

March 26, 2008

**DAVID A. O'CONNOR**  
202-828-1889  
david.oconnor@hklaw.com

VIA HAND DELIVERY

Marlene H. Dortch, Esq., Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

Re: Application to Transfer Control of Local Service Customer Base  
Sprint Communications Company L.P. (Transferor)  
American Warrior Networks, LLC (Transferee)  
*Minor Amendment to Application*

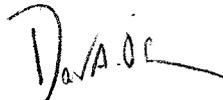
Dear Ms. Dortch:

On March 4, 2008, Sprint Communications L.P. ("Sprint") and American Warrior Networks, LLC ("AWN") filed an application seeking Commission consent to the transfer of control of Sprint's UNE-P-based local service residential and business customers to AWN. The application inadvertently contained several typographical and other errors that have been corrected in the attached Amendment.

In the event there are any questions regarding the application as amended, please contact the undersigned.

Respectfully submitted,

HOLLAND & KNIGHT LLP



David A. O'Connor  
Counsel for American Warrior Networks, LLC

Enclosure

cc (via e-mail): Dennis Johnson, FCC WTB

# 5183565\_v1

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<b>In the Matter of</b>	)	
	)	
<b>Sprint Communications Company L.P.</b>	)	
	)	
<b>and</b>	)	
	)	
<b>American Warrior Networks, LLC</b>	)	<b>WC Docket No. 08-31</b>
	)	
<b>Joint Application For Transfer of Control Of Local Service Customer Base</b>	)	

To: Secretary, FCC  
For: Chief, Wireline Competition Bureau

**APPLICATION**

Sprint Communications Company L.P. (“Sprint”), the long distance and CLEC affiliate of Sprint Nextel Corporation, and American Warrior Networks, LLC (“AWN”) (collectively, “Joint Applicants”), pursuant to the procedures set forth in Sections 63.03 and 63.04(a) of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04(a), hereby respectfully submit the above-captioned application to transfer control of Sprint's UNE-P-based local service residential and business customers to AWN.

The information required by 47 C.F.R. § 63.04 to be included in a Transfer of Control Application is set forth below. The Joint Applicants understand that because the proposed transaction meets the conditions set for in 47 C.F.R. §63.03(b)(2)(i), the application is eligible for streamlined regulatory treatment. Thus, the application will be granted on the 31<sup>st</sup> day following the release of the Public Notice of such application without further action by the Commission unless the Commission advises the Joint Applicants to the contrary. *See* 47 C.F.R. § 63.03(a).

**1. Name and address of applicants**

Sprint Communications Company L.P.  
6200 Sprint Parkway  
Overland Park, Kansas 66251  
Telephone: 913-624-3000

American Warrior Networks, LLC  
4400 P.G.A. Boulevard, Suite 902  
Palm Beach Gardens, Florida 33410  
Telephone: 561-775-1208  
Facsimile: 561-775-7877  
FRN 0017479270

**2. State in which each applicant is organized**

Sprint is a limited partnership organized and existing under the laws of the State of Delaware.

AWN is a limited liability company organized under the laws of the State of Delaware.

**3. Direct correspondence to:**

Sprint: Michael B. Fingerhut, Director  
Sprint Nextel Corporation  
2001 Edmund Halley Drive  
Reston VA. 20191  
Telephone: 703-592-5112  
Facsimile: 701-433-4804  
E-mail: [michael.b.fingerhut@sprint.com](mailto:michael.b.fingerhut@sprint.com)

AWN: Tim Evard, Executive Vice President  
American Warrior Networks, LLC  
4400 P.G.A. Boulevard, Suite 902  
Palm Beach Gardens, Florida 33410  
Telephone: 561-775-1208  
Facsimile: 561-775-7877  
E-mail: [tim@adsstv.com](mailto:tim@adsstv.com)

Braulio L. Baez, Esq.  
Holland & Knight LLP  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131  
Telephone: 305-789-7734  
Facsimile: 305-789-7799  
E-mail: [braulio.baez@hkllaw.com](mailto:braulio.baez@hkllaw.com)  
Counsel to American Warrior Networks, LLC

**4. Name, address, citizenship and principal business of any person or entity that directly or indirectly owns 10% of the equity of the applicant, and the percentage owned by each of those entities.**

**Sprint:** Sprint is a wholly owned subsidiary of Sprint Nextel Corporation. Sprint Nextel is a Kansas Corporation whose principal place of operations is located at 6200 Sprint Parkway, Overland Park, KS 66251. Sprint Nextel is a holding company organized for the purpose of engaging in telecommunications and related businesses through its subsidiaries and is publicly traded under the name Sprint Nextel. No person or corporate entity owns more than a 10 percent share of Sprint Nextel.

