

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

)	
In the Matter of)	
)	
Sprint Corporation, on behalf of all)	File No. _____
licensee subsidiaries thereof)	
)	
Petition for Declaratory Ruling Under Section)	
310(b)(4) of the Communications Act, as Amended)	
)	

PETITION FOR DECLARATORY RULING

In 2013, the Federal Communications Commission (“FCC” or “Commission”) issued a declaratory ruling concluding that it was in the public interest for the foreign ownership of Sprint Corporation’s subsidiaries holding FCC licenses and authorizations (“Sprint” and the “Sprint Licensees,” respectively) to exceed the 25% foreign ownership benchmark in section 310(b)(4) of the Communications Act of 1934, as amended (the “Communications Act”).¹ In addition, the Commission granted authorization for SoftBank Group Corp. (“SoftBank”) and its shareholders to indirectly own up to 100% of the Sprint Licensees.²

¹ 47 U.S.C. § 310(b)(4).

² This declaratory ruling was issued in connection with the broader Sprint/SoftBank transaction. *Applications of SOFTBANK CORP., Starburst II, Inc., Sprint Nextel Corporation, and Clearwire Corporation; For Consent to Transfer Control of Licenses and Authorizations; Petitions for Reconsideration of Applications of Clearwire Corporation for Pro Forma Transfer of Control*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642 (2013) (“*Sprint/SoftBank Order*”). Specifically, the ruling was set forth in paragraph 124 of the FCC’s decision. *Id.* ¶ 124 (“*Sprint/SoftBank Foreign Ownership Grant*”). Note that the names of several entities have changed since the initial grant, including the following: (1) SOFTBANK CORP. is now SoftBank Group Corp.; and (2) Starburst II, Inc. is now Sprint Corporation.

Pursuant to that ruling, section 310(b)(4) of the Communications Act, and the FCC's implementing rules,³ Sprint, on behalf of the Sprint Licensees, now respectfully petitions the Commission for a further finding that it would not serve the public interest to prohibit the indirect foreign owners of the Sprint Licensees to undertake a *pro forma* internal restructuring, as described herein.

I. BACKGROUND AND BASIC DESCRIPTION OF OWNERSHIP

All entities that hold common carrier authorizations as part of Sprint's corporate structure are U.S. subsidiaries of Sprint, a Delaware corporation. In keeping with the terms of the *Sprint/SoftBank Foreign Ownership Grant*, the majority of Sprint's equity and voting interests ultimately are held by SoftBank, a Japanese entity. At this time, SoftBank wishes to undertake a *pro forma* internal restructuring with respect to its intermediate and holding companies by inserting a wholly owned Japanese subsidiary – BM Holdings GK – into the vertical ownership chain between SoftBank and the holding companies in which its Sprint shares are currently held. Under the rules adopted in the Commission's 2013 *Second Report and Order*, no Commission approval would be required for a *pro forma* transaction such as this one.⁴ Because the *Sprint/SoftBank Foreign Ownership Grant* was not issued pursuant to the 2013 *Second Report and Order*, however, Sprint hereby requests a new foreign ownership grant pursuant to these new FCC rules.⁵ In doing so, Sprint notes that it will continue to be subject to the terms of the

³ 47 C.F.R. §§ 1.990 *et seq.*

⁴ See *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees Under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd 05741, ¶ 83 (2013) ("*Second Report and Order*"); 47 C.F.R. § 1.994.

⁵ The Commission adopted the new foreign ownership rules in April 2013, but these rules were not yet effective when the Commission issued the *Sprint/SoftBank Foreign Ownership Grant* in July 2013. See generally *Second Report and Order*; see also *id.* ¶ 138 ("We do not

National Security Agreement entered into as part of the Sprint/SoftBank transaction and that BM Holdings GK will be automatically covered by that agreement.

Additional information regarding SoftBank, BM Holdings GK, and other parties that hold a disclosable interest in Sprint is outlined in the appendices to this Petition for Declaratory Ruling (“Petition”). In particular, Appendix A provides a narrative description of the indirect ownership and control structure of Sprint and its foreign holders. Appendix B provides ownership diagrams that illustrate Sprint’s vertical ownership structure, and Appendix C lists each Sprint Licensee. Finally, Appendix D sets forth additional information regarding the proposed *pro forma* reorganization and how it serves the public interest.

II. INFORMATION REQUIRED BY SECTION 1.991

Pursuant to section 1.991 of the Commission’s rules,⁶ Sprint submits the following information in support of the instant Petition.

(a) Name, FRN, Contact Information, Place of Organization, Type of Business, and Certification Information of Applicant:

Name: Sprint Corporation⁷

FCC Registration Number: 0022117618

Mailing Address: c/o Richard Engelman
900 7th Street NW, Suite 700, Washington, DC 20001

Place of Organization: Delaware, United States

adopt a rule that changes the terms and conditions of existing foreign ownership rulings issued prior to the effective date of the rules adopted in this proceeding.”); Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees, 78 FR 41313 (July 10, 2013) (setting the effective date of the foreign ownership rules as Aug. 9, 2013).

⁶ 47 C.F.R. § 1.991.

