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April 4, 2013

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth 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; IBFS File No. ISP-PDR-20121115-00007*

Dear Ms. Dortch:

Sprint Nextel Corporation (“Sprint”), by its attorneys, hereby provides additional information to the Federal Communications Commission regarding the foreign ownership of its stock. Specifically, Sprint retained K&L Gates LLP (“K&L Gates”) to review its shareholder list of December 31, 2012. As outlined in the attached report, K&L Gates has verified that at least 75 percent of Sprint’s stock is held by U.S. shareholders.

Please direct any questions about this matter to the undersigned.

Sincerely,

/s/ Regina M. Keeney
Regina M. Keeney

Attachment

cc: David Krech
Francis Gutierrez
Kathleen Collins
Paul Murray
Aaron Goldschmidt
Christopher Sova
Wayne McKee
Neil Dellar
Best Copy & Printing, Inc.

MEMORANDUM

To Sprint Nextel Corporation
From K&L Gates LLP
Date April 4, 2013
Re U.S. Shareholder Analysis

SCOPE

Sprint Nextel Corporation, a Kansas corporation (“Sprint” or the “Company”), has requested that K&L Gates LLP determine whether at least 75 percent of the shares of the Company’s common stock, par value \$2.00 per share (“Common Stock”), are held by United States shareholders. For purposes of this analysis, the following shareholders were considered “U.S. Shareholders”:

1. Any individual if he or she is a U.S. citizen;
2. Any bank, insurance company, pension plan and foundation/endowment if it is organized in the United States and controlled by U.S. citizens; and
3. Any private equity fund and management investment company that has its principal place of business in the United States, taking into consideration: (i) the country of its world headquarters; (ii) tax jurisdiction; (iii) the country of its incorporation, organization or charter; (iv) the citizenship or principal place of business of its controlling principals, directors and/or investment managers; and (v) countries from which the funds being managed were contributed.

OUR EXPERIENCE

K&L Gates LLP is a full service global law firm with extensive experience in the representation of public companies in a wide range of securities and capital market matters. The latest *US News – Best Lawyers* survey ranked K&L Gates as a national first tier law firm in the areas of Securities/Capital Markets Law and Securities Regulation. *Corporate Board Member* magazine and FTI Consulting, Inc. ranked the K&L Gates U.S. corporate practice among the top

April 4, 2013

Page 2

25 national corporate law firms in its 2012 “America’s Best Corporate Law Firms” survey of nearly 2,000 general counsel of U.S. public companies.

Significantly, K&L Gates has acted as counsel to the Company with respect to a broad range of litigation, regulatory/policy and transactional matters for a decade and is intimately familiar with the Company’s business enterprise and corporate ownership structure. K&L Gates also has experience with ownership analysis and reports related to 47 U.S.C. § 310(b)(4), including a similar review for MetroPCS Communications, Inc. in WT Docket No. 12-301.¹

OUR INVESTIGATION

The Company provided us a chart including the following information about each of its institutional shareholders holding any of the Company’s outstanding shares of Common Stock: (i) name of such institutional shareholder; (ii) number of shares of Common Stock held by such shareholder as of December 31, 2012; (iii) Common Stock ownership percentage of such shareholder as of December 31, 2012; and (iv) city and state location of such shareholder (collectively, the “Company Information”). According to the Company, the Company Information is primarily derived from the Company’s own records, and Schedule 13Fs filed by institutional investment managers with the U.S. Securities and Exchange Commission (“SEC”). Based on such information provided by the Company, we sought to determine which of these shareholders can be considered U.S. Shareholders.

1. With respect to institutional shareholders constituting banks, insurance companies, pension plans and foundations/endowments, we have primarily relied on information from the following sources:²

- State Secretary of State web sites to determine state of incorporation and headquarters locations for such entities;
- Public record sources reflecting corporate data submitted in official filings to determine the issuance of Federal Employer Identification Numbers for each entity. These sources were searched using the LexisNexis Accurint service, as well as Westlaw public record databases; and
- Corporate filings submitted to the SEC by publicly-traded companies for parent/subsidiary relationships, details on publicly-traded companies, and further shareholder details. Both the SEC EDGAR database and the commercially available Securities Mosaic were consulted.

¹ See *In the Matter of Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc.*, WT Docket No. 12-301, DA 13-384, at ¶ 93 (March 12, 2013).

² We did not rely on this information in any particular order.

April 4, 2013

Page 3

2. With respect to shareholders constituting private equity funds and management investment companies, we have primarily relied on information from the following sources:³

- For a vast majority of the U.S. Shareholders, we have primarily relied on information in Form ADVs (Uniform Application for Investment Adviser Registration) filed by private equity fund and management investment company shareholders with the SEC. Form ADV is the uniform registration form used by investment advisers to register with both the SEC and state securities authorities, and the form requires, among other items, information about the investment adviser's business, ownership, and affiliations, including direct and indirect beneficial owners, executive officers, and controlling persons (see below under our assumptions). In particular, we have reviewed and relied on the information provided in Form ADVs under Item 1 (Identifying Information), Item 3 (Form of Organization), Schedule A (Information about Direct Owners and Executive Officers) and Schedule B (Indirect owners). Form ADVs were retrieved on the Security and Exchange Commission's Investment Adviser Public Disclosure (IAPD) database.