Neither Sprint nor any of its affiliates is an incumbent local exchange carrier.

**AWN:** AWN is a Delaware limited liability company, with its principal place of business located at 4400 P.G.A. Boulevard, Suite 902, Palm Beach Gardens, Florida 33410. As described more fully below in Section 7, AWN is engaged in the provision of telecommunications services and related business, with offices in Florida, Virginia and Colorado. AWN is wholly owned by Strategic Broadband Partners, LLC (“SBP”), a Delaware limited liability company with offices located at 4400 P.G.A. Boulevard, Suite 902, Palm Beach Gardens, Florida 33410. SBP is not authorized to provide, and does not provide, any regulated telecommunications service. SBP is owned as follows:

81% by MisSuzy Corp. (“MisSuzy”), a Florida corporation with principal offices located at 4400 P.G.A. Boulevard, Suite 902, Palm Beach Gardens, Florida 33410. MisSuzy in turn is wholly owned by Randall M. and Suzanne Spillers. MisSuzy is not authorized to provide, and does not provide, any regulated telecommunications service;

13.5% by TVE Corp. (“TVE”), a Florida corporation with principal offices located at 4400 P.G.A. Boulevard, Suite 902, Palm Beach Gardens, Florida 33410. TVE in turn is wholly owned by Timothy and Vicki Evard. TVE is not authorized to provide, and does not provide, any regulated telecommunications service.

All of the above-named entities and individuals are U.S. citizens. In addition, none of the above-named entities or individuals is an incumbent local exchange carrier. AWN, SBP, MisSuzy, TVE, Timothy Evards and Vicki Evards do not own 10% or more of any other regulated telecommunications provider. Suzanne Spillers owns 100% of Communications Construction Services, Inc (CCS), which does business as Advanced Digital Satellite Services, a cable and satellite provider with assigned FRN 0010039147.

**5. Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988.**

Sprint and AWN certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that neither is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301, as reflected in the attached Certifications.

**6. Transaction description**

Sprint and AWN have entered into agreement whereby AWN will acquire Sprint's local service residential customers being served under an existing contract between Sprint and Army Air Force Exchange Services (AAFES). Assignment and novation of relevant portions of the AAFES contract to AWN, effective as of the date of closing, is anticipated, and is a condition to the obligations under the agreement between Sprint and AWN. AWN shall continue the provision of service under that contract. The customers being transferred, which are the subject of this joint petition, are all located on military installations, and therefore can only receive local service from an exclusive vendor under contract to AAFES. Customers will still be able to choose their long distance carrier. Under the circumstances, it would seem unnecessary if not altogether inappropriate to notify the customers being transferred as to any right to choose alternative carriers for local service. Joint Applicants, in accordance with State and Commission rules, will provide written notice to affected Sprint customers at least thirty (30) days in advance of the transfer informing them of the proposed transaction, and of their continuing ability to maintain service with their desired long distance carrier. The letter will explain to these customers that the transfer will take place "[date to be inserted], or shortly thereafter"; that they will "retain [their] current plan[s], rates, features, [and] Terms and Conditions of Service"; and that they do not have to do anything to be transferred to AWN. A copy of the letter that the Joint Applicants plan to send is attached.

**7. Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.**

Sprint is authorized to provide, and is providing, (1) intrastate interexchange telecommunications services; (2) interstate interexchange telecommunications services; and (3) foreign telecommunications services. Sprint is also authorized to provide competitive local exchange services in all States with the exception of Alaska and Maine and is providing such services in conjunction with its cable partners in many States.

AWN is authorized to provide competitive local exchange, intrastate interexchange services in Colorado, but has not yet commenced commercial service. AWN may also seek authority to provide these services in additional states. AWN also provides unregulated information services.

**8. Statement as to how the applicants fit into one or more of the streamlined categories.**

This application is eligible for streamlined procedures because (1) as a result of the transaction, AWN's "market share in the interstate, interexchange market [will be] less than 10 percent"; (2) AWN will "provide competitive telephone exchange service ... exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction;" and, (3) neither AWN nor Sprint "is dominant with respect to any service." 47 C.F.R. § 63.03((b)(2).

**9. Identification of all other Commission applications related to this transaction.**

None.

**10. Is special consideration requested due to imminent business failure of either applicant?**

No.

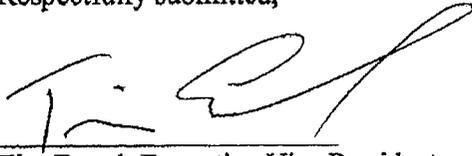
**11. Have any separately filed waiver requests been filed with the Commission regarding this transaction?**

No.