⁷ The names and FCC registration numbers of the Sprint Licensees are outlined in Appendix C. Note that the other contact and certification information supplied for Sprint also applies to each Sprint Licensee for purposes of the instant Petition. Finally, as noted above, each of the Sprint Licensees is organized in the United States.

Telephone Number: (703) 433-8124

Facsimile Number: (202) 585-1940

Electronic Mail Address: Richard.2.Engelman@Sprint.com

Type of Business Organization: Corporation

Name and Title of Certifying Officer: Vonya B. McCann
Senior Vice President of Government Affairs

(b) Contact Information for Legal Counsel

Name: Emily Daniels

Firm: Lawler, Metzger, Keeney & Logan, LLC

Mailing Address: 1717 K Street, NW, Suite 1075
Washington, DC 20006

Telephone Number: (202) 777-7723

Electronic Mail Address: edaniels@lawlermetzger.com

(c) Type of Authorizations and Associated Applications

As discussed more extensively in Appendix D, the instant Petition was prompted by a planned *pro forma* restructuring of SoftBank's intermediate and holding companies. In connection with this restructuring, Sprint intends to file a series of *pro forma* transfer of control applications on or around April 11, 2016 for authorizations held on a non-common carrier basis, which are not subject to the limitations of 47 U.S.C. § 310(b)(4), as well as with respect to transmitting satellite earth stations held by the Sprint Licensees. Consistent with the Commission's rules, Sprint also intends to file a series of post-closing notifications with the FCC regarding the authorizations that the Sprint Licensees hold on a common carrier basis, including receive-only satellite earth stations. A list of the current Sprint Licensees, and the types of authorizations held by each, is included in Appendix C.

(d) Type of Declaratory Ruling Requested

Sprint requests a declaratory ruling pursuant to section 1.990(a)(1) of the Commission's rules.

(e)/(g) Holders of Direct Interests of 10% or More or a Controlling Interest in the Controlling U.S. Parent of the Petitioning Applicant

- (1) Name: Starburst I, Inc.
Interest Held: 77.5% equity interest in Sprint (the controlling U.S. parent of the Sprint Licensees); treated as holding 100% voting interest in Sprint pursuant to the FCC's rules⁸
Place of Organization: United States
Type of Business Organization: Corporation
Principal Business: Investment holding company
- (2) Name: Masayoshi Son
Interest Held: Chairman of the Board of Sprint
Citizenship: Japan
- (3) Name: Ronald Fisher
Interest Held: Vice Chairman of the Board of Sprint
Citizenship: United States
- (4) Name: Raul Marcelo Claure
Interest Held: Member of the Board, President, and Chief Executive Officer of Sprint
Citizenship: United States
- (5) Name: Nikesh Arora
Interest Held: Member of the Board of Sprint
Citizenship: United States
- (6) Name: Robert Bennett
Interest Held: Member of the Board of Sprint
Citizenship: United States
- (7) Name: Gordon Bethune
Interest Held: Member of the Board of Sprint
Citizenship: United States

⁸ 47 C.F.R. § 1.992(b)(2)(i).

- (8) Name: Julius Genachowski
Interest Held: Member of the Board of Sprint
Citizenship: United States
- (9) Name: Michael Mullen
Interest Held: Member of the Board of Sprint
Citizenship: United States
- (10) Name: Sara Martinez Tucker
Interest Held: Member of the Board of Sprint
Citizenship: United States

(f)/(g) Holders of Indirect Interests of 10% or More or a Controlling Interest in the Controlling U.S. Parent of the Petitioning Applicant

- (1) Name: BM Holdings GK⁹
Interest Held: 60.5% indirect equity interest in Sprint through Starburst I, Inc. (54.6%) and Galaxy Investment Holdings, Inc. (5.9%); treated as holding 100% indirect voting interest in Sprint pursuant to FCC rules¹⁰
Place of Organization: Japan
Type of Business Organization: Godo kaisha¹¹
Principal Business(es): Investment holding company¹²

⁹ On March 31, 2016, it was resolved to change BM Holdings GK's name to SoftBank International GK. Formal registration of the name change remains pending.

¹⁰ See note 8 *supra*.

¹¹ A godo kaisha is a Japanese company analogous to a U.S. limited liability company, which offers limited liability to its members.

¹² This entity also is authorized to conduct other business, including: information provision services; information processing services; acquiring, holding and managing securities; advertising agency services; and any business related to or incidental to the foregoing.

- (2) Name: SoftBank Group Corp.
Interest Held: 83.4% indirect equity interest in Sprint through BM Holdings GK (60.5%) and Starburst I, Inc. (22.9%); treated as holding 100% indirect voting interest in Sprint pursuant to FCC rules¹³
Place of Organization: Japan
Type of Business Organization: Kabushiki kaisha¹⁴
Principal Business: Holding company
- (3) Name: Masayoshi Son
Interest Held: 19.3% indirect equity interest in Sprint through SoftBank Group Corp.; treated as holding 23.1% indirect voting interest in Sprint pursuant to FCC rules¹⁵
Citizenship: Japan

(h)(1) Estimate of Aggregate Foreign Ownership

Subsection (h)(1) of FCC rule section 1.991 requires Sprint to provide information regarding how grant of the Petition would be in the public interest, as well as certain information regarding aggregate ownership information. With respect to the former, a statement addressing the circumstances that prompted filing of the instant Petition and demonstrating that the public interest would be served by grant of the Petition is set forth in Appendix D.

