

December 20, 2012

*Via Electronic Filing*

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street SW  
Washington, DC 20554

Re: *Applications of Sprint Nextel Corporation, Transferor, and SOFTBANK CORP.  
and Starburst II, Inc., Transferees, for Consent to Transfer of Control of Licenses  
and Authorizations*  
IB Docket No. 12-343

Dear Ms. Dortch:

Transmitted herewith for inclusion in IB Docket No. 12-343 is a copy of an amendment filed by the Applicants to the above-referenced applications. Please contact the undersigned if you have any questions.

Respectfully submitted,

/s/ Regina M. Keeney

Regina M. Keeney  
Lawler, Metzger, Keeney & Logan, LLC  
2001 K St., N.W., Suite 802  
Washington, DC 20006  
(202) 777-7700  
*Counsel to Sprint Nextel Corporation*

/s/ John R. Feore

John R. Feore  
Dow Lohnes PLLC  
1200 New Hampshire Avenue, NW  
Washington, DC 20036  
(202) 776-2000  
*Counsel to SOFTBANK CORP., Starburst I,  
Inc., and Starburst II, Inc.*

cc: James Schlichting  
John Schauble  
Kathy Harris  
David Krech  
Jim Bird  
Neil Dellar  
Bill Dever  
Lisa Gelb  
Sean Yun  
Best Copy & Printing

Paul Murray  
Linda Ray  
Kathleen Collins  
Margaret Lancaster  
Virginia Metallo  
Joel Rabinovitz  
Christopher Sova  
Aaron Goldschmidt  
Wayne McKee

Submitted: 12/20/2012 at 16:51:04

File Number: 0005483246

## FCC Form 603

Main Form

## FCC Application for Assignments of Authorization and Transfers of Control:

Wireless Telecommunications Bureau  
Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See instructions for  
public burden estimate

## General Information

1) Application Purpose (Select only one) ( <i>AM</i> )	
<b>AA</b> - Assignment of Authorization <b>TC</b> - Transfer of Control	<b>AM</b> - Amendment <b>WD</b> - Withdrawal
<b>NT</b> - Required Notification (For Consummation of an Assignment or Transfer) <b>EX</b> - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: 0005483246
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) 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 application and for which Commission approval or notification is required?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
3b) If the answer to 3a is 'Y', is this filing the lead application?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
3c) If the answer to 3b is 'N', provide the File Number of the lead application.	File Number:
3d) Does this transaction for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
4) Are attachments (other than associated schedules) being filed with this application?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>

## Fees and Waivers

5a) Is the Applicant exempt from FCC application fees? If 'Y', attach an exhibit demonstrating how the Applicant is exempt from FCC application fees.	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
6a) Does this application include a request for waiver of the Commission's Rules (other than a request for application fee waivers)? 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.	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

## Additional Transaction Information

7a) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
7b) If the response to Item 7a is 'Y', provide the date the event occurred:	(MM/DD/YYYY) _____
8) The Assignment of Authorization or Transfer of Control is:	( <input checked="" type="radio"/> ) Voluntary ( <input type="radio"/> ) Involuntary
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
9b) If Item 9a is 'Y', is this a post-consummation notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( T )		
<input type="checkbox"/> Sale or other assignment of assets	<input type="checkbox"/> Court order	<input type="checkbox"/> Reorganization or liquidation
<input type="checkbox"/> Transfer of stock or other ownership interests		
<input type="checkbox"/> Other (voting trust agreement, management contract, etc.): _____		

