

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

CERTIFICATION

26. Printed Name of Assignor / Transferor Nextel Communications, Inc.	29. Printed Name of Assignee / Transferee S-N Merger Corp.
27. Title (Office Held by Person Signing) Vice President & Assistant Secretary	30. Title (Office Held by Person Signing) Vice President & Secretary
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Thomas D. Hickey	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Charles R. Wunsch

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)
)
NEXTEL COMMUNICATIONS, INC.,)
Transferor)
) File No. ITC-T/C _____
and)
)
SPRINT CORPORATION,)
Transferee)

Application for Transfer of Control of
International Section 214 Authorization

**APPLICATION FOR TRANSFER OF CONTROL
OF INTERNATIONAL SECTION 214 AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.24(e) of the Commission’s rules, 47 C.F.R. § 63.24(e), Nextel Communications, Inc. (“Nextel”) and S-N Merger Corp. seek Federal Communications Commission (“Commission”) approval to transfer control of Nextel’s international Section 214 global resale authorization to S-N Merger Corp, a wholly-owned subsidiary of Sprint Corporation (“Sprint”). Commission approval of this transfer of control application would serve the public interest.

I. DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

The parties propose to transfer control of Nextel’s international global resale Section 214 authorization as part of a larger transaction involving the merger of Sprint and Nextel. Upon consummation of the transaction following Commission approval,

Nextel will merge into S-N Merger Corp., a wholly-owned subsidiary of Sprint. Sprint in turn will be renamed Sprint Nextel. Pre-closing shareholders of Sprint and Nextel will own approximately 52% and 48%, respectively, of the stock of Sprint Nextel.

Sprint Nextel will be a leading wireless carrier with a global IP network that will offer broadband wireless and integrated communications to consumer, business, and government customers. Sprint Nextel will be led by senior executives from both Sprint and Nextel. The board of directors will include twelve members, with equal representation from the two companies and two co-lead independent directors. The rest of the management team will be comprised of officials from each of the respective companies. Sprint Nextel will have its executive headquarters in Reston, Virginia, and its operational headquarters in Overland Park, Kansas. The parties include as Attachment 2 to this application a copy of the public interest statement filed in connection with the concurrently filed applications to transfer control of Nextel's various Commission licenses to S-N Merger Corp.¹

II. INFORMATION REQUIRED BY SECTION 63.24

In accordance with Sections 63.24(e) and 63.18 of the Commission's rules, Nextel and S-N Merger Corp. submit the following information:

Transferor information required by Section 63.18(a) – (d)²

(a) **Name, address and telephone number of transferor:**

Nextel Communications, Inc.
2001 Edmund Halley Drive
Reston, Virginia 20191
(703) 433-4000

¹ Attachment 2, "Application for Transfer of Control," Section I(A) responds to Question 13.

² Answer to Question 10.

(b) Citizenship:

Nextel is incorporated under the laws of the State of Delaware.

(c) Contact Information:

Robert McNamara, Esq.
Senior Counsel - Regulatory
Nextel Communications, Inc.
2001 Edmund Halley Drive
Reston, Virginia 20191
(703) 433-4000

with a copy of correspondence to:

Laura H. Phillips
Drinker Biddle & Reath LLP
1500 K Street, N.W.
Suite 1100
Washington, D.C. 20005
(202) 842-8800

(d) International Section 214 Authorizations:

Nextel is currently authorized to provide global resale services pursuant to Section 63.18(e)(2) of the Commission's rules. Nextel's global resale services authorization covers its wholly-owned licensee or operating subsidiaries as updated by notification to the Commission from time to time. *See* FCC file number ITC-214-19970723-00428. Nextel has no other present reportable interest in any other entity that holds a Section 214 authorization.

Transferee information required by Section 63.18(a) – (d)³

(a) Name, address, and telephone number of applicants:

S-N Merger Corp.
6200 Sprint Parkway
Overland Park, KS 66251
(913) 624-3000

³ Answer to Question 10.

(b) Citizenship:

S-N Merger Corp. is incorporated under the laws of the State of Delaware.