With respect to aggregate foreign ownership, the Commission already determined in the *Sprint/SoftBank Foreign Ownership Grant* that “it would not serve the public interest to prohibit the indirect foreign ownership of the Licensee Subsidiaries in excess of the 25% benchmark in section 310(b)(4) of the Act.”¹⁶ In doing so, the Commission specifically contemplated that

¹³ See note 8 *supra*.

¹⁴ A kabushiki kaisha is a Japanese joint stock corporation, analogous to a U.S. C corporation.

¹⁵ See note 8 *supra*.

¹⁶ *Sprint/SoftBank Foreign Ownership Grant*.

SoftBank could hold up to a 100% indirect interest in the Sprint Licensees and accounted for the introduction of additional aggregate foreign ownership:

[T]his ruling permits the Licensee Subsidiaries to be 100 percent owned indirectly, as a result of the foreign ownership interests held in Sprint, the controlling U.S. parent of the Licensee Subsidiaries, upon closing, by SoftBank (individually) and by SoftBank's shareholders (collectively, including Mr. Son). The Licensee Subsidiaries may accept up to and including an additional, aggregate 25 percent equity and/or voting interests from these foreign investors and other foreign investors without seeking prior Commission approval, subject to the following conditions. First, the Licensee Subsidiaries shall obtain prior Commission approval before any foreign individual or entity acquires a direct or indirect equity and/or voting interest in post-transaction Sprint in excess of 25 percent. Second, the Licensee Subsidiaries shall obtain prior Commission approval before Sprint's direct or indirect equity and/or voting interests from non-WTO Member countries (including interests from unidentified investors) post-transaction exceed 25 percent.¹⁷

As set forth in Appendix E, Sprint certifies that it is in compliance with the conditions specified in the *Sprint/SoftBank Foreign Ownership Grant*.

(h)(2) Ownership and Control Structure

As required by section 1.991(h)(2) of the Commission's rules, Appendix A provides a narrative description of the ownership and control structure of Sprint and its foreign holders. In addition, Appendix B provides ownership diagrams that illustrate Sprint's vertical ownership structure.

¹⁷ *Id.*

(i)/(j) Requests for Specific Approval

(1) Name: BM Holdings GK

Interest Held: 60.5% indirect equity interest in Sprint through Starburst I, Inc. (54.6%) and Galaxy Investment Holdings, Inc. (5.9%); treated as holding 100% indirect voting interest in Sprint pursuant to FCC rules¹⁸

Place of Organization: Japan

Type of Business Organization: Godo kaisha¹⁹

Principal Business(es): Investment holding company²⁰

(2) Name: SoftBank Group Corp.

Interest Held: 83.4% indirect equity interest in Sprint through BM Holdings GK (60.5%) and Starburst I, Inc. (22.9%); treated as holding 100% indirect voting interest in Sprint pursuant to FCC rules²¹

Place of Organization: Japan

Type of Business Organization: Kabushiki kaisha²²

Principal Business: Holding company²³

(3) Name: Masayoshi Son

Interest Held: 19.3% indirect equity interest in Sprint through SoftBank Group Corp.; treated as holding 23.1% indirect voting interest in Sprint pursuant to FCC rules²⁴

Citizenship: Japan

Principal Business: Communications and technology

¹⁸ See note 8 *supra*.

¹⁹ See note 11 *supra*.

²⁰ See note 12 *supra*. Information regarding the entities that hold, directly and indirectly, 10% or more of the equity and/or voting interests, or a controlling interest, in BM Holdings GK is described in narrative form in Appendix A and depicted in the diagrams in Appendix B.

²¹ See note 8 *supra*.

²² See note 14 *supra*.

²³ Information regarding the entities that hold, directly and indirectly, 10% or more of the equity and/or voting interests, or a controlling interest, in SoftBank Group Corp. is described in narrative form in Appendix A and depicted in the diagrams in Appendix B.

²⁴ See note 8 *supra*.

III. CONCLUSION

For the reasons set forth herein and in the associated appendices, Sprint respectfully requests that the Commission issue a declaratory ruling permitting the insertion of a new wholly owned SoftBank subsidiary, BM Holdings GK, into the vertical ownership chain between SoftBank and the holding companies in which its Sprint shares are currently held, subject to standard conditions²⁵ and the governing National Security Agreement. Pursuant to the Commission's rules, Sprint also respectfully requests advance approval for BM Holdings GK to increase its interests up to and including 100 percent of Sprint's direct and/or indirect equity and/or voting interests.²⁶

Respectfully submitted,

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Dated: April 11, 2016

²⁵ See, e.g., 47 C.F.R. § 1.994.

²⁶ *Id.* § 1.991(k)(1).

APPENDIX A

NARRATIVE OWNERSHIP DESCRIPTION

Sprint. Sprint Corporation (“Sprint”), a U.S. entity, is the parent company of all entities within Sprint’s corporate structure, including all operating companies, holding companies, and subsidiaries with FCC licenses and authorizations (the “Sprint Licensees”).