**12. How will grant of this application serve the public interest, convenience and necessity?**

The proposed transaction will serve the public interest by ensuring no interruption of service or inconvenience to the affected customers. AWN has the technical, financial and managerial capabilities to provide quality service to the customers to whom Sprint provides service under the AAFES contract. Furthermore, because AWN will provide service to these customers at the same rates, terms and conditions of service as they currently receive from Sprint, the transaction will be virtually transparent to them in terms of the service they receive. For these reasons, the grant of this Application is consistent with the public interest.

Respectfully submitted,



---

Tim Evard, Executive Vice President  
American Warrior Networks, LLC  
4400 P.G.A. Boulevard, Suite 902  
Palm Beach Gardens, Florida 33410  
Telephone: 561-775-1208  
Facsimile: 561-775-7877  
E-mail: [tim@adsstv.com](mailto:tim@adsstv.com)

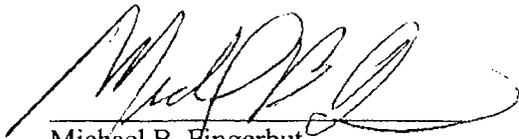
---

Michael B. Fingerhut  
2001 Edmund Halley Drive  
Reston VA. 20191  
Telephone: 703-592-5112  
Facsimile: 701-433-4804  
E-Mail: [Michael.B.Fingerhut@sprint.com](mailto:Michael.B.Fingerhut@sprint.com)  
Counsel to Sprint Communications Company L.P.

Respectfully submitted,

---

Tim Evard, Executive Vice President  
American Warrior Networks, LLC  
4400 P.G.A. Boulevard, Suite 902  
Palm Beach Gardens, Florida 33410  
Telephone: 561-775-1208  
Facsimile: 561-775-7877  
E-mail: [tim@adsstv.com](mailto:tim@adsstv.com)



---

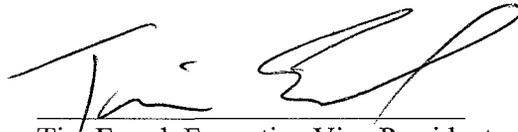
Michael B. Fingerhut  
2001 Edmund Halley Drive  
Reston VA. 20191  
Telephone: 703-592-5112  
Facsimile: 701-433-4804  
E-Mail: [Michael.B.Fingerhut@sprint.com](mailto:Michael.B.Fingerhut@sprint.com)  
Counsel to Sprint Communications Company L.P.

ANTI-DRUG CERTIFICATION

The undersigned hereby certifies that neither American Warrior Networks, LLC nor any affiliated party to the application 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; 47 C.F.R. § 1.2001.

Signed and dated this 20 day of March, 2008.

By:



Tim Evard, Executive Vice President  
American Warrior Networks, LLC

ANTI-DRUG CERTIFICATION

The undersigned hereby certifies that neither Sprint Communications Company L.P. nor any affiliated party to the application 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; 47 C.F.R. § 1.2001.

Signed and dated this 20<sup>th</sup> day of March, 2008.

By:



Michael B. Fingerhut, Counsel  
Sprint Communications Company L.P.



February 14, 2008

**IMPORTANT NOTICE REGARDING YOUR SPRINT SERVICES**

Dear Sprint Customer,

Sprint and American Warrior Networks, LLC (AWN) are contacting you and other customers to let you know of an upcoming change to your local and long distance services. Sprint will be transferring all customers at the Fort Carson, CO military base to AWN, the acquiring carrier on April 1, 2008, or shortly thereafter.

**You will retain your current plan, rates, features, Terms and Conditions of Service.** It is important to both Sprint and AWN that you continue to receive uninterrupted phone service at the level you have come to expect and deserve. AWN is a local and long distance phone service provider certificated by the Colorado Public Utilities Commission. In addition to providing service to their own residential and business customers, AWN offers services to other phone companies. Sprint has utilized AWN's services to operate and support current service to customers at the Fort Carson, CO military base since 2004. Now that service will simply be provided directly under the AWN name.

**You will not incur any charges for the transfer of services to AWN, and no action is required from you regarding this changeover.** Your phone number will not change and your service will be automatically transferred to AWN on April 1, 2008. For any disputes with charges or services after April 1, 2008 you may contact AWN through its customer service number, 1-866-258-8766.