(c) Contact Information:

Vonya McCann
Senior Vice President, Federal External Affairs
401 9th Street, N.W.
Suite 400
Washington, DC 20004
(202) 585-1840

with a copy of correspondence to:

Philip L. Verveer
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, DC 20006
(202) 303-1000

(d) International Section 214 Authorizations:

S-N Merger Corp. has neither previously applied for nor has been granted international Section 214 authority. However, S-N Merger Corp. is a wholly-owned subsidiary of Sprint which will, post-merger, be owned by the pre-closing shareholders of Sprint and Nextel, both of which hold, directly or through subsidiaries, Section 214 authorizations. As reported above, Nextel is currently authorized to provide global resale services pursuant to Section 63.18(e)(2) of the Commission's rules. Sprint's international Section 214 authorizations are described in Exhibit 1 below.

Real-Party-in-Interest information required by Section 63.18(a) – (d)⁴

(a) Name, address, and telephone number of applicants:

Sprint Corporation
6200 Sprint Parkway
Overland Park, KS 66251
(913) 624-3000

(b) Citizenship:

Sprint is incorporated under the laws of the State of Kansas.

(c) Contact Information:

Vonya McCann
Senior Vice President, Federal External Affairs
401 9th Street, N.W.
Suite 400
Washington, DC 20004
(202) 585-1840

with a copy of correspondence to:

Philip L. Verveer
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, DC 20006
(202) 303-1000

(d) International Section 214 Authorizations:

A list of the international Section 214 authorizations granted to subsidiaries of Sprint can be found in Exhibit 1 below.

Transferee information required by Section 63.18(h) – (p)

(h) Ten-Percent-or-Greater Equity Interest Holders in S-N Merger Corp.:⁵

S-N Merger Corp. is wholly-owned by Sprint. Post-merger, S-N Merger Corp. will be jointly owned by the existing shareholders of Sprint and Nextel.

⁴ Answer to Question 10.

⁵ Answer to Question 11.

The pre-closing shareholders of Sprint will hold an approximate 52% indirect equity interest in S-N Merger Corp. and pre-closing Nextel shareholders will own an approximate 48% indirect equity interest in S-N Merger Corp. No person or entity directly or indirectly owns ten percent or more of the equity of Sprint. Neither Sprint nor Nextel share directors with any foreign carrier.⁶

(i) Foreign Carrier Affiliations:⁷

S-N Merger Corp. certifies that it is not a foreign carrier. Upon consummation of the proposed transaction, S-N Merger Corp. will be affiliated (as that term is defined in Section 63.09 of the Commission's rules) with the following foreign carriers:

Country	Carrier
Argentina	Sprint International Argentina SRL
Australia	Sprint International Australia Pty. Limited
Austria	Sprint International Austria GmbH
Belgium	SprintLink Belgium BVBA
Chile	Sprint International Chile Limitada
China (Hong Kong S.A.R.)	Sprint Hong Kong Limited
Colombia	Sprint International Colombia Ltda.
Denmark	SprintLink Denmark ApS
France	SprintLink France SAS
Germany	SprintLink Germany GmbH
Ireland	SprintLink Ireland Limited
Israel	Barak I.T.C. - The International Telecommunications Services Corp. Ltd. ⁸
Italy	SprintLink Italy S.r.L.
Japan	Sprint International Japan Corp. Sprint International Holding, Inc.
Korea	Sprint International Korea
Netherlands	SprintLink Netherlands, B.V. Sprint Netherlands B.V.
New Zealand	Sprint International New Zealand
Norway	Sprint International Norway AS
Singapore	Sprint International Communications Singapore Pte. Ltd.
Spain	Sprint International Spain, S.L.
Sweden	SIHI Scandinavia AB

⁶ Answer to Question 12.

⁷ Answer to Question 14.

⁸ Sprint indirectly owns just over 25 percent of Barak I.T.C. - The International Telecommunications Services Corp. Ltd.

Country	Carrier
Switzerland	SprintLink International (Switzerland) GmbH
Taiwan	Sprint International Taiwan
United Kingdom	SprintLink UK Limited
Venezuela	Sprint International Venezuela, S.R.L.

(j) Destination Countries:⁹

Upon consummation, S-N Merger Corp. certifies that it seeks to provide international telecommunications services to the destination countries identified in response to (i), above, in which it will be under common control or affiliated with a foreign carrier under the Commission's rules.

(k) Destination Countries Showing:

Each country listed in (i), above, is a WTO member.

