee/Sublessee will provide the following type(s) of radio service (enter all that apply): ( ) Fixed (X) Mobile ( ) Radiolocation ( ) Satellite (sound) ( ) Broadcast services	
5b) Does the type(s) of radio service indicated in response to Item 5a differ from the type(s) of radio service authorized to be provided by the Licensee?	(N) Yes No
6a) Does the Lessee/Sublessee propose to provide interconnected service?	(Y) Yes No
6b) Does the response to Item 6a differ from whether the Licensee provides interconnected service?	(N) Yes No

Form 603-T
Exhibit

Please refer to the Lead Application, File Number 0002031766, "Application for Transfer of Control," Table J, for information about CMRS spectrum overlaps.

Spectrum Leasing

File Number	0002041473
Application Purpose	LL - Spectrum Leasing

Filing type:

Is this filing for a De Facto Transfer Lease? Yes.

Filing purpose:

Is this filing for a transfer of control of the Lessee/Sublessee? Yes.

Fees and Waivers

Is the applicant exempt from FCC application fees? No.

Does this filling include a request for waiver of the Commission's rules (other than requests for fee waivers)? No.

If 'Yes', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.

If attaching a waiver request to this filling, enter the number of rule sections involved:

Licensee Name

Licensee Type & Name

Type	Corporation
Individual Name	
Entity Name	Buddy Corp.

Licensee Address (* indicates required fields)

Attention To	James A. Kay, Jr.
	Entry of PO Box and Address is permissable
P.O.Box	* 7890
Street Address	*
City	* Van Nuys
State	* California

ZIP Code	* 91409-7890
Phone	* (818)997-7700
Fax	
Email	

Contact Name

Individual Name	Robert J Keller Esq
Company Name	Law Offices of Robert J. Keller, P.C.

Contact Address

P.O.Box	33428
Street Address	
City	Washington
State	District of Columbia
ZIP Code	20033-0428
Phone	(202)223-2100
Fax	(202)223-2121
Email	rjk@telcomlaw.com

Attachment

603-T (Spectrum Leasing)	Spectrum Lease Transfer of Control	02/08/2005

Call Signs Associated with FRN

Selected Licenses :

WNXW487

FCC Form 603-T Main Form

FCC Wireless Telecommunications Bureau
Application or Notification for Spectrum Leasing Arrangement

Approved by OMB
3060-1058
See 603T Main Form Instructions
for public burden estimate

Type and Purpose of Filing

Select one of the following from questions 1-3:

1) ( ) Is this filing for a Spectrum Manager Lease?

2) (X) Is this filing for a *De Facto* Transfer Lease?

3) ( ) Is this filing for an Amendment or Withdrawal of a pending Application/Notification?

Select one of the following from questions 4-8:

4) ( ) Is this filing for a new Lease?

5) ( ) Is this filing for a new Sublease?

6) ( ) Is this filing for a revision of an existing Lease/Sublease?

7) ( ) Is this filing for an assignment of a Lease/Sublease?

8) (X) Is this filing for a transfer of control of the Lessee/Sublessee?

General Information

9) If this request is for an Amendment or Withdrawal, enter the File Number of the pending Application/Notification currently on file with the FCC.

File Number: _____

10) If this Application/Notification is part of a series of Applications/Notifications involving the Lease or Sublease of other spectrum held by the Licensee, affiliates of the Licensee (*e.g.*, parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this form and for which Commission approval or notification is required; enter the File Number of the lead Application/Notification.

File Number: _____

If this Application/Notification is part of a series of Applications/Notifications, provide a list of the Applications/Notifications in an exhibit to the lead Application/Notification.

11) Are attachments being filed with this Application/Notification? (Y) Yes No

Fees and Waivers

12a) Is the applicant exempt from FCC application fees? (N) Yes No

12b) Is a waiver/deferral of the FCC application fees being requested? (N) Yes No

If 'Y', attach to this filing a date-stamped copy of the request for waiver/deferral.