- **Control.** Sprint is controlled by a ten-member Board of Directors. Masayoshi Son, the Chairman of the Board, is a Japanese citizen. The remaining eight members of the Board are U.S. citizens. One board seat is currently vacant.
- **Equity and Voting.** Following the proposed transaction, SoftBank Group Corp. (“SoftBank”) will hold an indirect 83.4% equity and, for FCC rule purposes, 100% voting interest in Sprint, as outlined below. Other than the parties outlined below, no other foreign individuals or entities hold a greater than 5% interest in Sprint and no other individuals or entities hold a 10% or greater equity or voting interest in Sprint, whether calculated directly or indirectly. In particular, the remaining 16.6% of Sprint’s outstanding stock is widely held by diverse shareholders, none of which are foreign individuals or entities that hold a greater than 5% equity or voting interest in Sprint, and none of which are individuals or entities that hold a 10% or greater equity or voting interest in Sprint.

Holding Companies. After the proposed reorganization, SoftBank proposes to hold its 83.4% equity and, for FCC rule purposes, 100% voting interest in Sprint indirectly as follows.

- Starburst I, Inc. (“Starburst I”), a U.S. corporation, holds a 77.5% equity and, for FCC rule purposes, 100% voting interest in Sprint. Following the proposed reorganization, 29.6% of Starburst I’s equity interests (*i.e.*, a 22.9% equity interest in Sprint) will be held directly by SoftBank. The remaining 70.4% of Starburst I’s equity interests (*i.e.*, 54.6% of Sprint’s equity interests) will be held by BM Holdings GK, a Japanese godo kaisha.²⁷ In turn, BM Holdings GK is a wholly owned subsidiary of SoftBank, and SoftBank controls, and is the sole member of, BM Holdings GK. Pursuant to the FCC’s rules,²⁸ Starburst I and BM Holdings GK are each deemed to hold an indirect 100% voting interest in Sprint.

²⁷ A godo kaisha is Japanese company analogous to a U.S. limited liability company, which offers limited liability to its members.

²⁸ 47 C.F.R. § 1.992(b)(2)(i).

- Galaxy Investment Holdings, Inc. (“Galaxy”), a U.S. corporation, holds a 5.9% equity and voting interest in Sprint. Following the restructuring, Galaxy will be a wholly owned subsidiary of BM Holdings GK.

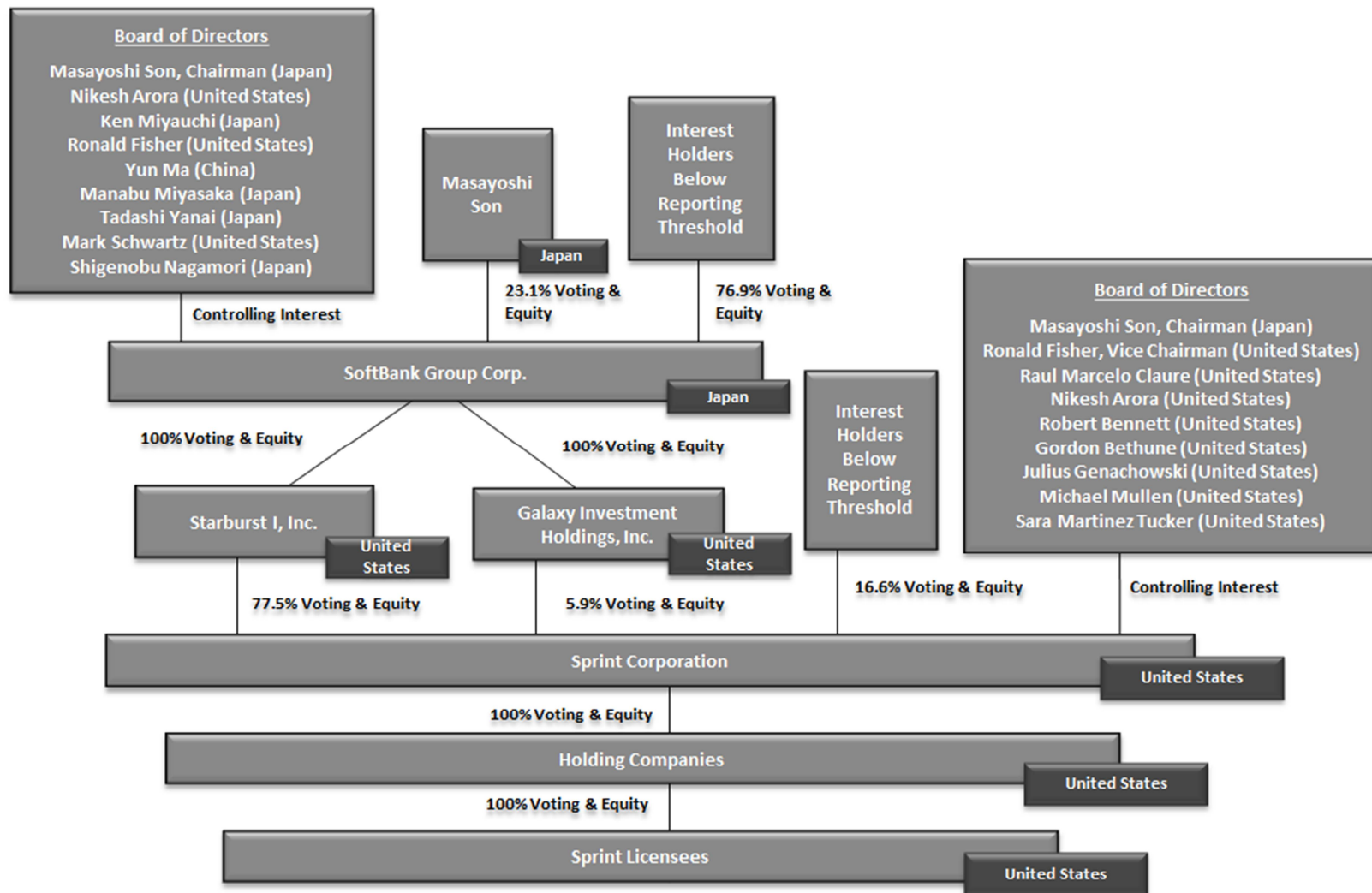
SoftBank. SoftBank – a Japanese kabushiki kaisha²⁹ – is controlled by a nine-member Board of Directors. Masayoshi Son, the Chairman of the Board, is a Japanese citizen, as are four other board members. Of the remaining four board members, three are U.S. citizens, and one is a Chinese citizen. With respect to equity and voting interests, SoftBank is widely held. Masayoshi Son is the Chief Executive Officer of SoftBank, and also holds a 23.1% equity and voting interest in SoftBank (*i.e.*, a 19.3% indirect equity and, for FCC rule purposes, a 23.1% indirect voting interest in Sprint). No other individual or entity holds a 10% or greater equity or voting interest in SoftBank.