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Enter 'Y' if this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted before April 25, 2006, and that were awarded with bidding credits within the last five years and/or any licenses that were originally granted after April 25, 2006, and that were awarded with bidding credits within the last ten years? Otherwise, enter 'N'.  The initial grant date is the date that the license was originally granted by the Commission after an auction, even if the license was acquired in the secondary market. The initial grant date is not the date on which the Commission granted an assignment or transfer of control of the license.  If the response to this item is 'Y', the licenses may be subject to the FCC's unjust enrichment rules. See Section 1.2111(d), (e) of the Commission's Rules. If the response to 12a is 'Y', Schedule A must be completed.	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Competition Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a Licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in Item 14a) in the affected market(s)?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming service?	( ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have an attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> General Partnership	<input checked="" type="checkbox"/> Limited Partnership
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium	<input type="checkbox"/> Other: _____	
18) FCC Registration Number (FRN): 0002316545			
19) First Name (if individual):		MI:	Last Name:
Suffix:			
20) Legal Entity Name (if not an individual): WirelessCo, L.P.			
21) Attention To: Robin J. Cohen			
22) P.O. Box:		<b>And /Or</b>	23) Street Address: 12502 Sunrise Valley Drive, 2nd Fl, VARESA0209
24) City: Reston		25) State: VA	26) Zip Code: 20196
27) Telephone Number: (703)433-4000		28) Fax Number: (703)433-4483	
29) E-Mail Address:			

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignor/Licensee Contact Representative**

31) First Name:		MI:	Last Name:
Suffix:			
32) Company Name: Sprint Nextel Corporation			
33) Attention To: Robin J. Cohen			
34) P.O. Box:		<b>And /Or</b>	35) Street Address: 12502 Sunrise Valley Drive, 2nd Fl, VARESA0209
36) City: Reston		37) State: VA	38) Zip Code: 20196
39) Telephone Number: (703)433-4000		40) Fax Number: (703)433-4483	
41) E-Mail Address:			

**Transferor Information** (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0003774593			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Sprint Nextel Corporation			
46) Attention To: Robin J. Cohen			
47) P.O. Box:	And /Or	48) Street Address: 12502 Sunrise Valley Drive, 2nd Fl, VARESA0209	
49) City: Reston		50) State: VA	51) Zip Code: 20196
52) Telephone Number: (703)433-4000		53) Fax Number: (703)433-4483	
54) E-Mail Address:			

**55) Demographics of Transferor (Optional):**

<p><b>Race:</b></p> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<p><b>Ethnicity:</b></p> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<p><b>Gender:</b></p> <input type="checkbox"/> Male <input type="checkbox"/> Female
---	---	--

**Transferor Contact Representative**

56) First Name:	MI:	Last Name:	Suffix:
57) Company Name: Sprint Nextel Corporation			
58) Attention To: Robin J. Cohen			
59) P.O. Box:	And /Or	60) Street Address: 12502 Sunrise Valley Drive, 2nd Fl, VARESA0209	
61) City: Reston		62) State: VA	63) Zip Code: 20196
64) Telephone Number: (703)433-4000		65) Fax Number: (703)433-4483	
66) E-Mail Address:			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0022117618			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Starburst II, Inc.			
71) Attention To: Steven J. Murray			
72) Real Party in Interest FCC Registration Number (FRN):			
73) Name of Real Party in Interest:			
74) P.O. Box:	<b>And /Or</b>	75) Street Address: 38 Glen Avenue	
76) City: Newton		77) State: MA	78) Zip Code: 02459
79) Telephone Number: (617)928-9300		80) Fax Number: (617)928-9302	
81) E-Mail Address:			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name: John	MI: R	Last Name: Feore	Suffix: Esq
84) Company Name: Dow Lohnes PLLC			
85) Attention To: John R. Feore			
86) P.O. Box:	<b>And /Or</b>	87) Street Address: 1200 New Hampshire Avenue, NW	
88) City: Washington		89) State: DC	90) Zip Code: 20036
91) Telephone Number: (202)776-2786		92) Fax Number: (202)776-2222	
93) E-Mail Address: jfeore@dowlohn.com			

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <u>Y</u> ) <b>Yes</b> <b>No</b>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or is already on file with the FCC.	File Number: <u>0005488482</u>