Consistent with your current Sprint service, service from AWN will be provided under an agreement with Fort Carson Housing Corporation, Inc. You will still retain your ability to choose your long-distance carrier. If you choose to seek an alternative carrier for your long distance services you may incur a fee for transfer of services. If you choose to select an alternate carrier, please contact the new carrier prior to March 1, 2008, to ensure no interruptions to your service. A list of most long distance service providers is typically available in your local telephone directory. You may contact a Sprint customer service representative for residential service-1-800-882-7802 if you have questions or need assistance. Written correspondence can be sent to Sprint Customer Service P.O. Box 15955, Shawnee Mission, KS. 66285-5955. You should also to continue to contact Sprint at the number on your bill for any questions or disputes before the effective date.

Any PIC freeze on your Sprint local or long distance services will be automatically removed to enable a switch in services. A PIC freeze which may exist on your line(s) of service today will not transfer to AWN. If you wish to reestablish a PIC freeze please contact AWN after April 1, 2008.

Sprint and AWN have notified the FCC & the Colorado Public Utilities Commission, 1560 Broadway, Suite 250, Denver, CO 80202, phone: 1-303-894-2000, regarding the transfer of all Sprint customers at the Fort Carson, CO military base to AWN.

It has been Sprint's privilege to provide communications service to you. AWN welcomes you and looks forward to providing you with reliable, innovative communication services for years to come. Look for more information from AWN in your mailbox in the coming weeks.

Sincerely,

Sprint and AWN

**Note to Customers regarding Discounts, Mileage Programs and Sprint Business Rewards:**

**Sprint Wireless services and/or any associated discounts will not be impacted by the change.** For customers who receive Frequent Flyer Airline Miles with their service: These benefits will cease as of April 1, 2008, upon transfer of services to AWN. Benefits earned up until April 1, 2008 will be retained by customers. For customers who receive discounts to services via various affiliations: These discounts will not continue with AWN. For Sprint Business Rewards customers: Please contact Sprint online at [www.sprintbusinessrewards.com](http://www.sprintbusinessrewards.com) or call 1-800-488-2440 to redeem your points by 4/30/08.



**Holland+Knight**

Tel 202 955 3000  
Fax 202 955 5564

Holland & Knight LLP  
2099 Pennsylvania Avenue, N.W., Suite 100  
Washington, D.C. 20006-6801  
www.hklaw.com

**HOLLAND & KNIGHT  
FILE COPY**

February 29, 2008

DAVID A. O'CONNOR  
202-828-1889  
david.oconnor@hklaw.com

VIA OVERNIGHT COURIER

Marlene H. Dortch, Esq., Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

Re: Application to Transfer Control of Local Service Customer Base  
Sprint Communications Company L.P. (Transferor)  
American Warrior Networks, LLC (Transferee)

Dear Ms. Dortch:

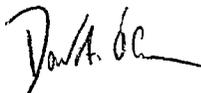
Transmitted herewith, on behalf of Sprint Communications L.P. ("Sprint"), the transferor, and American Warrior Networks, LLC ("AWN"), the transferee, is an application filed pursuant to Sections 63.03 and 63.04 of the Commission's Rules, seeking Commission consent to the transfer of control of Sprint's UNE-P-based local service residential and business customers to AWN.

Also enclosed are an FCC Form 159 and the required filing fee of \$965.00.

In the event there are questions pertaining to the transferee's portion of the application, please contact Braulio L. Baez, Esq., Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 (305-789-7734) or the undersigned. In the event there are questions about the transferor's portion, please contact Michael B. Fingerhut, Director, Sprint Nextel Corporation, 2001 Edmund Halley Drive, Reston, VA 20191 (703-592-5112).

Respectfully submitted,

HOLLAND & KNIGHT LLP



David A. O'Connor  
Counsel for American Warrior Networks, LLC

Enclosure

# 5138013\_v1

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No 1 of 2

(1) LOCKBOX # <b>979091</b>			
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>HOLLAND &amp; KNIGHT, LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>2099 PENNSYLVANIA AVENUE, NW, SUITE 100</b>			
(5) STREET ADDRESS LINE NO. 2 <b>ATTN: DAVID A. O'CONNOR, ESQ.</b>			
(6) CITY <b>WASHINGTON</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-828-1889</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0004148995</b>			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>AMERICAN WARRIOR NETWORKS, LLC</b>			
(14) STREET ADDRESS LINE NO. 1 <b>4400 P.G.A. BOULEVARD</b>			
(15) STREET ADDRESS LINE NO. 2 <b>SUITE 902</b>			
(16) CITY <b>PALM BEACH GARDENS</b>		(17) STATE <b>FL</b>	(18) ZIP CODE <b>33410</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>561-775-1208</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0017479270</b>			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE <b>\$965.00</b>		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <u>DAVID A. O'CONNOR</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>DAOC</u>		DATE <u>2/29/08</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