13a) Does this filing include a request for waiver of the Commission's rules (other than requests for fee waivers?) (N) Yes No

If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.

13b) If the answer to 13a is 'Y', enter the number of rule sections involved: _____

Bidding Credits, Installment Payment Plans, or Closed Bidding

14a) Does this Application/Notification involve the Lease/Sublease of spectrum associated with any licenses that were originally awarded with bidding credits within the last five years? (If response is 'Y', complete the applicable questions on Schedule A.) (N) Yes No

14b) Does this Application/Notification involve the Lease/Sublease of spectrum associated with any licenses that were originally awarded subject to the Commission's installment payment program? (If response is 'Y', complete the applicable questions on Schedule A.) (N) Yes No

14c) Does this Application/Notification involve the Lease/Sublease of spectrum associated with any licenses that were granted pursuant to closed bidding within the last five years? (If response is 'Y', complete the applicable questions on Schedule A.) (N) Yes No

Ownership Disclosure Information

15) FCC Form 602, Ownership Disclosure Form (Select One)

(X) Lessee/Sublessee has a current FCC Form 602 on file with the Commission.

FRN under which the FCC Form 602 was filed: 0003769890

Name under which the FCC Form 602 was filed:

Nextel Communications, Inc.

Date the FCC Form 602 was filed: 03 / 15 / 2004 (MM/DD/YYYY)

( ) Lessee/Sublessee is filing a new or updated FCC Form 602 concurrently with this Application/Notification.

FRN under which the FCC Form 602 will be filed: _____

Name under which the FCC Form 602 will be filed:

( ) Lessee/Sublessee is not required to file a FCC Form 602.

Licensee Information

16) Licensee is a(n): (C) Individual ( ) Corporation ( ) Unincorporated Association ( ) Limited Liability Corporation ( ) Trust ( ) Partnership ( ) Government Entity ( ) Consortium ( ) Joint Venture

17) FCC Registration Number (FRN): 0001533496

18) First Name (if individual):	MI:	Last Name:	Suffix:

19) Entity Name (if not an individual): Buddy Corp.

20) Attention To: James A. Kay, Jr.

21) P.O. Box:	And /Or	22) Street Address: 15525 Cabrito Road

23) City: Van Nuys	24) State: CA	25) Zip Code: 91406

26) Telephone Number: 818-997-7700	27) FAX Number:

28) E-Mail Address:

29) Race, Ethnicity, and Gender of Licensee (Optional):

Race:	( ) American Indian or Alaska Native ( ) Asian ( ) Black or African American ( ) Native Hawaiian or Other Pacific Islander ( ) White
Ethnicity:	( ) Hispanic or Latino ( ) Not Hispanic or Latino
Gender:	( ) Female ( ) Male

Name of Licensee Contact Representative (if other than Licensee)

30) First Name: Robert	MI: J	Last Name: Keller	Suffix:

31) Company Name: Law Offices of Robert J. Keller, P.C.

32) P.O. Box: 33828	And /Or	33) Street Address:

34) City: Washington	35) State: DC	36) Zip Code: 20033-0428

37) Telephone Number: 202-223-2100	38) FAX Number: 202-223-2121

39) E-Mail Address: rjk@telcomlaw.com

Lessee Information

40) Lessee is a(n): (C) Individual Corporation | Unincorporated Association Limited Liability Corporation | Trust Partnership | Government Entity Consortium | Joint Venture

41) FCC Registration Number (FRN): 0003293511

42) First Name (if individual):	MI:	Last Name:	Suffix:

43) Entity Name (if other than individual): Nextel of California, Inc.