**Alien Ownership Information (If any answer is 'Y', provide an attachment explaining the circumstances)**

95) Is the Assignee/Post-transfer Licensee a foreign government or the representative of any foreign government?	( <u>N</u> ) <b>Yes</b> <b>No</b>
96) Is the Assignee/Post-transfer Licensee an alien or the representative of an alien?	( <u>N</u> ) <b>Yes</b> <b>No</b>
97) Is the Assignee/Post-transfer Licensee a corporation organized under the laws of any foreign government?	( <u>N</u> ) <b>Yes</b> <b>No</b>
98) Is the Assignee/Post-transfer Licensee 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?	( <u>N</u> ) <b>Yes</b> <b>No</b>
99a) Is the Assignee/Post-transfer Licensee 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?	( <u>Y</u> ) <b>Yes</b> <b>No</b>
99b) If 99a is 'Y', has the Assignee/Post-transfer Licensee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If the answer to 99b is 'Y', include in the exhibit required by Item 99a the citation(s) of the declaratory ruling(s) received by the Assignee/Post-transfer Licensee ( <i>i.e.</i> , DA or FCC Number, FCC Record citation if available, and release date).  If 99b is '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. It is not necessary to file a request for a foreign ownership ruling if the Applicant includes in the exhibit required by Item 99a a showing that the requested license(s) is exempt from the provisions of Section 310(b)(4).	( <u>N</u> ) <b>Yes</b> <b>No</b>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?  If 'Y', attach an exhibit explaining the circumstances.	( <u>N</u> ) <b>Yes</b> <b>No</b>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?  If 'Y', attach an exhibit explaining the circumstances.	( <u>N</u> ) <b>Yes</b> <b>No</b>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/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.	( <u>N</u> ) <b>Yes</b> <b>No</b>

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name: Robin	MI: J	Last Name: Cohen	Suffix:
---------------------------	----------	---------------------	---------

104) Title: Senior Manager, Regulatory Affairs

Signature:  
Robin J Cohen105) Date:  
12/20/2012**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.****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).**

### Assignee/Transferee Certification Statements

1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2) The Assignee/Transferee 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.
3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee/Transferee certifies that neither it nor any other 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, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

### Typed or Printed Name of Party Authorized to Sign

106) First Name: Steven	MI: J	Last Name: Murray	Suffix:
107) Title: Director, Treasurer and Secretary			
Signature: Steven J Murray			108) Date: 12/20/2012
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>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).</b>			