(l) Regulatory Classification:¹⁰

Upon consummation, S-N Merger Corp. will resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to the countries listed in response to (i), above. Please see the response to (m), below, for a demonstration pursuant to Section 63.10(a)(3) of the Commission's rules.

(m) Non-Dominance:¹¹

Except for Barak I.T.C. - The International Telecommunications Services Corp. Ltd. (see note 8, *supra*), each of the businesses listed in response to (i), above, is a recently formed, direct or indirect, wholly-owned subsidiary of Sprint Corporation. Each company listed in response to (i), above, possesses less than a 50 percent market share in the international transport and local access market of

⁹ Answer to Question 15.

¹⁰ Answer to Question 16.

¹¹ Answer to Question 16.

the country in which it provides service. None of the foreign carriers listed in response to (i), above, are included in the Commission's list of foreign telecommunications carriers that are presumed to possess market power in foreign telecommunications markets.¹² As these entities are recent entrants in those markets providing service mostly through resale of other carriers' facilities, and as yet have a limited number of customers, Sprint respectfully submits that they are all entitled to presumptive non-dominant treatment pursuant to Section 63.10(a)(3) of the Commission's rules.

Further, the proposed transfer of control poses no risk of anticompetitive harm to the U.S. international telecommunications marketplace. Nextel's share of the international telecommunications market is based solely on its resale of facilities-based international carrier services to its domestic mobile wireless customer base, and is consequently very small. The Commission's principal expressed concern in these circumstances is the exercise of foreign market power in the U.S. market. Such market power, the Commission observes, "could harm U.S. consumers through increases in prices, decreases in quality, or reductions in alternatives in end user markets."¹³ The Commission considers this harm could be manifested when "a U.S. carrier is affiliated with a foreign carrier that has

¹² See *The International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, DA 04-970, 19 FCC Rcd 20385 (2004).

¹³ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities, Report and Order and Order on Reconsideration*, 12 FCC Rcd 23891 ¶ 146 (1997).

sufficient market power on the foreign end of a route to affect competition adversely in the U.S. market.”¹⁴

As a result of this proposed transaction, Sprint will acquire no new affiliations with foreign carriers presumed to have market power. Sprint is not regulated as dominant on any foreign route, and by this application, Sprint is not seeking any change in its status. Accordingly, consummation of the proposed transaction will have no adverse effect on competition in the international telecommunications market.

(n) Concessions:

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

(o) Federal Benefits:

S-N Merger Corp. certifies pursuant to §§ 1.2001 through 1.2003 of the Commission’s rules that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Streamlined Processing:

The parties do not request streamlined processing of this transfer of control application.

¹⁴ *Id.* at ¶ 231.

III. CONCLUSION

Pursuant to the Commission's rules and procedures governing the transfer of control of international global resale authorizations, the parties to this application seek the Commission's approval to the transfer of control of Nextel's global resale Section 214 authorization to S-N Merger Corp. As described in the public interest statement incorporated as Attachment 2 to this application, grant of transfer approval will promote the public interest.

Respectfully submitted,

/s/ Thomas D. Hickey
Vice President & Assistant Secretary
NEXTEL COMMUNICATIONS, INC.

/s/ Charles R. Wunsch
Vice President & Secretary
S-N MERGER CORP.

February 8, 2005

EXHIBIT 1

**AUTHORIZATIONS HELD BY SUBSIDIARIES OF SPRINT CORP., PARENT
OF TRANSFEREE S-N MERGER CORP.**

**International Section 214 Authorizations
Satellite Facilities**

File Number	Authorization	Released	Satellite
ITC-87-093	DA 87-579	05/21/87	INTELSAT
ITC-91-185	DA 93-438	04/16/93	Intersputnick
ITC-86-012	Mimeo No. 1472	12/01/85	Comsat