44) Attention To: Robin J. Cohen

45) P.O. Box:	And /Or	46) Street Address: 2001 Edmund Halley Drive

47) City: Reston	48) State: VA	49) Zip Code: 20191

50) Telephone Number: 703-433-4000	51) FAX Number: 703-433-4035

52) E-Mail Address:

Name of Lessee Contact Representative (if other than Lessee)

53) First Name:	MI:	Last Name:	Suffix:

54) Company Name:

55) P.O. Box:	And /Or	56) Street Address:

57) City:	58) State:	59) Zip Code:

60) Telephone Number:	61) FAX Number:

62) E-Mail Address:

Sublessee Information

63) Sublessee is a(n): ( ) Individual | Corporation | Unincorporated Association | Limited Liability Corporation | Trust | Partnership | Government Entity | Consortium | Joint Venture

64) FCC Registration Number (FRN):

65) First Name (if individual):	MI:	Last Name:	Suffix:

66) Entity Name (if other than individual):

67) Attention To:

68) P.O. Box:	And /Or	69) Street Address:

70) City:	71) State:	72) Zip Code:

73) Telephone Number:	74) FAX Number:

75) E-Mail Address:

Name of Sublessee Contact Representative (if other than Sublessee)

76) First Name:	MI:	Last Name:	Suffix:

77) Company Name:

78) P.O. Box:	And /Or	79) Street Address:

80) City:	81) State:	82) Zip Code:

83) Telephone Number:	84) FAX Number:

85) E-Mail Address:

Transferor Information

86) Transferor is a(n). (C) Individual Corporation | Unincorporated Association Limited Liability Corporation | Trust Partnership | Government Entity Consortium | Joint Venture

87) FCC Registration Number (FRN): 0003769890

88) First Name (if individual):	MI:	Last Name:	Suffix:

89) Entity Name (if other than individual): Nextel Communications, Inc.

90) Attention To: Robin J. Cohen

91) P.O. Box:	And /Or	92) Street Address: 2001 Edmund Halley Drive

93) City: Reston	94) State: VA	95) Zip Code: 20191

96) Telephone Number: 703-433-4000	97) FAX Number: 703-433-4035

98) E-Mail Address:

Name of Transferor Contact Representative (if other than Transferor)

99) First Name:	MI:	Last Name:	Suffix:

100) Company Name:

101) P.O. Box:	And /Or	102) Street Address:

103) City:	104) State:	105) Zip Code:

106) Telephone Number:	107) FAX Number:

108) E-Mail Address:

Transferee Information

109) Transferee is a(n): (C) Individual, Corporation, Unincorporated Association, Limited Liability Corporation, Trust, Partnership, Government Entity, Consortium, Joint Venture

110) FCC Registration Number (FRN): 0012468146

111) First Name (if individual): | MI: | Last Name: | Suffix:

112) Entity Name (if other than individual): S-N Merger Corp.

113) Attention To: Anthony Traini

114) P.O. Box: | And /Or | 115) Street Address: 401 9th Street, NW - Suite 400

116) City: Washington | 117) State: DC | 118) Zip Code: 20004

119) Telephone Number: 202-585-1925 | 120) FAX Number: 202-585-1892

121) E-Mail Address: tony.traini@mail.sprint.com

Name of Transferee Contact Representative (if other than Transferee)

122) First Name: Philip | MI: L | Last Name: Verveer | Suffix:

123) Company Name: Willkie Farr & Gallagher LLP

124) P.O. Box: | And /Or | 125) Street Address: 1875 K Street, NW

126) City: Washington | 127) State: DC | 128) Zip Code: 20006

129) Telephone Number: 202-303-1000 | 130) FAX Number: 202-303-2000

131) E-Mail Address: pverveer@willkie.com

Alien Ownership Questions

132) Is the Lessee/Sublessee a foreign government or the representative of any foreign government? (N) Yes No

133) Is the Lessee/Sublessee an alien or the representative of an alien? (N) Yes No

134) Is the Lessee/Sublessee a corporation organized under the laws of a foreign government? (N) Yes No

135) Is the Lessee/Sublessee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? (N) Yes No

136) Is the Lessee/Sublessee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? (N) Yes No

If 'Y', attach an exhibit explaining the nature and extent of alien or foreign ownership.