²⁹ A kabushiki kaisha is a Japanese joint stock corporation, analogous to a U.S. C corporation.

APPENDIX B

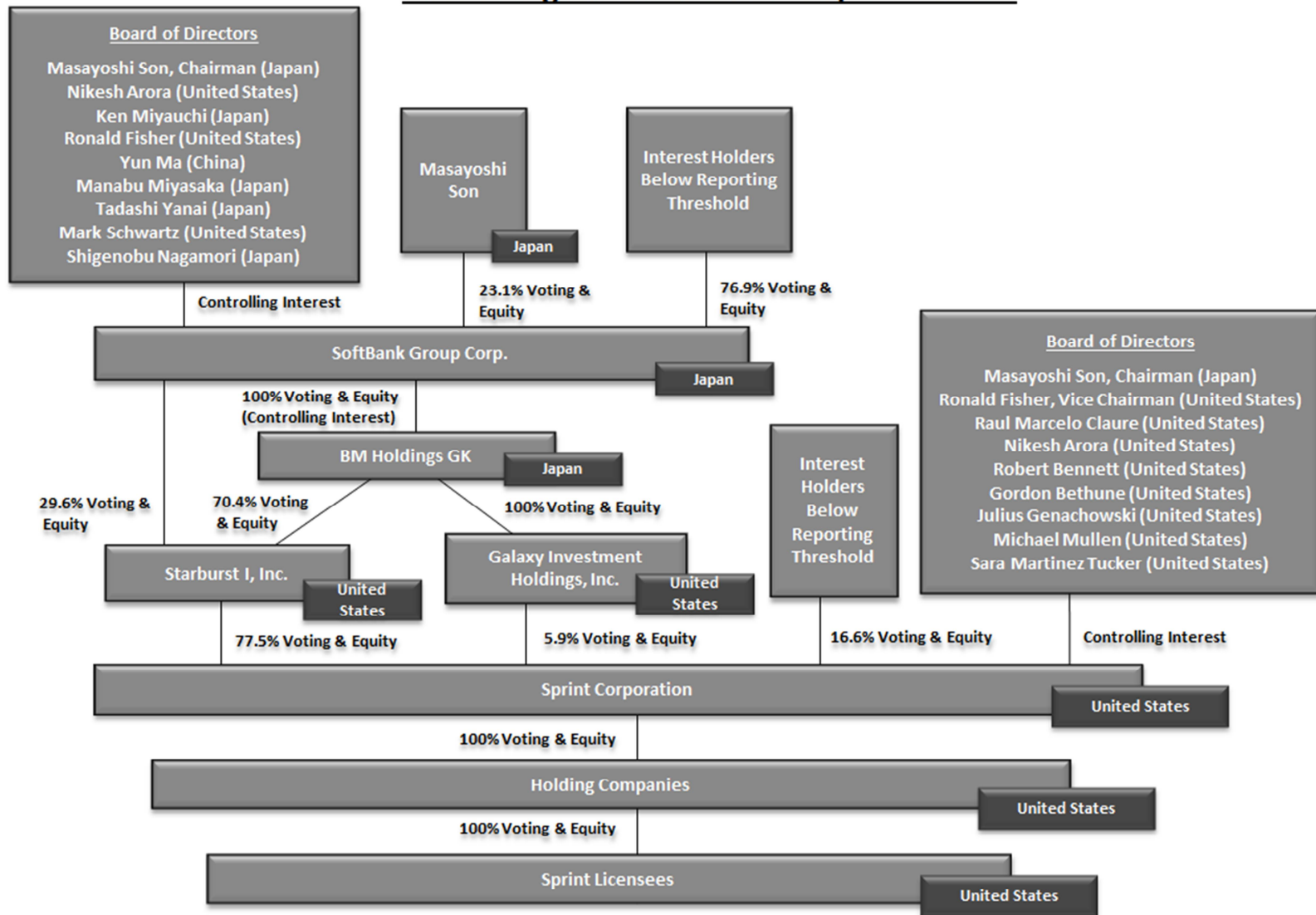
OWNERSHIP STRUCTURE DIAGRAMS

Current
Pre-Reorganization Ownership Structure*



*For the purposes of these diagrams, Sprint provides actual voting interests, and does not treat a voting interest equal to or exceeding 50% as if it were a 100% interest. Cf. 47 C.F.R. § 1.992(b)(2)(i).

Post-Reorganization Ownership Structure*



*For the purposes of these diagrams, Sprint provides actual voting interests, and does not treat a voting interest equal to or exceeding 50% as if it were a 100% interest. Cf. 47 C.F.R. § 1.992(b)(2)(i).

APPENDIX C

**WHOLLY OWNED SUBSIDIARIES OF SPRINT CORPORATION HOLDING FCC
LICENSES, LEASES, AND AUTHORIZATIONS**

Company Name	FRN	Radio Service(s) (Radio Service Code) and/or Other Authorization(s)
Alda Wireless Holdings, LLC	0004340436	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
American Telecasting Development LLC	0001606201	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
American Telecasting of Yuba City, LLC	0004922985	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
American Telecasting of Anchorage, LLC*	0004384632	EBS, Educational Broadband Service and EBS Leases (ED)
American Telecasting of Bend, LLC*	0001605674	EBS, Educational Broadband Service (ED)
American Telecasting of Columbus, LLC	0003775822	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
American Telecasting of Denver, LLC*	0004357141	EBS, Educational Broadband Service Leases (ED)
American Telecasting of Fort Myers, LLC*	0008146763	EBS, Educational Broadband Service Leases (ED)
American Telecasting of Ft. Collins, LLC	0001606284	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)

* In the interest of completeness, all Sprint subsidiaries holding licenses or other FCC authorizations are listed herein. Those entities that currently hold only non-common carrier authorizations are denoted with an asterisk.

Company Name	FRN	Radio Service(s) (Radio Service Code) and/or Other Authorization(s)
American Telecasting of Green Bay, LLC	0004384699	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
American Telecasting of Lansing, LLC	0003775418	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
American Telecasting of Lincoln, LLC	0004357166	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
American Telecasting of Little Rock, LLC*	0004384731	EBS, Educational Broadband Service Lease (ED)
American Telecasting of Louisville, LLC*	0004384236	EBS, Educational Broadband Service Leases (ED)