**International Section 214 Authorizations
Switched Voice (IMTS)**

File Number	Authorization	Released	Country
ITC 87-116	DA 87-995	8/4/87	Antigua
ITC 88-042	DA 88-248	3/4/88	Argentina
ITC 92-247	DA 92-1675	12/16/92	Aruba
ITC 85-029	Mimeo No. 1775	1/8/85	Australia
ITC 91-143	DA 91-938	8/2/91	Austria
ITC 88-178	DA 88-1532	10/6/88	Bahamas
ITC 94-240	DA 94-633	6/22/94	Bahrain
ITC 95-087	DA 95-387	3/9/95	Bangladesh
ITC 87-116	DA 87-995	7/28/87	Barbados
ITC 86-023	Mimeo No. 3694	4/11/86	Belgium
ITC 85-227	Mimeo No. 1078	11/25/85	Bermuda
ITC 87-116	DA 87-995	7/28/87	Brazil
ITC 92-269	DA 93-148	2/12/93	British Virgin Islands
ITC 96-040	DA 96-513	4/9/96	Brunei
ITC 92-008	DA 92-133	2/10/92	Bulgaria
STA	STA	1/22/92	Cambodia
ITC 92-080	DA 95-1678	8/3/95	Cambodia
ITC 84-158	Mimeo No. 3874	4/16/85	Canada
ITC 85-144	Mimeo No. 1894	1/9/86	Canada
ITC 86-023	Mimeo No. 3694	4/11/86	Canada
ITC 92-247	DA 92-1675	12/16/92	Cayman Islands
ITC 88-177	DA 88-1532	10/6/88	Chile
ITC 91-140	DA 91-941	8/2/91	China
ITC 89-030	DA 89-67	2/2/89	Colombia
ITC 86-023	Mimeo No. 3694	4/11/86	Costa Rica
ITC 94-247	DA 94-1098	10/5/94	Cuba

File Number	Authorization	Released	Country
ITC 214-19981021-00739	DA 99-227	1/26/99	Cuba
ITC 214-19990316-00141	DA 99-903	5/17/99	Cuba
ITC 92-212	DA 92-1468	10/29/92	Cyprus
ITC 92-006	DA 92-132	2/10/92	Czechoslovakia
ITC 87-116	DA 87-995	7/28/87	Denmark
ITC 92-269	DA 93-148	2/12/93	Dominica
ITC 86-005	Mimeo No. 1076	11/25/85	Dominican Republic
ITC 92-028	DA 91-1649	1/9/92	Egypt
ITC 86-023	Mimeo No. 3694	4/11/86	El Salvador
ITC 90-170	DA 90-1850	12/28/90	El Salvador
ITC 96-299	DA 96-1254	8/9/96	Ethiopia
ITC 93-227	DA 93-1100	9/15/93	Fiji
ITC 88-140	DA 88-1206	8/9/88	Finland
ITC 86-132	DA 86-3	8/22/86	France
ITC 86-023	Mimeo No. 3694	4/11/86	France
ITC 95-531	DA 95-2465	1/19/96	Gambia
ITC 88-015	DA 88-290	3/3/88	Germany
ITC 95-039	DA 95-190	2/22/95	Ghana
ITC 88-042	DA 88-248	3/4/88	Greece
ITC 92-269	DA 93-148	2/12/93	Grenada
3rd R&O in CC 79-252	Mimeo No. 012	10/6/83	Guam/offshore points
ITC 86-023	Mimeo No. 3694	4/11/86	Guatemala
ITC 86-023	Mimeo No. 3694	4/11/86	Honduras
ITC 92-247	DA 92-1675	12/16/92	Honduras
ITC 86-011	Mimeo No. 1295	12/6/85	Hong Kong
ITC 86-023	Mimeo No. 3694	4/11/86	Hong Kong
ITC 91-031	DA 91-140	2/8/91	Hungary
ITC 92-209	DA 92-1468	10/29/92	Iceland
ITC 90-178(A)	DA 91-562	5/10/91	India
ITC 91-039	DA 91-347	3/29/91	Indonesia
ITC 95-142	DA 95-648	4/5/95	Iran
ITC 95-156	DA 95-844	4/20/95	Iraq
ITC 88-042	DA 88-248	3/4/88	Ireland
ITC 88-042	DA 88-248	3/4/88	Israel
ITC 86-023	Mimeo No. 3694	4/11/86	Italy
ITC 89-162	DA 89-1463	11/20/89	Jamaica
ITC 86-091	Mimeo No. 5309	6/23/86	Japan
ITC 86-023	Mimeo No. 3694	4/11/86	Japan
ITC 95-039	DA 95-190	2/22/95	Jordan
ITC 92-005	DA 92-133	2/10/92	Kenya
ITC 91-107	DA 91-723	6/19/91	Kuwait
ITC 92-95	DA 95-1678	8/3/95	Laos