137) If the answer to 136 is 'Y', has the Lessee/Sublessee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) as the service(s) involved in this Application/Notification? ( ) Yes No

If 'Y', provide in an exhibit the citation(s) of the declaratory ruling(s) received by the Lessee/Sublessee (*i.e.*, DA or FCC Number, FCC Record citation when available, and release date).

If 'N', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.

Basic Qualification Questions

138) Has the Lessee/Sublessee/Transferee or any party to this Application/Notification had any FCC station authorization, license, Lease, Sublease, or construction permit revoked or had any Application/Notification for an initial modification or renewal of FCC station authorization, license, Lease, Sublease, or construction permit denied by the Commission? (N) Yes No

139) Has the Lessee/Sublessee/Transferee or any party to directly or indirectly controlling the Lessee/Sublessee/Transferee ever been convicted of a felony by any state or federal court? (N) Yes No

If 'Y', attach an exhibit explaining the circumstances.

140) Has any court finally adjudged the Lessee/Sublessee/Transferee or any party directly or indirectly controlling the Lessee/Sublessee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? (N) Yes No

If 'Y', attach an exhibit explaining the circumstances.

141) Is the Lessee/Sublessee/Transferee or any party directly or indirectly controlling the Lessee/Sublessee/Transferee currently a party in any pending matter referred to in the preceding two items? (N) Yes No

If 'Y', attach an exhibit explaining the circumstances.

The following is to be completed in all Applications/Notifications relating to Leasing

Licensee Certification Statements

1) The Licensee agrees that the Lease/Sublease is not an assignment, sale, or transfer of the license itself.

2) The Licensee certifies that it will not consent to assignment of the Lease except to the extent such assignment complies with the Commission's rules and regulations.

The Licensee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

Type or Printed Name of Party Authorized to Sign:

142) First Name: James	MI: A	Last Name: Kay	Suffix: Jr.
143) Title: Owner			
Signature		144) Date 1/28/05	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Lessee/Sublessee Certification Statements

1) The Lessee/Sublessee agrees that the Lease/Sublease is not an assignment, sale, or transfer of the license itself.

2) The Lessee/Sublessee acknowledges that it is required to comply with the Commission's rules and regulations and other applicable law, at all times and if the Lessee/Sublessee fails to so comply, the Lease/Sublease may be revoked, cancelled or terminated by either the licensee or the Commission.

3) The Lessee/Sublessee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)

4) The Lessee/Sublessee hereby accepts Commission oversight and enforcement consistent with the license authorization. The Lessee/Sublessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with the applicable Commission policies.

5) The Lessee/Sublessee acknowledges that in the event an authorization held by a licensee that has entered into a spectrum leasing arrangement is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Lessee/Sublessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.

6) The Lessee/Sublessee agrees the Lease/Sublease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's rules and regulations.

7) The Lessee/Sublessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.

8) If the Lease/Sublease involves spectrum in the Cellular Radiotelephone Service in Rural Statistical Areas (RSAs), the Lessee/Sublessee certifies that it does not hold more than 5 percent ownership interest in the other cellular license(s) within the same RSA.

The Lessee/Sublessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

Lessee

* For a Lease Application/Notification, the Lessee must certify to statements 1-8.
* For a Sublease Application/Notification, the Lessee must certify to statements 1, 6, and 8 only.

Type or Printed Name of Party Authorized to Sign:

145) First Name: Robert	MI: H	Last Name: McNamara	Suffix

146) Title: Senior Counsel, Regulatory

Signature: R. H. McNamara	147) Date: 8 Feb 05

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Sublessee

* For a Sublease Application/Notification, the Sublessee must certify to statements 1-8.

Type or Printed Name of Party Authorized to Sign:

148) First Name:	MI:	Last Name:	Suffix:

149) Title:

Signature:	150) Date

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).