3. For U.S. Shareholders holding more than 5 percent of the Company's shares of Common Stock, we have also reviewed their required filings with the SEC on Schedule 13Gs, including and in particular, information provided about principal business office and citizenship under Item 2 thereof, ownership under Item 4, and ownership of more than 5 percent on behalf of another person under Item 6.⁴

4. Although it was not ultimately necessary during our investigation for the purposes of the 75 percent U.S. Shareholder determination,⁵ we would have primarily relied on information regarding individual shareholders from the following sources:

- Information about the Company's directors and officers and other information collected by the Company; and

³ We also relied on certain information from the sources outlined under item 1 above, but not in any particular order.

⁴ Institutional shareholders holding approximately 22 percent of the Company's shares of Common Stock have filed Schedule 13Gs with the SEC.

⁵ As we conclude below, our investigation determined that at least 75 percent of Sprint's total outstanding shares are held by U.S. Shareholders who happen to be institutional shareholders. As a result, it was not necessary to review individual shareholders, including information from the Company's transfer agent regarding the more than 360,000 individual holders of Sprint's Common Stock. We note that individual shareholders collectively hold approximately 11.47 percent of the Company's total shares of Common Stock, and we would expect that a significant percentage of such individually-held shares are held by U.S. Shareholders.

April 4, 2013

Page 4

- Public record sources reflecting personal data filed by individuals and companies which note address, phone and employment history, as well as partial social security numbers and birth dates.

5. In addition to the above sources, we have as secondary and back-up sources relied on information from the following sources:

- The Federal Reserve National Information Center;
- Bloomberg Financial;
- Capital IQ;
- Hoovers;
- Lexis/Westlaw; and
- Institutional shareholder websites and media.

As of the date hereof, we have spent approximately 494 hours to conduct the investigation described in this memorandum.

OUR ASSUMPTIONS

For the purposes of our investigation, we have assumed the following:

- That the information obtained from the above sources is accurate and, as such, we have not independently established any of the information so relied on;
- Any person with a U.S. social security number is deemed a U.S. citizen;
- Any person or entity organized in the U.S., with its principal place of business in the U.S. or an employee identification number issued by the U.S. Internal Revenue Service, is deemed subject to U.S. tax jurisdiction; and
- For purposes of determining “controlling persons,” we have used the definition provided by the SEC in its instructions to Form ADV.⁶ If the shareholder is

⁶ Under such instructions, “control” means the “power, directly or indirectly, to direct the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Each of [a] firm’s officers, partners, or directors exercising executive responsibility (or persons having similar status or functions) is presumed to control [such] firm. A person is presumed to control a corporation if the person: (i) directly or indirectly has the right to vote 25 percent or more of a class of the corporation’s voting securities; or (ii) has the power to sell or direct the sale of 25 percent or more of a class of the corporation’s voting securities. A person is presumed to control a partnership if the person has the right to receive upon dissolution, or has contributed, 25 percent or more of the capital of the partnership. A person is presumed to control a limited liability company (‘LLC’) if the person: (i) directly or indirectly has the right to vote 25 percent or more of a class of the interests of the LLC; (ii) has the right to receive upon dissolution, or has contributed, 25 percent or more of the capital of the LLC; or (iii) is an elected manager of the LLC. A person is presumed to control a trust if the person is a trustee or managing agent of the trust.”

April 4, 2013

Page 5

organized in the U.S. and has its principal place of business in the U.S. or filed a Form ADV with the SEC, then the funds contributed were deemed managed in the U.S.⁷

Although we have not independently verified any of the foregoing assumptions, we have not come across any material information that would cause us to believe that our conclusion below is incorrect.

CONCLUSION

As of December 31, 2012, according to information it provided, the Company had 3,010,000,000 shares of Common Stock outstanding. Seventy-five percent of such outstanding shares is equal to 2,257,500,000 shares.

Based on our investigation, and subject to the foregoing assumptions, we conclude that as of December 31, 2012, at least 75 percent of the Company's shares of Common Stock are held by U.S. Shareholders.⁸

⁷ The Company requested that we also provide information regarding holders of Common Stock attributable to non-U.S. jurisdictions encountered during our investigation. Accordingly, in the course of conducting our research we made note of shareholders from the following non-U.S. jurisdictions: Canada (1.96 percent of the total outstanding shares), Norway (1.81 percent), United Kingdom (1.24 percent), Japan (0.8 percent), Switzerland (0.57 percent), Germany (0.51 percent), France (0.51 percent), The Netherlands (0.48 percent), and Hong Kong (0.10 percent). The combined percentage for these non-U.S. jurisdictions noted during our investigation is 7.98 percent of the total outstanding shares. Apart from this information, we do not reach conclusions regarding the country of citizenship of non-U.S. Shareholders.

⁸ K&L Gates reached the 75 percent U.S. Shareholder threshold during the course of investigating the largest 350 institutional shareholders. Of those 350 shareholders, we identified and verified 259 institutional shareholders of the Company whose aggregate holdings represent approximately 85.54 percent of the Company's outstanding shares (with a U.S. Shareholder level of 77.56 percent of the total outstanding shares).