**Authorizations To Be Assigned or Transferred**

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNLF204	CW - PCS Broadband						Y
KNLF208	CW - PCS Broadband						Y
KNLF211	CW - PCS Broadband						Y
KNLF215	CW - PCS Broadband						Y
KNLF217	CW - PCS Broadband						Y
KNLF223	CW - PCS Broadband						Y
KNLF229	CW - PCS Broadband						Y
KNLF233	CW - PCS Broadband						Y
KNLF238	CW - PCS Broadband						Y
KNLF239	CW - PCS Broadband						Y
KNLF241	CW - PCS Broadband						Y
KNLF243	CW - PCS Broadband						Y
KNLF248	CW - PCS Broadband						Y
KNLF252	CW - PCS Broadband						Y
KNLF254	CW - PCS Broadband						Y
KNLF257	CW - PCS Broadband						Y
KNLF260	CW - PCS Broadband						Y
KNLF261	CW - PCS Broadband						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNLF264	CW - PCS Broadband						Y
KNLF265	CW - PCS Broadband						Y
KNLF267	CW - PCS Broadband						Y
KNLF269	CW - PCS Broadband						Y
KNLF272	CW - PCS Broadband						Y
KNLF280	CW - PCS Broadband						Y
KNLF282	CW - PCS Broadband						Y
KNLF284	CW - PCS Broadband						Y
KNLF285	CW - PCS Broadband						Y
KNLF290	CW - PCS Broadband						Y
KNLF292	CW - PCS Broadband						Y
KNLF296	CW - PCS Broadband						Y
KNLF927	CW - PCS Broadband						Y
KNLF946	CW - PCS Broadband						Y
KNLF948	CW - PCS Broadband						Y
KNLG292	CW - PCS Broadband						Y
KNLG446	CW - PCS Broadband						Y
KNLG553	CW - PCS Broadband						Y
KNLG870	CW - PCS Broadband						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNLG879	CW - PCS Broadband						Y
KNLG881	CW - PCS Broadband						Y
KNLG883	CW - PCS Broadband						Y
KNLH211	CW - PCS Broadband						Y
WPNN585	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOL993	CF - Common Carrier Fixed Point to Point Microwave						Y
WPON558	CF - Common Carrier Fixed Point to Point Microwave						Y
WPON559	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQW537	CF - Common Carrier Fixed Point to Point Microwave						Y
WPSI352	CW - PCS Broadband						Y
WPTB339	CW - PCS Broadband						Y
WPVC984	CW - PCS Broadband						Y
WPVC985	CW - PCS Broadband						Y
WPVC986	CW - PCS Broadband						Y
WPVI699	CW - PCS Broadband						Y
WPVI700	CW - PCS Broadband						Y
WPVT883	CW - PCS Broadband						Y
WPXG237	CW - PCS Broadband						Y
WPXI486	CW - PCS Broadband						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPXP298	CW - PCS Broadband						Y
WPXP299	CW - PCS Broadband						Y
WPXP300	CW - PCS Broadband						Y
WPXP301	CW - PCS Broadband						Y
WPZR322	CW - PCS Broadband						Y
WPZU405	CW - PCS Broadband						Y
WPZU406	CW - PCS Broadband						Y
WPZZ711	CW - PCS Broadband						Y
WQCY547	CW - PCS Broadband						Y
WQDN636	CW - PCS Broadband						Y
WQDN644	CW - PCS Broadband						Y
WQDN650	CW - PCS Broadband						Y
WQGH650	CW - PCS Broadband						Y
WQH994	CW - PCS Broadband						Y
WQIX862	CW - PCS Broadband						Y
WQJJ963	CW - PCS Broadband						Y
WQJJ964	CW - PCS Broadband						Y
WQJJ965	CW - PCS Broadband						Y
WQJJ966	CW - PCS Broadband						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WQJJ967	CW - PCS Broadband						Y
WQJJ968	CW - PCS Broadband						Y
WQJJ969	CW - PCS Broadband						Y
WQJJ970	CW - PCS Broadband						Y
WQJJ971	CW - PCS Broadband						Y
WQJJ977	CW - PCS Broadband						Y
WQJJ978	CW - PCS Broadband						Y
WQJJ980	CW - PCS Broadband						Y
WQJJ981	CW - PCS Broadband						Y
WQJJ982	CW - PCS Broadband						Y
WQJR803	CW - PCS Broadband						Y
WQKP245	CW - PCS Broadband						Y
WQKP246	CW - PCS Broadband						Y
WQLF588	CW - PCS Broadband						Y
WQNE331	CW - PCS Broadband						Y
WQNE332	CW - PCS Broadband						Y
WQNE333	CW - PCS Broadband						Y
WQNE334	CW - PCS Broadband						Y
WQOT691	CW - PCS Broadband						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WQPW854	CW - PCS Broadband						Y

Reference Copy

Attachment(s):

Type	Description	Date Entered
O	<a href="#">Amendment</a>	12/20/2012
A	<a href="#">T of C - FN 6012EDSL13</a>	11/19/2012
A	<a href="#">T of C - FN 6011EDSL13</a>	11/19/2012
A	<a href="#">T of C - FN 6010EDSL13</a>	11/19/2012
O	<a href="#">Public Interest Statement</a>	11/15/2012