American Telecasting of Medford, LLC	0001605740	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Licenses and Leases (ED)
American Telecasting of Michiana, LLC	0003790797	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
American Telecasting of Monterey, LLC	0001606268	BRS, Broadband Radio Service and Lease (BR)
American Telecasting of Redding, LLC	0004357182	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Licenses and Leases (ED)
American Telecasting of Santa Barbara, LLC*	0008146995	EBS, Educational Broadband Service Leases (ED)
American Telecasting of Seattle, LLC	0004346003	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)

Company Name	FRN	Radio Service(s) (Radio Service Code) and/or Other Authorization(s)
American Telecasting of Sheridan, LLC*	0004907267	EBS, Educational Broadband Service Leases (ED)
APC PCS, LLC	0002147304	PCS Broadband (CW)
APC Realty and Equipment Company, LLC	0004678009	Point to Point Microwave (CF)
ATI Sub, LLC	0017806043	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
ATL MDS, LLC	0017700493	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service (ED)
Broadcast Cable, LLC	0003790771	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED)
Clearwire Hawaii Partners Spectrum LLC	0015526551	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED) Point to Point Microwave (CF)
Clearwire Spectrum Holdings II LLC	0015316904	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases and Subleases(ED) Point to Point Microwave (CF)
Clearwire Spectrum Holdings III, LLC	0018399998	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases and Subleases (ED) Point to Point Microwave (CF)

Company Name	FRN	Radio Service(s) (Radio Service Code) and/or Other Authorization(s)
Clearwire Spectrum Holdings LLC	0013892427	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED) Point to Point Microwave (CF)
Fixed Wireless Holdings, LLC	0010490498	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Leases (ED) Point to Point Microwave (CF) Local Multipoint Distribution Service (LD) Cable Television Relay Service (CARS)
Fresno MMDS Associates, LLC*	0004357232	EBS, Educational Broadband Service Leases (ED)
Helio, LLC	0013213178	International 214 authorization
Horizon Personal Communications, Inc.	0003018025	PCS Broadband (CW)
Kennewick Leasing, LLC*	0004927430	EBS, Educational Broadband Service Leases (ED)
Louisiana Unwired, LLC	0004547493	PCS Broadband (CW)
Nextel Communications of the Mid-Atlantic, Inc.	0002154086	1910-1915/1990-1995 MHz Bands, Market Area (CY) Point to Point Microwave (CF) 800 MHz (GE, GX, YB, YC, YH & YX) Satellite Earth Stations
Nextel Communications, Inc.	0012468146	International 214 authorization