File Number	Authorization	Released	Country
ITC 94-341	DA 94-805	7/26/94	Lebanon
ITC 92-211	DA 92-1751	1/6/93	Luxembourg
ITC 92-213	DA 92-1468	10/29/92	Macao
ITC 90-022	DA 90-156	2/8/90	Malaysia
ITC 94 110	DA 93-444	5/11/94	Marshall Islands
ITC 86 023	Mimeo No. 3694	4/11/86	Mexico
ITC 90-005	DA 89-1663	1/4/90	Mexico
ITC 95-284	DA 95-1540	7/13/95	Micronesia
ITC 93-084	DA 95-1974	9/20/95	Mongolia
ITC 92-269	DA 93-148	2/12/93	Montserrat
ITC 94-240	DA 94-633	6/22/94	Morocco
ITC 86-023	Mimeo No. 3694	4/11/86	Netherlands
ITC 92-247	DA 92-1675	12/16/92	Netherlands Antilles
ITC 88-041	DA 88-248	3/4/88	New Zealand
ITC 86-023	Mimeo No. 3694	4/11/86	Nicaragua
ITC 92-007	DA 92-133	2/10/92	Nigeria
ITC 88-140	DA 88-1206	8/9/88	Norway
ITC 95-087	DA 95-387	3/9/95	Oman
ITC 93-173	DA 93-974	8/5/93	Pakistan
ITC 95-365	DA 95-1749	8/15/95	Palau
ITC 86-134	DA 86-3	8/22/86	Panama
ITC 90-170	DA 90-1850	12/28/90	Panama
ITC 86-023	Mimeo No. 3694	4/11/86	Panama
ITC 89-160	DA 89-1463	11/20/89	Peru
ITC 90-121	DA 90-1155	9/5/90	Philippines
ITC 91-128	DA 91-870	7/17/91	Poland
ITC 88-177	DA 88-1532	10/6/88	Portugal
ITC 95-142	DA 95-648	4/5/95	Qatar
ITC 92-02	DA 91-1649	1/9/92	Romania
ITC 93-227	DA 93-1100	9/15/93	Saipan
ITC 91-127	DA 91-870	7/17/91	Saudi Arabia
ITC 95-531	DA 95-2465	1/19/96	Senegal
ITC 88-003	DA 87-1750	12/10/87	Singapore
ITC 91-053	DA 91-399	4/4/91	South Africa
ITC 86-023	Mimeo No. 3694	4/11/86	South Korea
ITC 88-176	DA 88-1532	10/6/88	South Korea
ITC 86-023	Mimeo No. 3694	4/11/86	Spain
ITC 95-087	DA 95-387	3/9/95	Sri Lanka
ITC 95-487	DA 95-2236	11/3/95	Sri Lanka
ITC 92-269	DA 93-148	2/12/93	St. Kitts/Nevis
ITC 92-269	DA 93-148	2/12/93	St. Lucia
ITC 92-269	DA 93-148	2/12/93	St. Vincent
ITC 94-062	DA 94-418	5/11/94	Sudan

File Number	Authorization	Released	Country
ITC 87-116	DA 87-995	7/28/87	Sweden
ITC 88-041	DA 88-248	3/4/88	Switzerland
ITC 86-107	Mimeo No. 5823	7/17/86	Taiwan
ITC 95-531	DA 95-2465	1/19/96	Tanzania
ITC 88-098	DA 88-848	6/7/88	Thailand
ITC 89-161	DA 89-1463	11/20/89	Trinidad & Tobago
ITC 95-531	DA 95-2465	1/19/96	Tunisia
ITC 91-132	DA 91-912	7/26/91	Turkey
ITC 91-067	DA 91-502	4/25/91	United Arab Emirates
ITC 85-016	Mimeo No. 2548	2/14/85	United Kingdom
ITC 86-023	Mimeo No. 3694	4/11/86	United Kingdom
ITC 86-012	Mimeo No. 1472	12/13/85	United Kingdom
ITC 95-155	DA 95-2394	12/1/95	United Kingdom
ITC 92-247	DA 92-1675	12/16/92	Uruguay
ITC 91-085	DA 91-598	5/20/91	USSR
ITC 86-133	DA 86-3	8/22/86	Venezuela
ITC 91-215 (A)	DA 92-522	5/5/92	Vietnam
ITC 92-080	DA 95-1678	8/3/95	Vietnam
ITC 88-015	DA 88-290	3/3/88	West Germany
ITC 92-210	DA 92-1468	10/29/92	Yemen
ITC 91-212	DA 91-1445	11/22/91	Yugoslavia
ITC 95-382	DA 95-1761	8/17/95	Zaire