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

In the Matter of )  
 )  
Applications of Sprint Nextel Corporation, )  
Transferor ) IB Docket No. 12-343  
 )  
SOFTBANK CORP., and Starburst II, Inc., )  
Transferees )  
 )  
for Consent to Transfer of Control of Licenses )  
and Authorizations )

**AMENDMENT**

Sprint Nextel Corporation (“Sprint”), Starburst II, Inc. (“Starburst II”) and SOFTBANK CORP. (“SoftBank”) (collectively, the “Applicants”) file this amendment and supplement to their previously-filed Applications for Transfer of Control of Licenses and Authorizations (“Applications”).<sup>1</sup> Through this amendment, the Applicants notify the Commission of a recent agreement by which Sprint has agreed to acquire the remaining shares of Clearwire Corporation (“Clearwire”) that Sprint does not already own.<sup>2</sup> As a result of this agreement (the “Clearwire

---

<sup>1</sup> See, e.g., Application of Sprint Nextel Corporation, SOFTBANK CORP., and Starburst II, Inc. for Consent to Transfer of Control, Public Interest Statement, attached to ULS File No. 0005483246 (Nov. 15, 2012) (“Public Interest Statement”).

<sup>2</sup> See *AGREEMENT AND PLAN OF MERGER by and among SPRINT NEXTEL CORPORATION, COLLIE ACQUISITION CORP. and CLEARWIRE CORPORATION, Dated as of December 17, 2012*, attached as Exhibit 2.1 to Form 8-K of Sprint Nextel Corporation, Dec. 18, 2012 (available at <http://www.sec.gov/Archives/edgar/data/101830/000119312512505717/d456262dex21.htm>) (“Merger Agreement”). With this Amendment, the Applicants, joined for these purposes with Clearwire, seek Commission consent to the transfer of *de facto* as well as *de jure* control of Clearwire’s licenses, leases and authorizations to Sprint, and, by virtue of SoftBank’s proposed acquisition of 70 percent of Sprint, to SoftBank.

Transaction”), Sprint will obtain direct *de facto* control and the other Applicants will obtain indirect *de facto* control of Clearwire, in addition to the *de jure* control Sprint has already acquired and which the initial Applications sought to transfer to SoftBank.<sup>3</sup>

The Commission has previously found that Sprint’s holding of a majority, controlling interest in Clearwire serves the public interest.<sup>4</sup> In their Public Interest Statement regarding the above-captioned applications, the Applicants explained how SoftBank’s acquisition of an approximately 70 percent interest in Sprint, including Sprint’s interest in Clearwire, would produce significant public interest benefits and no competitive harm. As explained below, the Clearwire Transaction, which will give SoftBank both *de facto* as well as *de jure* control of Clearwire, will only serve to increase these public interest benefits.<sup>5</sup>

**Description of Clearwire Transaction.** On December 6 and 7, 2012, the Commission approved Sprint’s *pro forma* application to increase Sprint’s ownership of Clearwire from below

---

<sup>3</sup> See Public Interest Statement at 1.

<sup>4</sup> See *Sprint Nextel Corporation and Clearwire Corporation, Applications for Consent to Transfer Control of Licenses, Leases, and Authorizations*, WT Docket No. 08-94, Memorandum Opinion and Order, 23 FCC Rcd 17570 (2008), (approving merger of Sprint and Clearwire 2.5 GHz licenses, leases and assets and consenting to Sprint holding a majority, controlling interest in Clearwire without distinguishing between *de jure* and *de facto* control) (“*Sprint-Clearwire Order*”), *aff’d*, Order on Reconsideration, FCC 12-157 (rel. Dec. 19, 2012); Public Notice, *Wireless Telecommunications Bureau Action*, Report No. 8300, at 9 (rel. Dec. 12, 2012) (granting *pro forma* applications for consent to Sprint’s reacquisition of a *de jure* controlling interest in Clearwire as a result of a transaction with Eagle River Investment LLC). The Eagle River transaction increased Sprint’s ownership stake in Clearwire from below 50 percent to above 50 percent, thereby triggering the *pro forma* transfer of control applications required by the FCC’s transfer of control rule, 47 C.F.R. § 1.948(b)(1), and referenced above.