Company Name	FRN	Radio Service(s) (Radio Service Code) and/or Other Authorization(s)
Nextel of California, Inc.	0003293511	1910-1915/1990-1995 MHz Bands, Market Area (CY) Industrial/Business Pool, Conventional (IG) Point to Point Microwave (CF) 800 MHz (GB, GJ, GM, GO, GP, GX, YB, YC, YE, YH, YM, YO, YP & YX)
Nextel of New York, Inc.	0003293537	1910-1915/1990-1995 MHz Bands, Market Area (CY) Point to Point Microwave (CF) 800 MHz (GE, GJ, GX, YC, YE, YH, YJ & YX)
Nextel of Puerto Rico, Inc.	0004335196	1910-1915/1990-1995 MHz Bands, Market Area (CY) 800 MHz (YC, YM & YX)
Nextel of Texas, Inc.	0001680552	1910-1915/1990-1995 MHz Bands, Market Area (CY) Point to Point Microwave (CF) 800 MHz (GE, GX, YC, YE, YH, YM & YX)
Nextel Partners, Inc.	0005016514	International 214 authorization
Nextel South Corp.	0001835479	1910-1915/1990-1995 MHz Bands, Market Area (CY) Point to Point Microwave (CF) 800 MHz (GJ, GO, GX, YC, YH, YJ & YX)

Company Name	FRN	Radio Service(s) (Radio Service Code) and/or Other Authorization(s)
Nextel West Corp.	0001608363	1910-1915/1990-1995 MHz Bands, Market Area (CY) Point to Point Microwave (CF) Microwave Industrial/Business Pool (MG) 800 MHz (GB, GE, GJ, GM, GX, YC, YE, YH, YJ, YM, YO & YX)
Northern PCS Services, LLC	0012168811	Point to Point Microwave (CF)
NPCR, Inc.	0010584589	Point to Point Microwave (CF) 800 MHz (GM, GX, YC, YH & YX)
NSAC, LLC	0003768553	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Licenses, Leases and Subleases (ED) Point to Point Microwave (CF) Local Multipoint Distribution Service Leases (LD)
PCTV Gold II, LLC	0003573672	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service (ED)
PCTV Sub, LLC*	0017806118	EBS, Educational Broadband Service Leases (ED)
People's Choice TV Corp.	0004924197	Local Television Transmission (CT)
People's Choice TV of Albuquerque, LLC	0007033053	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service and Leases (ED)
People's Choice TV of Houston, LLC*	0008148603	EBS, Educational Broadband Service and Leases (ED)
People's Choice TV of St. Louis, LLC*	0008150286	EBS, Educational Broadband Service and Leases (ED)

Company Name	FRN	Radio Service(s) (Radio Service Code) and/or Other Authorization(s)
PhillieCo, LLC	0002317246	PCS Broadband (CW) Point to Point Microwave (CF)
PhillieCo, LLC	0025397795	International 214 authorization
SCC X, LLC	0017700527	BRS, Broadband Radio Service (BR)
Southwest PCS, LLC	0001696053	Point to Point Microwave (CF)
SpeedChoice of Detroit, LLC	0008151375	BRS, Broadband Radio Service (BR) and Educational Broadband Service (ED) Subleases
SpeedChoice of Phoenix, LLC*	0008151458	EBS, Educational Broadband Service and Leases (ED)
Sprint (Bay Area), LLC	0001800184	BRS, Broadband Radio Service Licenses and Lease (BR)
Sprint Communications Company, L.P.	0002529659	Aircraft (AC) Point to Point Microwave (CF) Industrial/Business Pool, Conventional (IG) Microwave Industrial/Business Pool (MG) 3650-3700 MHz (NN) International 214 authorization Satellite Earth Stations
Sprint PCS License, L.L.C.	0002963684	PCS Broadband (CW)
Sprint Spectrum, L.P.	0005072970	BRS, Broadband Radio Service (BR) PCS Broadband (CW) Point to Point Microwave (CF) EBS, Educational Broadband Service (ED) International 214 authorization

Company Name	FRN	Radio Service(s) (Radio Service Code) and/or Other Authorization(s)
Sprint Telephony PCS, L.P.	0002963965	Point to Point Microwave (CF)
Sprint/United Management Company	0012852471	Industrial/Business Pool, Conventional (IG)
SprintCom, Inc.	0002315950	PCS Broadband (CW) Point to Point Microwave (CF) EBS, Educational Broadband Service Lease (ED) Millimeter Wave 70/80/90 GHz Service (MM) International 214 authorization
TDI Acquisition Sub, LLC	0017806084	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service Lease (ED)
Texas Telecommunications, LLC	0003802956	Point to Point Microwave (CF)
Transworld Telecom II, LLC*	0017806068	EBS, Educational Broadband Service Lease (ED)
UbiquiTel Leasing Company	0007488323	Point to Point Microwave (CF)
US Telecom, Inc.	0004372843	International 214 authorization
Virgin Mobile USA, L.P.	0006901011	International 214 authorization
Washington Oregon Wireless, LLC	0003800729	Point to Point Microwave (CF)
WBS of America, LLC*	0017806076	EBS, Educational Broadband Service Lease (ED)
WBS of Sacramento, LLC*	0004927539	EBS, Educational Broadband Service Lease (ED)
WBSFP Licensing LLC	0004357240	BRS, Broadband Radio Service (BR)