**International Section 214 Authorizations International Section 214 Authorizations
Limited Global Facilities Based**

File Number	Authorization	Released
ITC 96-392	DA 96-1484	5/9/96

Resale

File Number	Authorization	Released
ITC 88-068	DA 88-449	4/12/88
ITC 86-095	Mimeo No. 5434	6/27/86
ITC 91-074	DA 91-537	5/2/91
ITC 95-088	DA 95-388	3/9/95
ITC-98-483-TC	DA 98-1621	8/13/98
ITC-214-19991110-00692	DA 99-2747	12/8/99
ITC-214-19991203-00766	DA 00-11	1/5/00

**International Section 214 Authorizations
Switched Service via IPLs**

File Number	Authorization	Released
ITC 95-155	DA 95-2394	12/01/95

**International Section 214 Authorizations
Country-Specific Basic Packet Switched and/or Real Time Telex Services**

File Number	Released	Country
IPC-83-041	8/29/83	Chile
ITC-94-238	6/22/94	Cuba
ITC-88-070	4/29/88	Hong Kong, Mexico
ITC-86-161	10/8/86	Italy
ITC-88-070	4/29/88	Mexico
IPC-83-001	6/24/83	Philippines
ITC-88-070	4/29/88	Poland
ITC-81-274	8/25/82	United Kingdom

Approved by OMB
3060-0678

Date & Time Filed: Feb 8 2005 6:23:07:170PM
File Number: SES-T/C-INTR2005-00279

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
--	--------------

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Transfer of Control

1-8. Legal Name of Applicant

Name:	NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC INC	Phone Number:	703-433-4000
DBA Name:		Fax Number:	703-433-4035
Street:	2001 EDMUND HALLEY DRIVE	E-Mail:	robin.cohen@nextel.com
City:	RESTON	State:	VA
Country:	USA	Zipcode:	20191 -
Attention:	Robin J. Cohen		

9-16. Name of Contact Representative (If other than applicant)

Name:	Robert H. McNamara	Phone Number:	703-433-4000
Company:	Nextel Communications, Inc.	Fax Number:	703-433-4035
Street:	2001 Edmund Halley Drive	E-Mail:	robert.mcnamara@nextel.com
City:	Reston	State:	VA
Country:	USA	Zipcode:	20191-
Contact Title:	Senior Counsel - Regulatory	Relationship:	Same

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
 Governmental Entity Noncommercial educational licensee
 Other (please explain):

17d.

Fee Classification A CZV – Fixed Satellite VSAT System

Quantity 1
(First Station)

Fee Classification B

Quantity 0
(Each Additional Station)

18. If this filing is in reference to an existing station, enter:

(a) Call sign of station:
Not Applicable

19. If this filing is an amendment to a pending application enter:

(a) Date pending application was filed:

Not Applicable

(b) File number of pending application:

Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

- Common Carrier Non-Common Carrier

22. If earth station applicant, check all that apply.

- Using U.S. licensed satellites
 Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- Connected to a Public Switched Network Not connected to a Public Switched Network N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz)
 c. Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: Frequency Upper:

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- Transmit/Receive
- Transmit-Only
- Receive-Only
- N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments. Yes No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

29. Is the applicant a foreign government or the representative of any foreign government? Yes No N/A

30. Is the applicant an alien or the representative of an alien? Yes No N/A

31. Is the applicant a corporation organized under the laws of any foreign government? Yes No N/A

32. Is the applicant 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?

Yes No
 N/A

33. Is the applicant a corporation 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?

Yes No
 N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

Yes No

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, 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 Yes, attach as an exhibit, an explanation of circumstances

Yes No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

Yes No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Transfer of Control of the controlling entity from Nextel Communications, Inc. to S-N Merger Corp., a subsidiary of Sprint Corporation.

CERTIFICATION

The Applicant 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 license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.