<sup>5</sup> See *Public Interest Statement* at 30-31 (asking that the requested Commission decision include the approval of any applications pending at the time the transaction is consummated).

50 percent to approximately 50.45 percent through the acquisition of Clearwire stock held by Eagle River Investment LLC.<sup>6</sup> That transaction is now consummated.<sup>7</sup>

On December 17, 2012, Sprint and Clearwire announced that they had entered into a definitive agreement by which Sprint will acquire the remaining stock of Clearwire that Sprint does not already own for an aggregate purchase price of approximately \$2.2 billion. Under the agreement, Collie Acquisition Corp., a wholly owned subsidiary of Sprint, will be merged into Clearwire, with Clearwire as the surviving corporation. Sprint's shares in Collie Acquisition Corp. and the shares Sprint and its subsidiaries currently own in Clearwire will be converted into shares of the surviving corporation, and all other shares of Clearwire will be converted into a right to receive the per-share cash consideration provided in the definitive agreement. (The Class B shares held by an affiliate of Intel Corporation will be converted into Class A shares of Clearwire immediately prior to the consummation of the Clearwire Transaction. Those Class A shares will then be treated like all other Class A shares in the Clearwire Transaction and be converted into a right to receive the per-share cash consideration provided in the Merger Agreement.)

The Sprint-Clearwire agreement includes provisions that condition Sprint's obligation to acquire Clearwire on the prior consummation of the SoftBank-Sprint transaction. Thus, the combination of the Clearwire Transaction and the SoftBank-Sprint transaction would result in a transfer of *de facto* control of Clearwire not just to Sprint but also, indirectly, to Starburst II and SoftBank. These provisions (a closing condition and a related termination provision) protect

---

<sup>6</sup> See, e.g., Public Notice, *Wireless Telecommunications Bureau Action*, Report No. 8300, at 9 (rel. Dec. 12, 2012).

<sup>7</sup> See, e.g., Notice of Consummation of Clearwire Corporation, ULS File No. 0005547899 (Dec. 12, 2012).

Sprint from the possibility that it might be required to acquire Clearwire but then subsequently fails to close its transaction with SoftBank.

The Clearwire Transaction is subject to the approval of 75 percent of the outstanding Clearwire shares, as well as a majority of the outstanding Clearwire shares not owned by Sprint, SoftBank or their respective affiliates. The remaining strategic investors in Clearwire – affiliates of Comcast Corp., Intel Corp. and Bright House Networks – have agreed to vote their shares of Clearwire in favor of the Clearwire Transaction and have agreed to sell their shares of Clearwire to Sprint in the event the Clearwire Transaction is not consummated for certain reasons, provided that Sprint’s obligation to acquire such shares (if the Clearwire Transaction were to be terminated) is contingent on the closing of the Sprint-SoftBank transaction.

At the consummation of the Clearwire Transaction, the Equityholders’ Agreement among Clearwire, Sprint and the other strategic investors that currently determines the governance of Clearwire will be terminated.

***Public Interest Benefits of Clearwire Transaction.*** The Clearwire Transaction will help provide the financial resources needed to transition Clearwire’s network to LTE technology and improve wireless broadband service to Clearwire and Sprint customers. Clearwire has been facing a number of financial challenges, having recorded net losses in recent reporting periods and facing potentially significant additional losses for the foreseeable future.<sup>8</sup> Clearwire also has incurred substantial indebtedness, and cautioned that the company may not be able to obtain