Company Name	FRN	Radio Service(s) (Radio Service Code) and/or Other Authorization(s)
WBSY Licensing LLC	0004357273	BRS, Broadband Radio Service (BR) EBS, Educational Broadband Service and Leases (ED)
WCOF, LLC*	0017700568	EBS, Educational Broadband Service Leases (ED)
Wireless Broadband Services of America, LLC	0002834505	Point to Point Microwave (CF) EBS, Educational Broadband Service Lease (ED)
WirelessCo, LLC	0002316545	Point to Point Microwave (CF) PCS Broadband (CW)

APPENDIX D

CIRCUMSTANCES PROMPTING FILING AND SHOWING THAT GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST

Reason for Filing. On March 7, 2016, SoftBank Group Corp.’s (“SoftBank’s”) Board of Directors resolved to reorganize SoftBank’s intermediate and holding companies. As part of this internal restructuring, SoftBank intends to insert a wholly owned subsidiary – BM Holdings GK – into the vertical ownership chain between SoftBank and the holding companies in which its shares in Sprint Corporation (“Sprint”) are currently held (*i.e.*, Starburst I, Inc. (“Starburst I”) and Galaxy Investment Holdings, Inc. (“Galaxy”). Specifically, and subject to all necessary regulatory approvals, SoftBank plans to transfer 100% of Galaxy’s shares and approximately 70.4% of SoftBank’s interest in Starburst I to BM Holdings GK.³⁰ There will be no changes to SoftBank’s stock, or to the ultimate ownership of SoftBank’s voting or equity interests in Sprint, as a result of the proposed transaction. Likewise, SoftBank’s reorganization will have no impact on Sprint’s operations, ultimate ownership, or ultimate control.

Public Interest Showing. The Federal Communications Commission (“Commission”) has long recognized the public interest benefits of foreign investment. For example, the Commission has concluded that the public interest would be served by permitting such foreign ownership, in part, because:

³⁰ Although no final decision has been made, at some point, SoftBank may also decide to transfer the remaining shares of Starburst I (approximately 29.6% of SoftBank’s interest in Starburst I) to BM Holdings GK. The applicants include this information in the interest of transparency, but note that such action would not require regulatory approval.

[R]emoving barriers to entry and focusing on competitive safeguards will promote effective competition in the U.S. telecommunications services market by removing unnecessary regulation and barriers to entry that can stifle competition and deprive U.S. consumers of the benefits of lower prices, improved service quality, and service innovations.³¹

The Commission also has observed that “foreign investment has been and will continue to be an important source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job creation.”³²

Notably, the Commission already expressly concluded that these public interest benefits extend to the foreign ownership of Sprint at issue in this Petition. In the *Sprint/SoftBank Order*, the Commission based its declaratory ruling on its finding that the “proposed transactions would result in public interest benefits,” and its observation that there was “no basis to conclude that the proposed transactions is likely to harm competition.”³³ If anything, the proposed reorganization will create additional public interest benefits. The purpose of SoftBank’s proposed reorganization is to separate SoftBank’s global and domestic operations, which will enable SoftBank to provide greater transparency to its shareholders in reporting the performance of its business operations in Japan and its business operations abroad. This, in turn, will serve the public interest by increasing efficiency in SoftBank’s corporate operations and improving

³¹ *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, ¶ 11 (1997).

³² *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees Under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd 5741, ¶ 3 (2013).

³³ *Applications of SOFTBANK CORP., Starburst II, Inc., Sprint Nextel Corporation, and Clearwire Corporation; For Consent to Transfer Control of Licenses and Authorizations; Petitions for Reconsideration of Applications of Clearwire Corporation for Pro Forma Transfer of Control*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642, ¶ 123 (2013).

SoftBank's value. As SoftBank's subsidiary, Sprint will ultimately benefit from the increased efficiency and improved transparency effectuated by the restructuring. As a result of reorganizing in a way that improves its value, SoftBank will be better positioned to manage and invest in Sprint's operations over the long term.

APPENDIX E

CERTIFICATION OF VONYA B. McCANN

I, Vonya B. McCann, certify that the information in this Petition is in accordance with the provisions of Sections 1.16 and 1.990(c)(1) of the Commission's rules, 47 C.F.R. §§ 1.16 and 1.990(c)(1). In particular, Sprint has calculated the ownership interests disclosed in the Petition based upon its review of the Commission's rules. The interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules. I further certify that Sprint is in compliance with the conditions specified in the *Sprint/SoftBank Foreign Ownership Grant*.

/s/ Vonya B. McCann

Vonya B. McCann

Senior Vice President of Government Affairs

Sprint Corporation

Executed on April 11, 2016