---

<sup>8</sup> Clearwire Corporation Form 10-K, Feb. 16, 2012, at 23 (available at <http://corporate.clearwire.com/secfiling.cfm?filingID=1445305-12-337&CIK=1442505>) (“Clearwire 2011 10-K”). During the nine months ended September 30, 2012, for instance, Clearwire incurred \$1.31 billion of net losses from continuing operations. Clearwire Corporation Form 10-Q, Oct. 26, 2012, at 35 (available at <http://corporate.clearwire.com/secfiling.cfm?filingID=1442505-12-42&CIK=1442505>) (“Clearwire September 30, 2012 10-Q”).

adequate financing for longer-term needs.<sup>9</sup> These financial challenges are hampering Clearwire's efforts to transition its network from WiMAX to LTE technology, which is important for maintaining the competitiveness of Clearwire's mobile broadband service.<sup>10</sup>

The Clearwire Transaction will help place Clearwire on a stronger financial footing and promote a stronger broadband competitor. In the short term, Sprint has agreed to provide the company up to \$800 million in interim financing prior to the closing, enabling Clearwire to continue to provide WiMAX-based broadband service to its customers while upgrading its network to meet the growing demand for LTE service. Moreover, upon approval of the proposed series of transactions, SoftBank's infusion of \$4.9 billion in additional capital to Sprint (on top of the \$3.1 billion previously invested in Sprint by SoftBank through the purchase of a newly-issued convertible bond) can help improve Clearwire's service by increasing network investment, accelerating broadband deployment, and promoting a wider range of devices and services with superior speed and reliability.<sup>11</sup>

The Clearwire Transaction will facilitate these public interest benefits by eliminating the complexity and uncertainty related to Clearwire's current ownership and governance structure.<sup>12</sup> The proposed transaction will thus eliminate the inefficiencies created by the current structure

---

<sup>9</sup> *Id.* at 35, 47; Clearwire 2011 10-K at 35. As of September 30, 2012, Clearwire had approximately \$4.47 billion in debt. Clearwire September 30, 2012 10-Q at 16.

<sup>10</sup> Clearwire September 30, 2012 10-Q at 34, 49-50. Without access to additional capital, it is not certain that Clearwire could deploy LTE in a timely manner. *See id.* at 47 (stating that Clearwire was delaying a portion of its initial LTE deployment pending further funding).

<sup>11</sup> *See* Public Interest Statement at 23-25, 26-29.

<sup>12</sup> Phil Goldstein, *Sprint Makes \$2.1B Offer to Buy Clearwire*, FIERCE WIRELESS, Dec. 13, 2012, (available at <http://www.fiercewireless.com/story/sprint-wants-buy-rest-clearwire-21b/2012-12-13>); *see also* Phil Goldstein, *Sprint to Buy Clearwire for \$2.2B*, FIERCE WIRELESS, Dec. 17, 2012 (available at <http://www.fiercewireless.com/story/sprint-buy-clearwire-22b/2012-12-17>).

and allow Clearwire's customers to benefit fully from not only Sprint's resources and expertise, but also SoftBank's resources and expertise, which are described at length in the Sprint/SoftBank Public Interest Statement.<sup>13</sup> In short, providing Sprint and SoftBank with both *de jure* and *de facto* control of Clearwire would create synergies and result in a more efficient integrated company than would exist if Clearwire continued to operate as a separate company.

With the enhanced capital position, expertise, and best practices provided by SoftBank, Sprint will be able to use Clearwire's 2.5 GHz spectrum more effectively as a result of the Clearwire Transaction.<sup>14</sup> Indeed, the value and utility of Clearwire's 2.5 GHz spectrum for competitive wireless broadband services is best achieved by combining it with Sprint's complementary core coverage at 1.9 GHz and enhanced geographic coverage with 800 MHz spectrum holdings. Post-transaction, Sprint will be in a position to offer a more robust, higher-capacity mobile broadband network that can compete more effectively in the marketplace, particularly with the broadband services provided by AT&T and Verizon. Consumers will benefit from the resulting increase in competition and innovation.

***No Competition Concerns.*** Increasing Sprint's current approximately 50.45 percent interest in Clearwire to 100 percent will have no adverse competitive effects. Clearwire's retail wireless business serves a very small share of total wireless subscribers,<sup>15</sup> and substantially all of

---

<sup>13</sup> See Public Interest Statement at 18-20, 25-27; Kasai Declaration at 5-6.

<sup>14</sup> Sprint's Network Vision platform, because of its flexibility and robustness, will substantially enhance the ability to integrate Clearwire's spectrum into Sprint's network quickly and efficiently.

<sup>15</sup> Clearwire has approximately 1.3 million retail subscribers, or only approximately 0.4 percent of the total number of all wireless connections. See *Annual Report and Analysis of Competitive Market Conditions With Respect to Mobile Wireless, Including Commercial Mobile Services*, Fifteenth Report, 26 FCC Rcd 9664, ¶ 158 (2011) (*Fifteenth Report*) (providing data on total number of U.S. wireless connections).

its 4G wholesale subscribers are Sprint customers. As noted above, the Commission already has found, in its 2008 *Sprint-Clearwire Order*, that the merger of the Sprint and Clearwire 2.5 GHz licenses, authorizations, leases and related assets into “New Clearwire,” and Sprint’s holding of a majority interest in New Clearwire, would not cause competitive harm and would serve the public interest.<sup>16</sup> Moreover, the Commission already fully attributes Clearwire’s spectrum holdings to Sprint for spectrum screen purposes, with the Commission’s 2008 Order finding that the aggregation of the two companies’ spectrum holdings would serve the public interest. Consequently, allowing Sprint to acquire the remaining shares of Clearwire that it does not already own raises no spectrum aggregation concerns.

Similarly, SoftBank’s indirect acquisition of a *de jure* and *de facto* controlling interest in Clearwire raises no competitive concerns. As explained in the Public Interest Statement, SoftBank has no attributable interests in U.S. spectrum licenses or leases and does not compete with either Sprint or Clearwire today.<sup>17</sup> SoftBank’s acquisition of Sprint’s interest in Clearwire consequently will not diminish wireless competition in any respect. The combination of Sprint, SoftBank and Clearwire will promote substantial public interest benefits with no countervailing competitive harms.

**Conclusion.** For the foregoing reasons, and for the reasons set forth in the original Applications and Public Interest Statement, the FCC should expeditiously grant the transfer of control applications as amended.

---

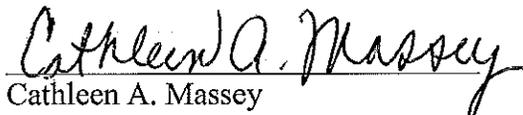
<sup>16</sup> See *Sprint-Clearwire Order*, 23 FCC Rcd at 17572, ¶ 3, 17619 ¶¶ 124, 127.

<sup>17</sup> Public Interest Statement at 29.

**Showing Under Sections 1.927(g) and 1.948(i)(2)**

The proposed acquisition by Sprint Nextel Corporation (Sprint) of the remaining shares of Clearwire Corporation (Clearwire) raises no concern under the Commission's rules governing trafficking in Commission licenses. Sprint currently holds a *de jure* controlling interest in Clearwire, and the proposed Sprint – Clearwire transaction will increase Sprint's ownership interest to 100 percent and also give Sprint *de facto* control of Clearwire. Clearwire clearly did not acquire its spectrum licenses "for the principal purpose of speculation or profitable resale of" its authorizations. 47 C.F.R. § 1.948(i)(2). As described in the foregoing Amendment, Clearwire has deployed wireless services to customers using its spectrum licenses, and the proposed series of transactions will benefit the public interest.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and corrected. Executed on December 20, 2012.



Cathleen A. Massey  
VP Regulatory Affairs & Public Policy  
Clearwire Corporation  
1250 I St., N.W., Suite 901  
Washington, DC 20005  
(202) 351-5033